

adani

Gas

Investor Presentation



May 2019

Legal Disclaimer

Certain statements made in this presentation may not be based on historical information or facts and may be “forward-looking statements,” including those relating to general business plans and strategy of Adani Gas Limited (“AGL”), its future outlook and growth prospects, and future developments in its businesses and competitive and regulatory environment, and statements which contain words or phrases such as ‘will’, ‘expected to’, etc., or similar expressions or variations of such expressions. Actual results may differ materially from these forward-looking statements due to a number of factors, including future changes or developments in its business, its competitive environment, its ability to implement its strategies and initiatives and respond to technological changes and political, economic, regulatory and social conditions in India. This presentation does not constitute a prospectus, offering circular or offering memorandum or an offer, or a solicitation of any offer, to purchase or sell, any shares and should not be considered as a recommendation that any investor should subscribe for or purchase any of AGL’s shares. Neither this presentation nor any other documentation or information (or any part thereof) delivered or supplied under or in relation to the shares shall be deemed to constitute an offer of or an invitation by or on behalf of AGL.

AGL, as such, makes no representation or warranty, express or implied, as to, and does not accept any responsibility or liability with respect to, the fairness, accuracy, completeness or correctness of any information or opinions contained herein. The information contained in this presentation, unless otherwise specified is only current as of the date of this presentation.

AGL assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent development, information or events, or otherwise. Unless otherwise stated in this document, the information contained herein is based on management information and estimates. The information contained herein is subject to change without notice and past performance is not indicative of future results. AGL may alter, modify or otherwise change in any manner the content of this presentation, without obligation to notify any person of such revision or changes. No person is authorized to give any information or to make any representation not contained in and not consistent with this presentation and, if given or made, such information or representation must not be relied upon as having been authorized by or on behalf of AGL. This presentation is strictly confidential.

This presentation does not constitute an offer or invitation to purchase or subscribe for any securities in any jurisdiction, including the United States. No part of its should form the basis of or be relied upon in connection with any investment decision or any contract or commitment to purchase or subscribe for any securities. None of our securities may be offered or sold in the United States, without registration under the U.S. Securities Act of 1933, as amended, or pursuant to an exemption from registration therefrom.

This presentation is confidential and may not be copied or disseminated, in whole or in part, and in any manner. This presentation contains translations of certain Rupees amounts into U.S. dollar amounts at specified rates solely for the convenience of the reader.

Index

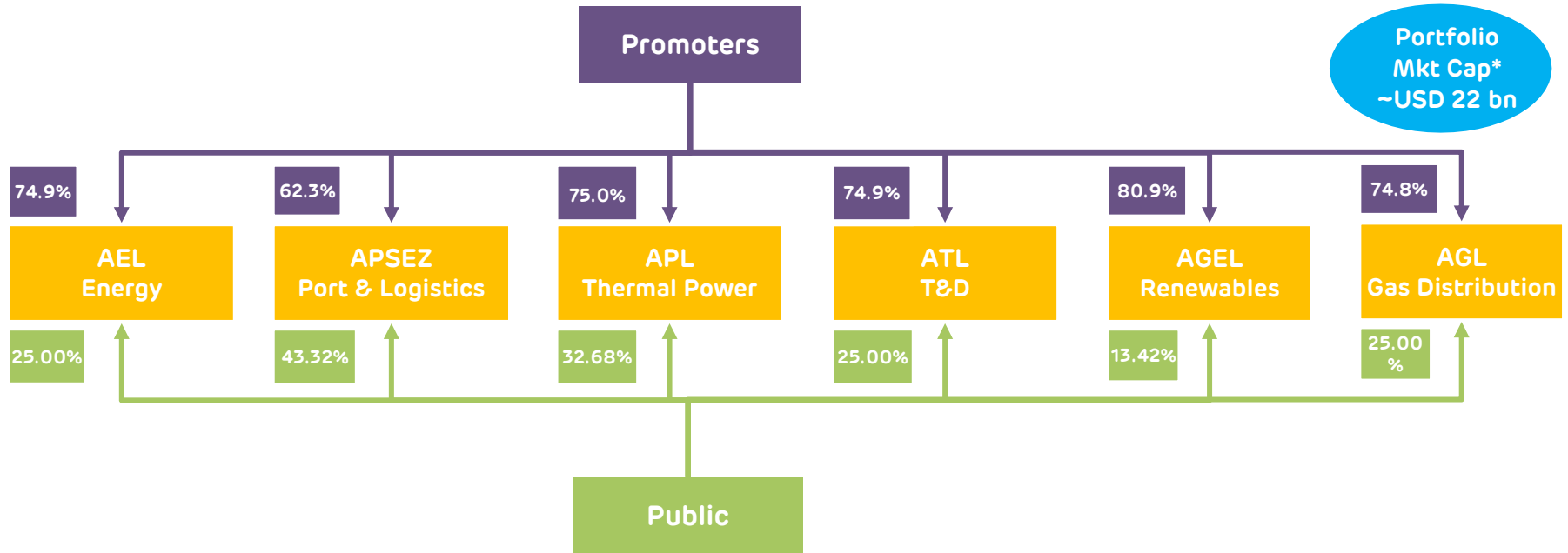
1	Introduction to Adani Group and Adani Gas
2	Sector Dynamics
3	Regulatory Framework
4	Adani Gas – Operations and Financial Performance
5	Growth Strategy



Introduction to Adani Group and Adani Gas



Adani Portfolio: Leading Developer, Owner, Operator in Infrastructure



Adani

- Pan India presence with leadership position in each vertical
 - **No 1 in Ports, T&D and Thermal Power, Leading position in Renewables & Gas Distribution**
- Independent verticals with independent boards
- Multiple touch points with regulators & public utilities
- Nationwide enduring relationships with regional vendors across multiple sectors

Adani Group: Track Record of Delivering World Class Assets

Leveraging Core Strengths...



Large Scale Businesses Delivering Consistent Growth

- **Mundra Port:** India's Largest Commercial Port
- **Mundra-Mohindergarh 1,980 Ckt Km:** Longest Private Asian HVDC
- **Mundra 4,620 MW:** Largest Single Location Private Thermal Power Station in India
- **648 MW, Tamil Nadu:** India's Largest Single Location Solar Power Plant



Unmatched Execution Capabilities – Timely and Cost Effective

- **9 Months:** Time for 648 MW Mega Solar Project Construction & Commissioning
- **<2 days:** Turn Around Time at Ports Amongst Best in World
- **Amongst lowest Capex / MW** Amongst Thermal Power Peers in India



Strong Operational Efficiencies

- **60%+:** Highest EBITDA margin Among Port Peers Globally
- **99%+ Availability:** Highest Operational Efficiencies in Power Transmission
- **5%:** Lowest Operation & Maintenance Costs in Solar Power Generation



Growing M&A Capabilities

- **Dhamra:** From Loss in 2014 to 65% EBITDA Margin
- **Mumbai Distribution:** Recently acquired; integration underway
- **Udupi:** From Loss to Profit of Rs 161 Cr in FY16; CUF from 61% to 77% in FY16

...to Deliver World Class Assets

648 MW Ultra
Mega Solar
Power Plant



India's Largest
Commercial Port



Largest Private
Thermal Power
Station in India



Longest Private
HDVC Line
in India



Unparalleled growth and exemplary value creation

Adani Gas – India's Largest City Gas Distribution Company



74.8%
Adani Family



8% Population
71 Districts in 15 States

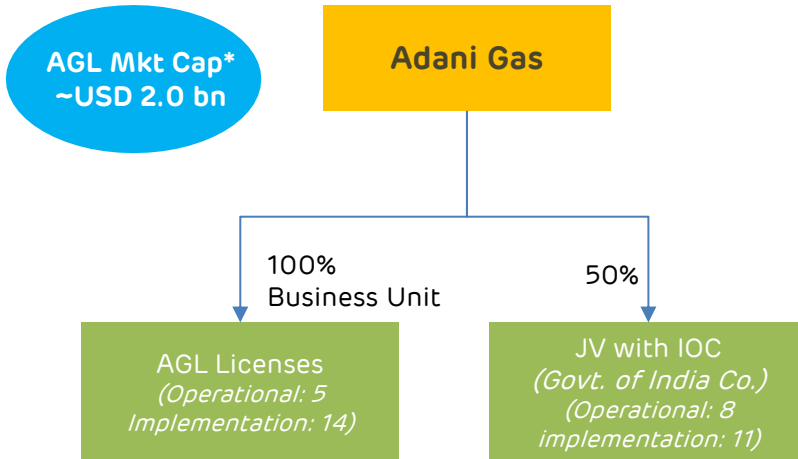


25 Yr
Network Exclusivity



₹ 1,300 Cr
Asset Base

Business Structure



Business Model

Exclusive authorisation to develop infrastructure, operate and market gas in Geographical Areas (GA)

Piped gas supply (PNG) to residences, commercial, industrial units and CNG to automobiles

Preferential domestic gas supply (CNG, Residential PNG) and tie ups for Imported gas

Centralized Operations, monitoring and Technology support to deliver safe and efficient operations

High Focus on ROEs and Growth

Strategic Bidding for new authorisations

Long term exclusivity coupled with Business Model delivers best in class margins, returns & growth

Adani Gas – Replicating Adani’s Infrastructure Success in Gas Distribution



5

AGL Operational Cities *



82

CNG stations



6,500+

Kms pipeline network



1,300+

Industrial

2,550+

Commercial



380,000

Residential customers



1.5

mmscmd gas supply

12%

3 yrs CAGR

Largest private player in India's City Gas space with over a decade of experience



260+

Human Capital



~Rs **1,800** cr

Revenue



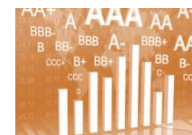
~Rs **470** cr

EBIDTA



20%+

RoE



A+

Domestic Rating

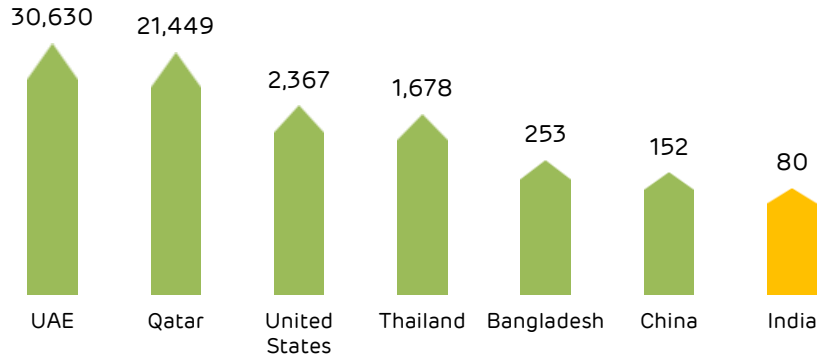
Balanced growth across customer segment and geography

Sector Dynamics

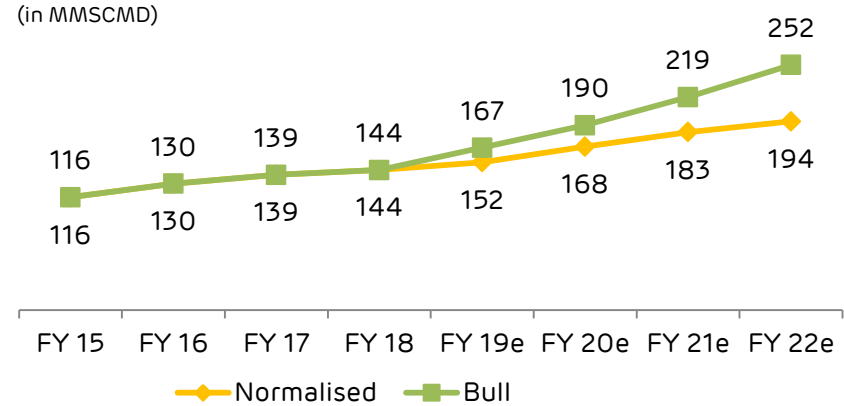


India's Natural Gas Demand on a multi-year growth cycle

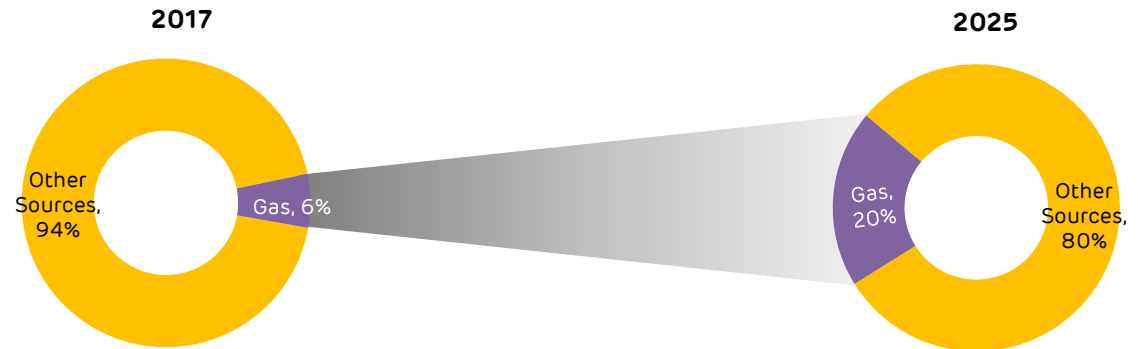
Lower Gas Consumption per Capita (Cbm/person)



Consistent increase in Indian Natural Gas Demand



Gas expected to be 20% of the India energy mix



India has lagged, but given the global glut, this might be a advantage with significant uncontracted demand. Gas and Renewables together serves the twin purpose of climate and growth

Natural Gas – A Low Cost, Clean & Efficient Source of Energy

Gas Value Proposition

Acceptability
Less polluting,
clean and green

Abundance
Increasing
Liquefaction

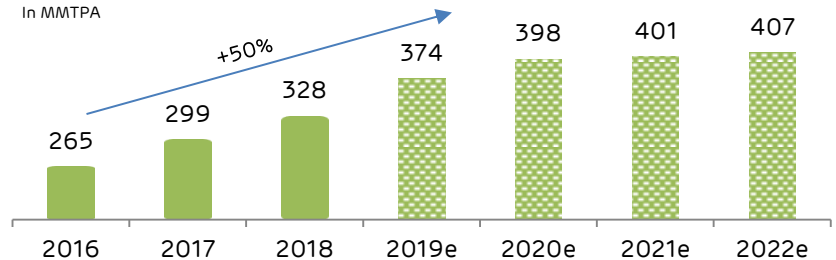
Availability
Expanding Imports /
infrastructure

Affordability
commoditized,
competitive

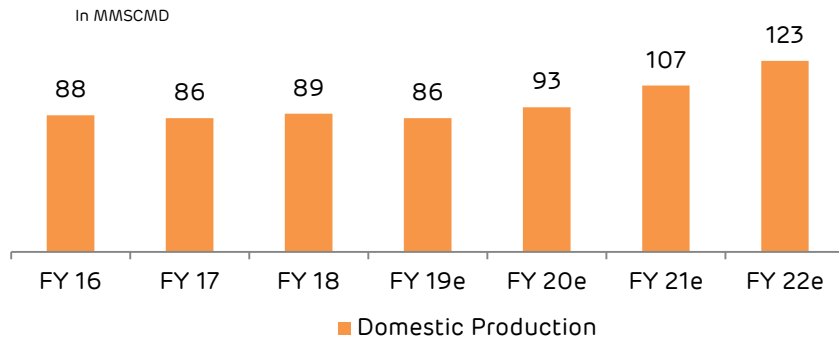
Poor air quality in cities supporting gas adoption (# of cities)



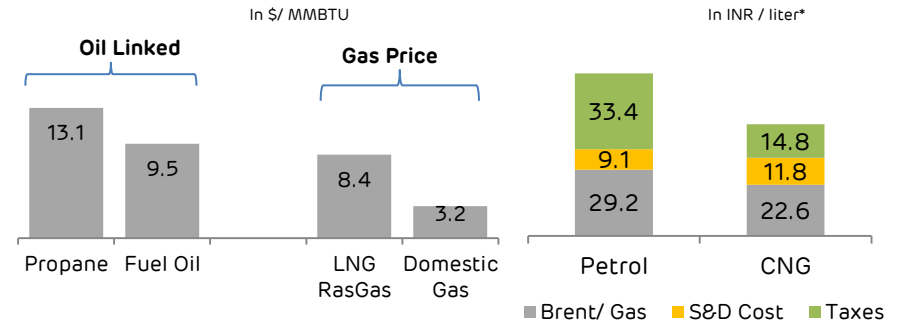
Global Gas export capacity increasing 50% between 2016-20



Supply constraints easing as domestic production is growing



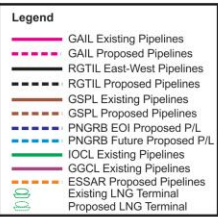
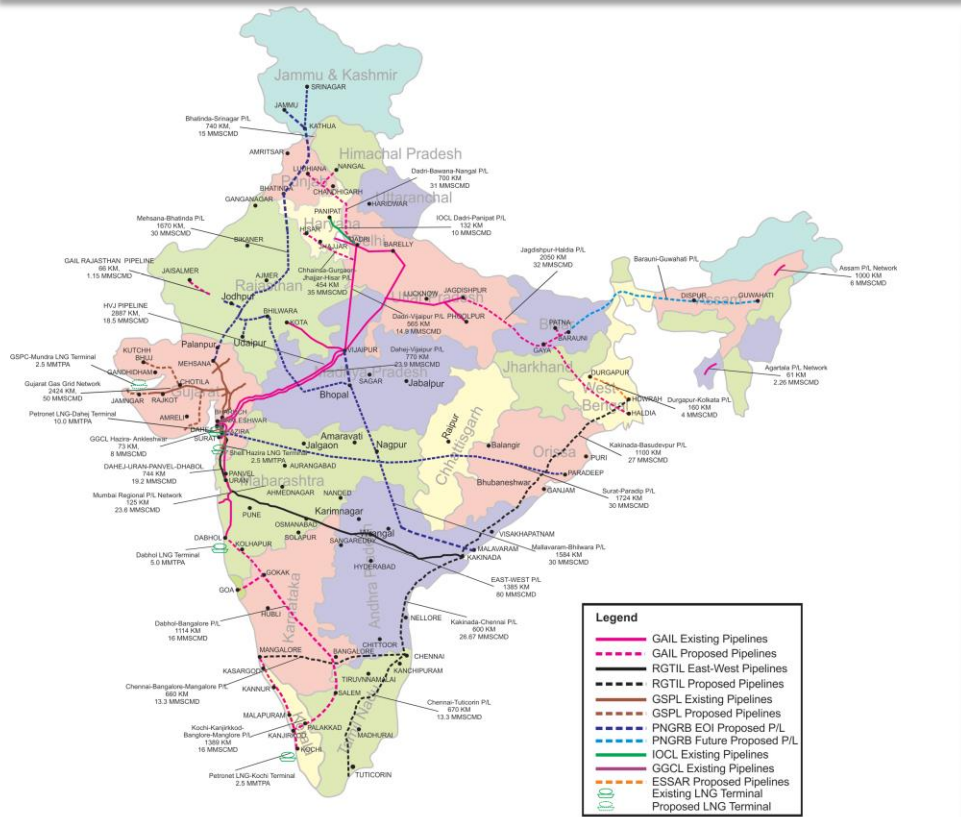
Natural Gas has cost advantages than oil linked fuels



From a fragmented regional market, natural gas now a global commodity
Supply is driven by new discoveries and demand by rapid infrastructure development

Infrastructure Boost To Propel Gas Demand and Consumption

Carrier first - Commodity latter. Infrastructure to unlock latent demand

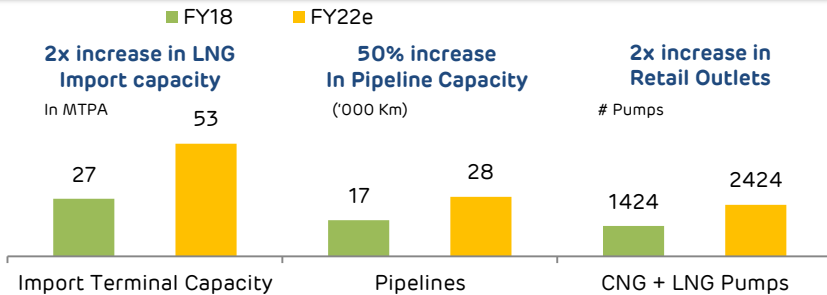


- Not to the Scale
 - Pipelines Route are Indicative in Nature
 - Authenticity of indicated P/L may be ascertained from PNGRB

Focus on Infrastructure Development

- LNG terminals: 10 under construction
- Pipeline network to be extended by 13,000 kms
- Incentives to explore and extract gas
- City Gas Distribution from 78 to 400 districts
- LNG approved as fuel for highways

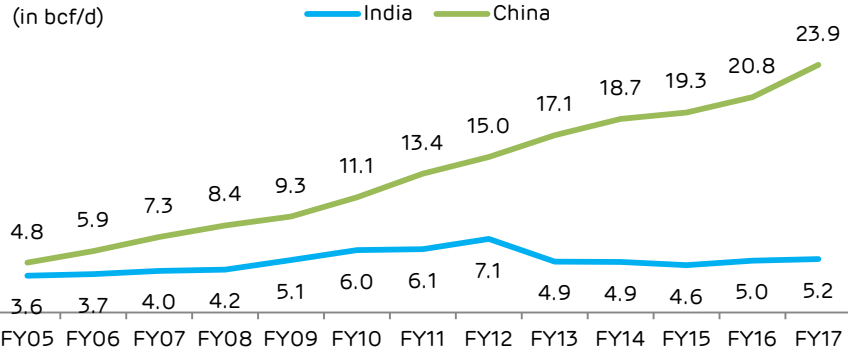
Infrastructure for natural gas ecosystem is accelerating



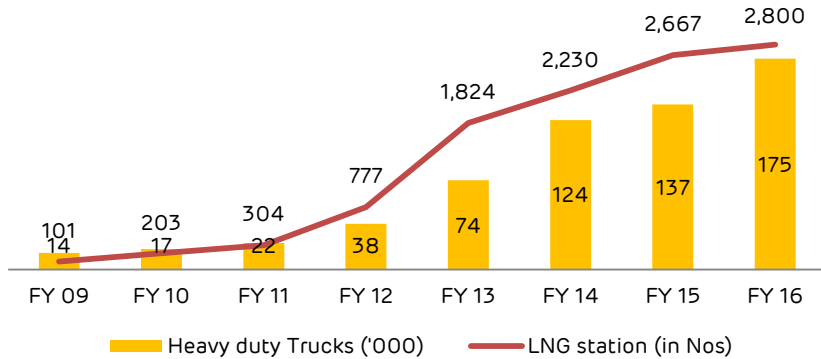
About \$23bn will be spent in the next 5 years to build energy infrastructure

Infrastructure Development Propels Gas Demand

China: 4x Increase in Gas Demand with Infrastructure Impetus

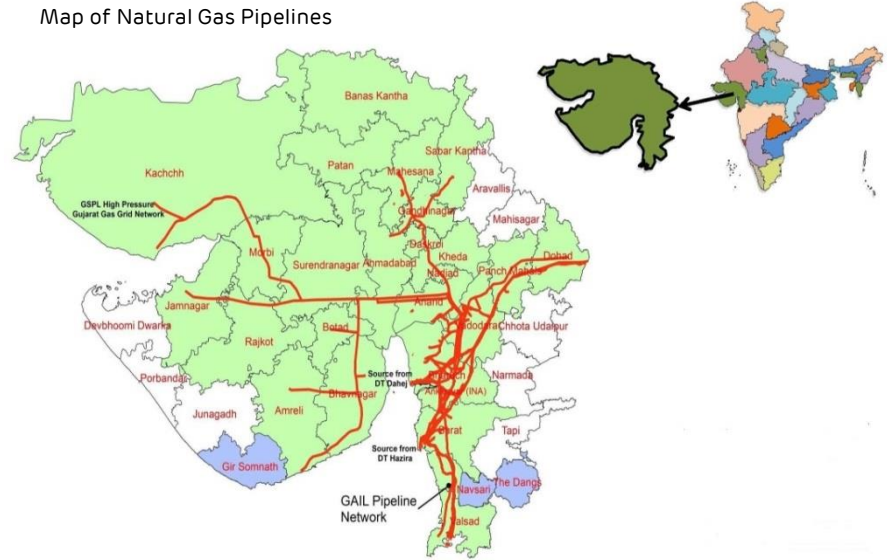


China: Exponential growth in fuel demand with Retail Investments

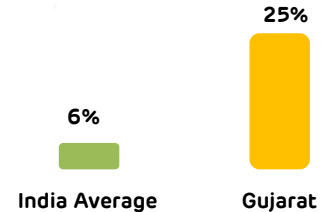


Gujarat: Gas Infrastructure Integration Driving Demand

Map of Natural Gas Pipelines



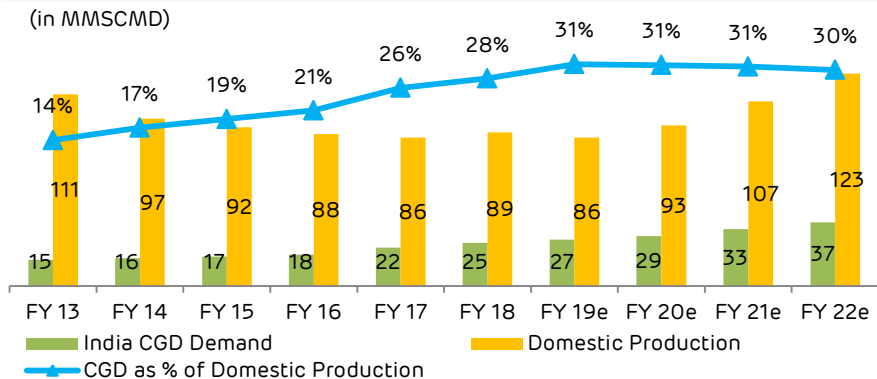
Gujarat's Natural Gas Penetration over 4x of India Average



Government thrust on creating infrastructure & regulatory initiatives to increase gas share to 20%+

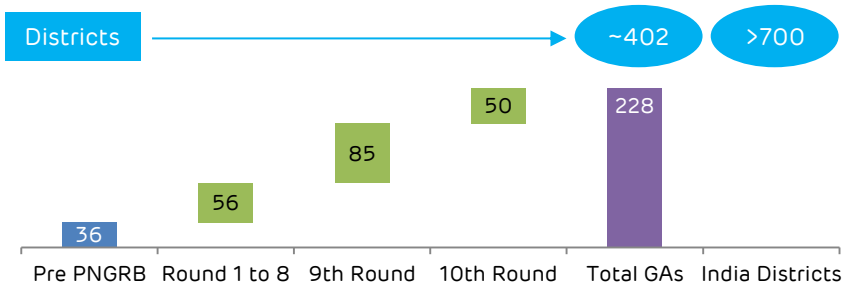
City Gas Distribution In India is ready for next growth cycle

Increasing Share of Gas distribution in Natural Gas Demand



Huge potential for CGD in India

~70% of India population covered (AGL covers 8%)



Growth Drivers

Demographic

- Coverage increasing to over 70% of Population
- Highway, Inter city, MHV, 2W to drive demand
- Urbanisation and High rise building
- Convenience

Environmental

- Stringent Emission norms
- Increasing domestic production of natural gas
- Constraints on LPG production and imports

Regulatory / Government Priority

- Favourable regulatory support for CGD
- Industrial automation supports gas

Trinity of availability of gas supply, Infrastructure build-out and competitive pricing vs alternate fuels to drive gas demand

Regulatory Framework



Sector Regulation - Light on Carrier and none on Content marketing

CGD have two distinct revenue stream: Carrier of 3rd Party Gas and direct Marketing of Gas to End users.

Carrier			Content	
Marketing Exclusivity	5 years to 8 years	+	Marketing Chain	Unregulated by PNGRB
Infra Exclusivity	25 years No parallel infrastructure allowed		Domestic Gas	Available for Domestic PNG and CNG (linked to MS and LPG respectively)
Tariff	Based on Competitive Bidding For Cases pre PNGRB, 14% ROI		Imported Gas	Based on Commercial LPG, Oil Based Fuels
Open Access	Post marketing exclusivity 25% of capacity, if available		Marketing Margin	Free Pricing based on market dynamics (prices aligned to alternate fuels)
Post Infra Exclusivity	Infrastructure remains with entity Likely to be operated perpetually		Gas Sourcing	Separate carrier, marketing role for GAIL Uniform cross country pipeline tariff Regional gas hub based pricing

Gas as a source of energy is more aligned with oil which is market driven compare to electricity which is regulated

Regulatory & Policy Boost for CGD Development

Stable Regulatory Environment

Petroleum and Natural Gas Regulatory Board
(established regulator with track record of 11 yrs)



Open & Transparent Bidding for award of geographical areas

- Network Tariff - 20%
- No. of Domestic Connection - 50%
- No. of CNG Outlets - 20%
- Inch KM of Pipeline - 10%



Awards 25 years long perpetuity like Authorization

- Awardee to build the network over 8 years
 - Network **exclusivity for 25 yrs**
 - Marketing **exclusivity for 8 yrs**
- **No regulation around marketing margin / product pricing**
- Work program / minimum service linked obligations

Strong Government Impetus to Gas Sector

- **CGD is No 1 priority** on gas supply
- **Preferential supply** of domestic gas for domestic PNG & CNG
- LNG approved as **fuel for highway** transportation
- CGD eligible for funding from infra cess
- Natural gas is likely **to be included in GST**
- Push for **LPG penetration** in rural area
- **Strong entry barriers** by regulation-exclusivity
- **Ban on Fuel Oil** in NCR and SC suggestion to ban pan India
- **Massive infrastructure** in oil & Gas

Well defined, largely unregulated and predictable regulatory framework



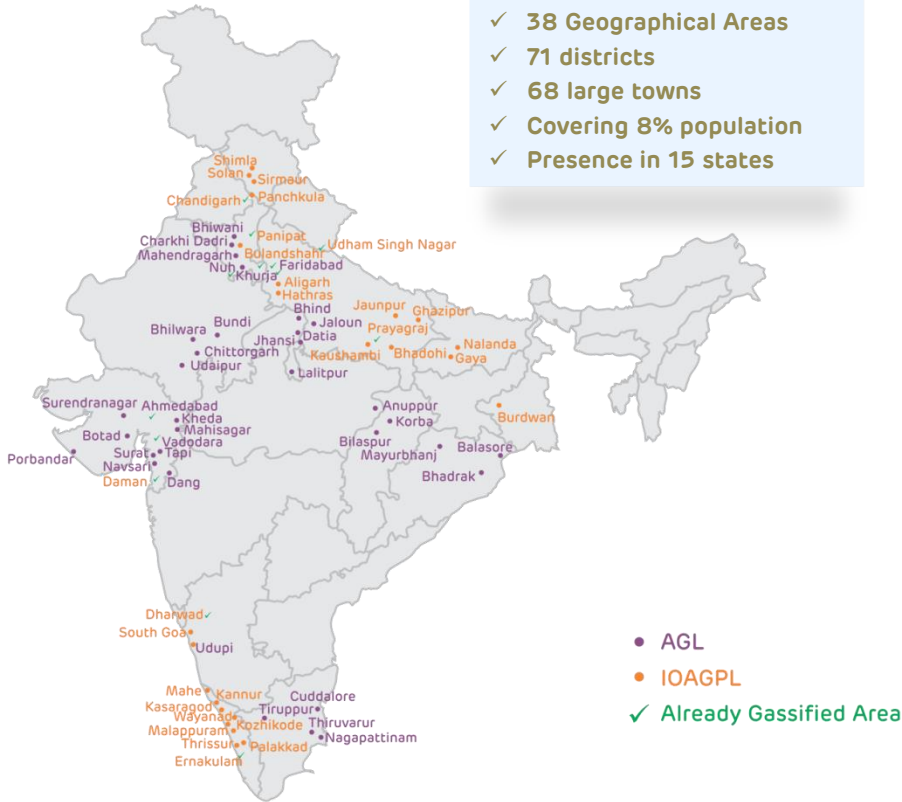
Adani Gas – Operations and Financial Performance



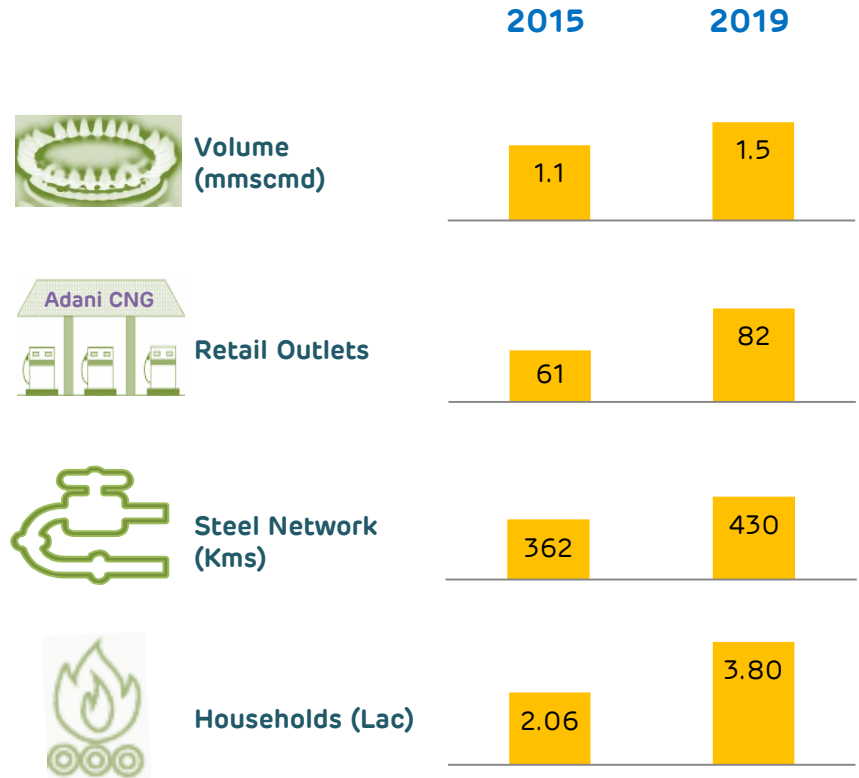
Adani Gas – India's Leading Play on Gas Distribution

Pan India Footprint

- ✓ 38 Geographical Areas
- ✓ 71 districts
- ✓ 68 large towns
- ✓ Covering 8% population
- ✓ Presence in 15 states



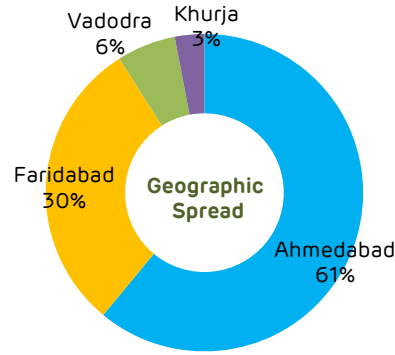
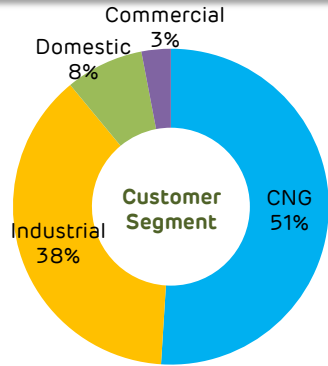
Sturdy Growth in Gas Distribution Infrastructure



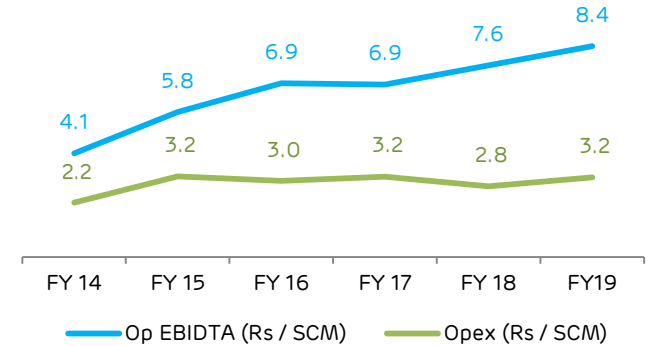
Largest private sector CGD player poised to leverage growth opportunity

Existing AGL Operations - Prudent Pricing & Cost Optimisation

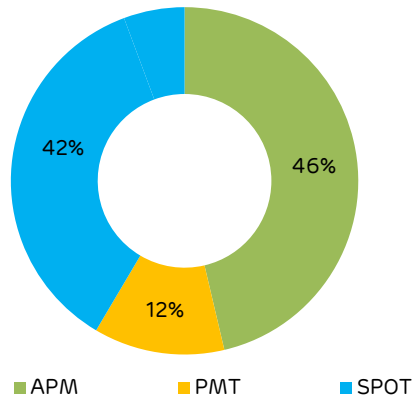
The most diversified customer base company with balanced geographic spread



Lowest operating cost in the industry



Access to Diverse Suppliers & Sourcing of Gas



Prudent Gas Sourcing & Pricing Mechanism

Sourcing of Gas

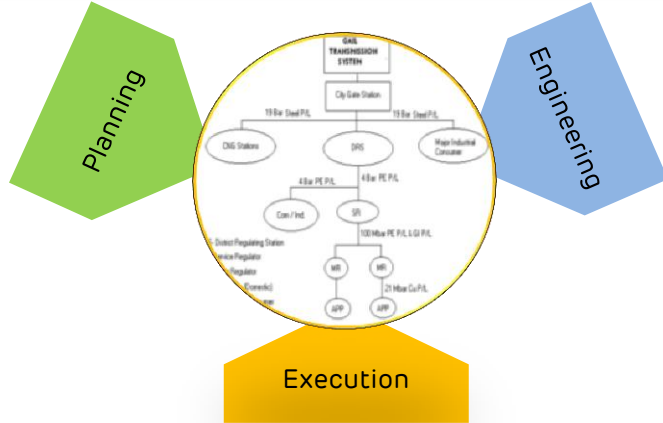
- **Government allocates gas** for CNG & domestic as priority sector
- Gas for other customer segments bought from **open market**
- Sourcing is fair mix of **short term and spot contracts**
- Main suppliers are **GAIL, GSPC, IOCL**

Pricing for Segments

- Sales price are **benchmarked to alternate fuels**
- Prices are more **stable** than liquid fuel
- **Term** prices are **benchmarked to Brent** crude

Best in Class Execution with Superior Operations & Service

Execution Excellence



World Class Technology for Operation Management

SAP SYCLO

(Comprehensive mobile solution for asset management)

SCADA

(State of art operations monitoring system)

AMR

(Automated Meter Reading system)

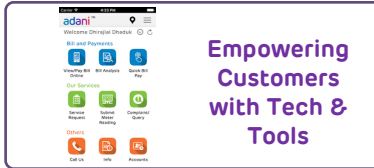
GIS

(Global Information System for pipeline with essential details)

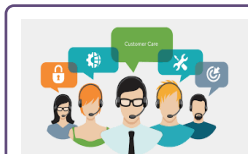
Focused on Superior Customer Service



Quality Management System



Empowering Customers with Tech & Tools



Superior Customer Service



Great Place to Work

Zero Incident Operations



Best Environment Management System



World Class Health and Safety Management Systems



100% safety record

T4S compliant

Pipeline network T4S compliant & certified

Joint Venture with IOC To Support Expansion

Strategic JV with IOCL: Public sector pedigree with private sector expertise



Domain
Expertise
Processes
Manpower



IndianOil-Adani Gas Pvt. Ltd.

Infrastructure
Logistics &
resources



IndianOil

	Infrastructure as at March 2019
Retail Outlets	22
Network (Kms)	6,100
Households	16,000

Total Investment ~Rs 976 Cr, Combined Equity of ~Rs 370 Cr

Strategic Advantages

Access to LNG

- 5 LNG Terminals
- Competitive **sourcing of gas**

Economies of Scale

- Minimize **funding cost** given parentage
- **Bulk sourcing** of imported LNG
- Access to **wider geographies**
- **Funding limited** to equity contribution

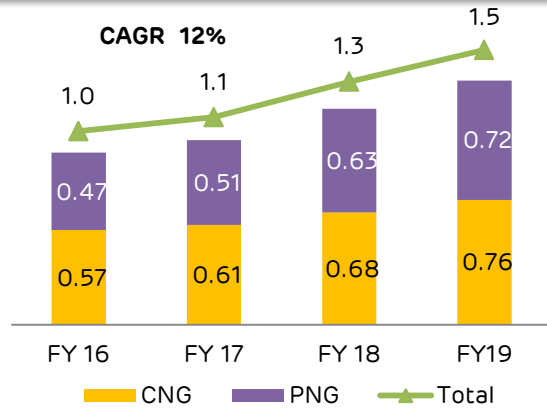
Retail and Operations Benefits

- Access to **25,000 retail outlets** of IOC
- **Plug and play** penetration for CGD
- **Centralized** operations, SCADA, call centers driving operating margins

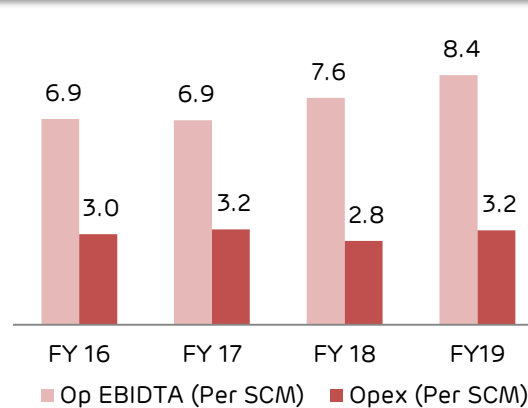
Strategic Partnership with IOCL to Accelerate Growth

Resilient Operations Resulting into Strong Financial Performance

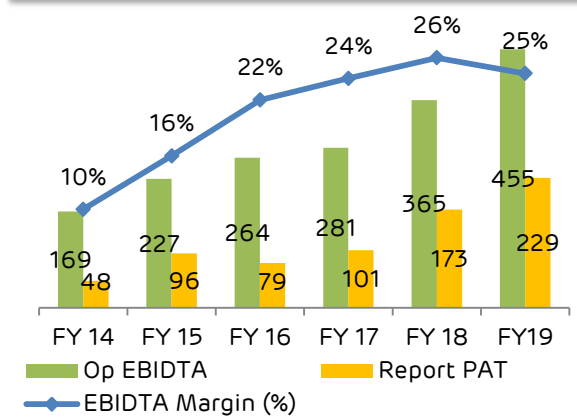
Sales Volume Mix (MMSCMD)



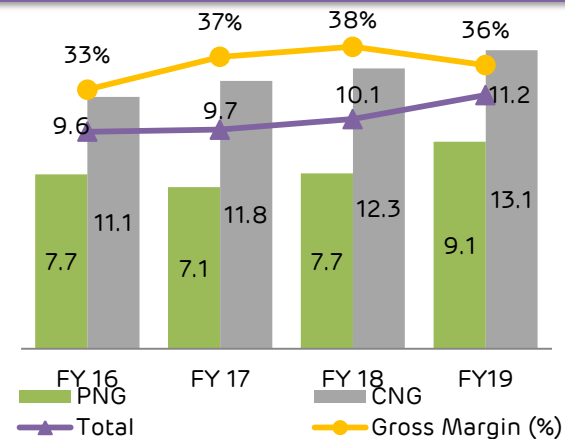
Op EBIDTA & Opex (Rs / SCM)



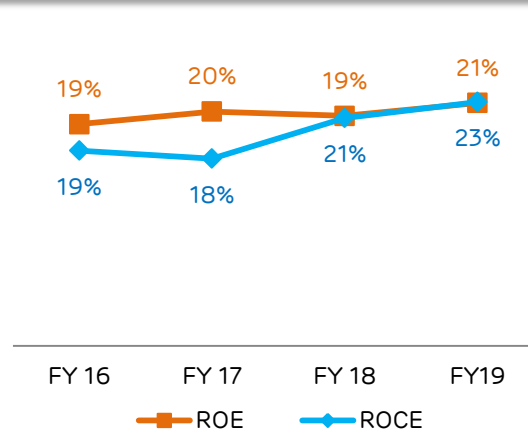
Op EBIDTA & PAT (Rs Crs)



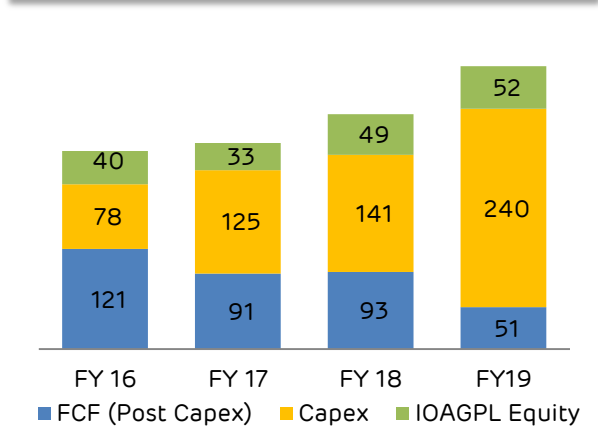
Gross Margin (Rs/SCM & %)



ROCE & ROE (%)

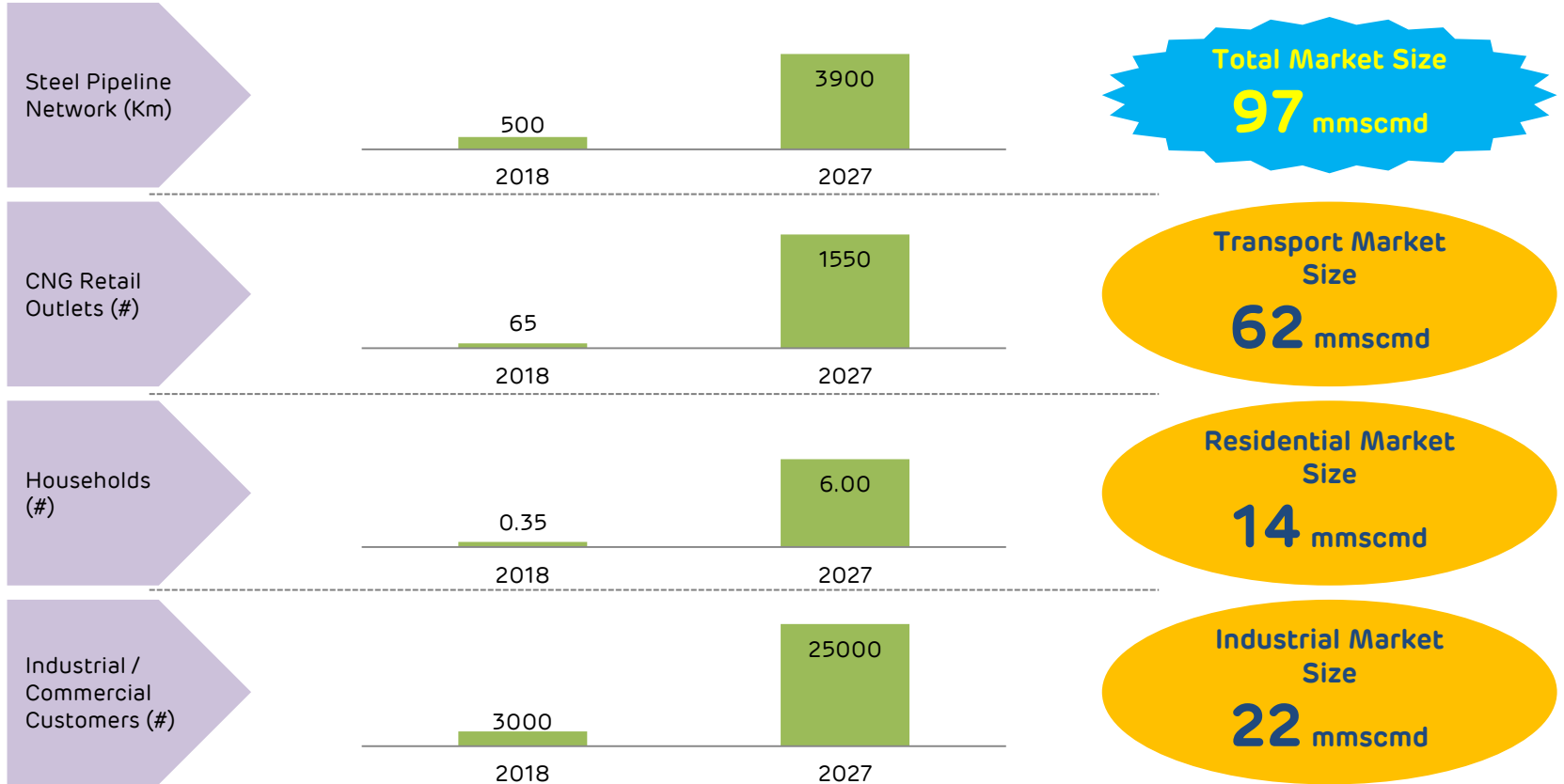


Free Cash Flow (Rs Crs)



Adani Gas: Large Addressable Market Size

Infrastructure creation in new 34 GAs would open up a large opportunity



Adani Gas is well positioned to benefit from the large scale opportunity

Experienced Board and Management Team

Esteemed Board Members



Mr Gautam Adani



Mr Pranav Adani



Mr Suresh Manglani

Strong Sponsorship

CEO &
Additional Director



Mr Maheswar Sahu



Mr Naresh Nayyar



Mrs Chandra Iyengar

Independent Directors

Growth Strategy



Growth Strategy

Proven track record of expanding footprint

- New areas are targeted towards **high consumption intensity** and **environmental sensitivity**
- Prospect of **CNG corridor** among the new areas
- New opportunity to build **LNG retail outlets** on **highways**
- **Execution excellence** – experienced team for Design, Engineering and project execution
- **Digital technology** driven servicing & SCADA based operations monitoring

Robust growth strategy to increase market share with focus on maximising returns

Existing Geographical Areas

- **Expand Existing CGD Network**
- **Pursue New Industrial and Commercial Load**
- **Optimize Supply Portfolio**

Investment for Growth

- **Return Focussed New Bids**
- **Organic growth**
 - Tap unconnected zones
 - Integrated expansion with Industrial / CNG as anchor load

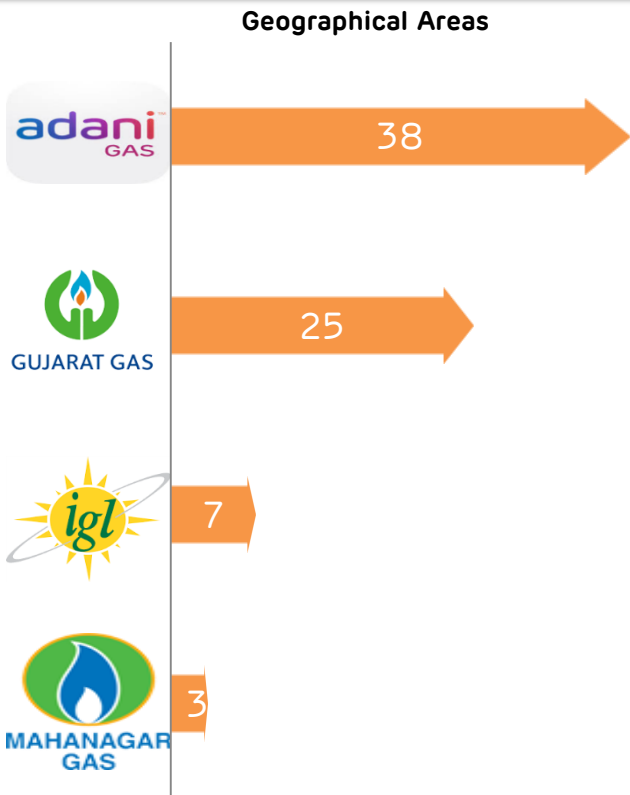
Efficiencies

- **Leverage Group strengths and Synergy**
- **Process and cost** efficiencies
- **Technology** and Monitoring

Adani Gas along with JV covers approximately 7.5% of India's population

Recently won bids to support Growth Aspirations

Market Share Based on Recent Bids



Plan for 50 Geographical Areas in Next 5 Years

Target : Significant market share by next decade

Business Snapshot

Coverage	38 GAs (~7.5% population)
Volume Potential	10-15 mmscmd

States: Gujarat, Bihar, Haryana, Karnataka, Kerala, Madhya Pradesh, Rajasthan, Tamil Nadu, Uttar Pradesh, Uttarakhand, West Bengal, Odisha

Adani Gas targets 10% population across geographies by 2023 with a proposed investment of over \$1bn in the next 5 years

Adani Gas: A Compelling Investment Opportunity

✓ Adani Gas is the **largest private sector player** – well positioned to take advantage of growth in NG sector

✓ Natural gas – **clean energy source**, expected to be **25% of the India energy mix** in the medium term

✓ **Per capita consumption** of gas expected to **rise exponentially**

✓ **Strong Government focus for shifting towards** gas based economy

✓ **Strong track record of project execution, cost effective operations** and customer service

✓ **Robust Strategy** to help in building pan India CGD network

Sustainability

adani™

Education

- Adani Vidhyamandir
- Underprivileged Children
- Training Volunteers for teaching
- Girl Child Education

Livelihood development

- Vocational training
- Cattle vaccination
- Animal Husbandry
- Skill upgradation

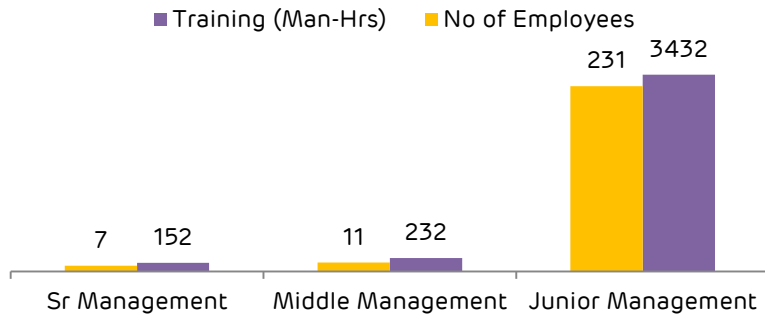
Health

- Mobile dispensary
- Immunization for kids
- Teaching sanitation in rural area
- HIV/AIDS awareness campaign

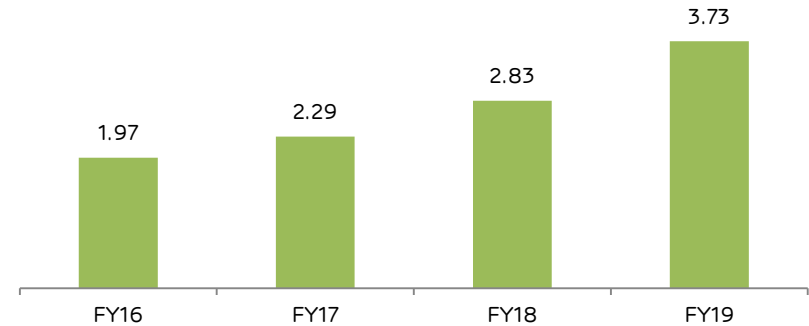
Rural Infra Development

- Pond deepening
- Check dam construction
- Village drainage system
- Roads, drinking water, power etc.

Learning & Development



CSR Spending (Rs Crs)





Thank You