

## NOTICE

NOTICE is hereby given that Seventeenth Annual General Meeting of the Members of Adani Power Limited will be held on Thursday, 8<sup>th</sup> day of August, 2013 at 10.15 a.m. at J. B. Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015 to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2013, Statement of Profit and Loss for the year ended on that date and the Reports of the Directors' and Auditors' thereon.
2. To appoint a director in place of Mr. Vijay Ranchan, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. B. B. Tandon, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (ICAI Reg. No. 117365W), as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as may be approved by the Audit Committee / Board of Directors of the Company.

### Special Business:

5. **To consider and if thought fit, to pass with or without modification(s) if any, the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** Mr. C. P. Jain who was appointed as an Additional Director by the Board of Directors under section 260 of the Companies Act, 1956 and Article 77 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting be and is hereby appointed as a Director retiring by rotation."

6. **To consider and if thought fit, to pass with or without modification(s) if any, the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 269 of the Companies Act, 1956 (the Act) read with Schedule XIII of the Act and any other applicable provisions, if any, of the Act or any amendment or modification or any re-enactment thereof and subject to such other consents and approvals as may be necessary, consent of the Company be and is hereby accorded for reappointment of Mr. Rajesh S. Adani as a Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> April, 2013 and on such terms and conditions as set out in the explanatory statement attached hereto and forming part of this notice with a liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in compliance with the provisions of the Act and as agreed by and between the Board of Directors and Mr. Rajesh S. Adani".

**"RESOLVED FURTHER THAT** Mr. Rajesh S. Adani shall not be paid any remuneration including sitting fees for attending the meeting of Board or Committees thereof so long as he functions as a Managing Director of the Company."

**"RESOLVED FURTHER THAT** Mr. Rajesh S. Adani shall not be liable to retire by rotation nor shall be reckoned for determining the number of directors liable to retire by rotation, till the time he holds the office as a Managing Director of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

By order of the Board

Date : 28<sup>th</sup> June, 2013  
Place : Ahmedabad

**Vneet S Jaain**  
Executive Director

## NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member. The instruments appointing proxy should however be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. Corporate Members intending to attend the meeting through their Authorised Representative are requested to send certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The register of members and share transfer books of the Company shall remain closed from Thursday, 1<sup>st</sup> August, 2013 to Thursday, 8<sup>th</sup> August, 2013 (both days inclusive) for the purpose of Annual General Meeting.
4. Members holding shares in physical mode are requested to notify immediately the change in their address and bank particulars to the Registrar and Share Transfer Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
5. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. prior to date of Annual General Meeting.
6. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
7. Information under clause 49 of the Listing Agreement(s) regarding appointment/ re-appointment of Directors and explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of special business are annexed hereto.
8. Members are requested to bring their copy of Annual Report at the meeting.
9. Members who hold the shares in dematerialized form are requested to bring their Client ID and DP ID for easier identification of attendance at the AGM.
10. No Gift/coupons will be distributed at the Annual General Meeting.

### **Important Communication to Members**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participants.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF THE SPECIAL BUSINESS:**

**Item No. 5**

Mr. C. P. Jain was appointed as an Additional Director of the Company with effect from 28<sup>th</sup> November, 2012. Pursuant to Section 260 of the Companies Act, 1956, read with Article 77 of the Articles of Association of the Company, Mr. C. P. Jain continues to hold office as an Additional Director until the conclusion of ensuing Annual General Meeting. As required under Section 257 of the Companies Act 1956, the Company has received a notice from a member signifying his intention to propose appointment of Mr. C. P. Jain as a Director of the Company with the requisite deposit of ₹ 500.

None of the Directors except Mr. C. P. Jain is interested in the said resolution.

The Board recommends this resolution for your approval.

**Item No. 6**

Mr. Rajesh S. Adani was appointed as a Managing Director of the Company w.e.f 1<sup>st</sup> April, 2008 for a period of five years. His term as a Managing Director of the Company expired on 31<sup>st</sup> March, 2013. Considering his significant contribution in the management and development of various power projects of the Company, the Board of Directors at its meeting held on 28<sup>th</sup> January, 2013 re-appointed him as Managing Director of the Company for a further period of five years w.e.f. 1<sup>st</sup> April, 2013 subject to approval of members.

Mr. Rajesh S. Adani shall be in charge of the overall operations and management of the Company. He shall not draw any remuneration (including sitting fees) from the Company. Brief profile of Mr. Rajesh S. Adani is annexed to this Notice of Annual General Meeting.

The above mentioned terms and conditions shall be deemed to be an abstract under section 302 of the Companies Act, 1956.

None of the Directors except Mr. Rajesh S. Adani and Mr. Gautam S. Adani being relative are deemed to be concerned or interested in the resolution.

The Board recommends this resolution for your approval.

By order of the Board

Date : 28<sup>th</sup> June, 2013  
Place : Ahmedabad

**Vneet S Jaain**  
Executive Director

### Brief Particulars of Directors being appointed/re-appointed are as under:

Name	Mr. Vijay Ranchan	Mr. B. B. Tandon
Date of Birth	1 <sup>st</sup> October, 1942	30 <sup>th</sup> June, 1941
Date of Appointment	12 <sup>th</sup> December, 2007	4 <sup>th</sup> January, 2007
Qualification	M.A, IAS (Retd)	M.A, LL.B., CAIIB, Retd. IAS
Directorships held in other Companies	<ul style="list-style-type: none"> <li>• Adani Power Maharashtra Ltd.</li> <li>• Eywa Energy Pvt. Ltd.</li> <li>• Pramerica Asset Managers Pvt. Ltd.</li> <li>• Shah Pulp and Paper Mills Ltd.</li> <li>• Usher Agro Ltd.</li> <li>• Usher Eco Power Ltd.</li> <li>• Vishwa Infrastructures and Services Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• ACB (India) Ltd.</li> <li>• Bhushan Steel Ltd.</li> <li>• Birla Corporation Ltd.</li> <li>• Dhampur Sugar Mills Ltd.</li> <li>• Exicom Tele Systems Ltd.</li> <li>• Filatex India Ltd.</li> <li>• Jaiprakash Power Ventures Ltd.</li> <li>• Jaypee Infratech Ltd.</li> <li>• M N M Assets Reconstruction Company Ltd.</li> <li>• Oriental Carbon &amp; Chemicals Ltd.</li> <li>• Schrader Duncan Ltd</li> <li>• Vikas Global One Ltd.</li> <li>• VLS Finance Ltd.</li> <li>• Ambience Pvt. Ltd</li> </ul>
Memberships/ Chairmanships of Committees in other Companies	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>• Shah Pulp and Paper Mills Ltd.</li> <li>• Usher Agro Ltd.</li> </ul>	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>• Jaiprakash Power Ventures Ltd.</li> <li>• Schrader Duncan Ltd.</li> <li>• Bhushan Steel Ltd.</li> <li>• Birla Corporation Ltd.</li> <li>• Filatex India Ltd.</li> <li>• Oriental Carbon &amp; Chemicals Ltd.</li> <li>• VLS Finance Ltd.</li> </ul> <p><b>Shareholders' Grievance Committee</b></p> <ul style="list-style-type: none"> <li>• VLS Finance Ltd.</li> <li>• Ambience Pvt. Ltd.</li> </ul>
Brief Profile covering experience, achievements etc.	<p>Mr. Vijay Ranchan is an retired Indian Administrative Service (IAS) official, he holds an MA degree in English Literature from Punjab University. During his tenure, Mr. Ranchan has held various senior positions in the Government departments of Revenue, Industry, Labour and Health. He had been the Additional Chief Secretary to the Government of Gujarat, handling policy framing and administration. He has also worked for Gujarat Agro Industries Corporation (GAIC), Gujarat Industrial Investment Corporation (GIIC), Gujarat State Petroleum Corporation (GSPC), Gujarat Mineral Development Corporation (GMDC) and Gujarat Industrial Development Corporation (GIDC).</p>	<p>Mr. B. B. Tandon holds master degree in arts and LL.B from Delhi university and is a Certified Associate of the Indian Institute of Bankers. He has served the Government of India, the State Government of Himachal Pradesh and State Electricity Board of Himachal Pradesh. As Principal Secretary (Power) and Chairman of Himachal Pradesh State Electricity Board, he initiated the policy of private sector participation in the execution of hydel projects in Himachal Pradesh and various projects in the state. He has also served as Chief Election Commissioner of India.</p>
Shares held in the Company	5000	5000

Name	Mr. C. P. Jain	Mr. Rajesh S. Adani
Date of Birth	3 <sup>rd</sup> March, 1946	7 <sup>th</sup> December, 1964
Date of Appointment	28 <sup>th</sup> November, 2012	12 <sup>th</sup> June, 2007
Qualification	B.Com, LL.B., FCA, A.D.I.M	B.Com.
Directorships held in other Companies	<ul style="list-style-type: none"> <li>• AVU Enterprises Pvt. Ltd.</li> <li>• IL &amp; FS Energy Development Company Ltd.</li> <li>• IL &amp; FS Infrastructure Development Corporation Ltd.</li> <li>• PCI Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Adani Enterprises Ltd.</li> <li>• Adani Gas Ltd.</li> <li>• Adani Ports And Special Economic Zone Ltd.</li> <li>• Adani Welspun Exploration Ltd.</li> <li>• Adani Wilmar Ltd.</li> <li>• Adani Mining Pvt. Ltd.</li> </ul>
Memberships/ Chairmanships of Committees in other Companies	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>• IL &amp; FS Energy Development Company Ltd.</li> <li>• IL &amp; FS Infrastructure Development Corporation Ltd.</li> <li>• PCI Ltd.</li> </ul> <p><b>Shareholders' Grievance Committee</b></p> <ul style="list-style-type: none"> <li>• PCI Ltd.</li> </ul>	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>• Adani Gas Ltd.</li> <li>• Adani Ports And Special Economic Zone Ltd.</li> <li>• Adani Welspun Exploration Ltd.</li> <li>• Adani Wilmar Ltd.</li> </ul> <p><b>Shareholders' Grievance Committee</b></p> <ul style="list-style-type: none"> <li>• Adani Ports And Special Economic Zone Ltd.</li> </ul>
Brief Profile covering experience, achievements etc.	<p>Mr. C. P. Jain was Chairman &amp; Managing Director of NTPC Ltd, between September 2000 and March 2006, and has had an illustrious career spanning nearly 40 years. He is a Fellow Chartered Accountant and done Advanced Diploma in Management. He spearheaded a major capacity addition programme to make NTPC a 46,000 MW company by 2012. He led the market entry of NTPC through its IPO in 2004. Mr. Jain had been the Chairman of the Standing Conference of Public Enterprises (SCOPE), the apex organization of Central Public Sector Enterprises (CPSEs) in India for the period 2003-05. He was Member of the Ad hoc Group of Experts on Empowerment of CPSEs constituted by the Government of India. He headed the CII's (Confederation of Indian Industries) National Committee on Energy. Mr. Jain has been the Chairman of the Global Studies Committee of World Energy Council London and also the Member of its Officers Council for a 6 year term up to September 2010. After his retirement from NTPC in March 2006 Mr. Jain has been member of Standing Technical Advisory Committee of Reserve Bank of India (R.B.I.) and Member of Audit Advisory Board of the Comptroller and Auditor General of India for a term of two year each.</p>	<p>Mr. Rajesh S. Adani is associated with Adani Group since its inception. Mr. Rajesh S. Adani is in charge of the operations of the Group and has been responsible for developing its business relationships. His proactive, personalized approach to the business and competitive spirit has helped towards the growth of the Group and its various businesses.</p>
Shares held in the Company	Nil	Nil

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# adani™

## ADANI POWER LIMITED

Registered Office : "Shikhar", Near Adani House, Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009.

### Proxy Form

Folio No. ....  
\* DP ID .....  
\* Client ID .....

I/We..... of  
..... being a member / members of the above named Company hereby  
**appoint** ..... **of** ..... **or**  
**failing him** ..... **of** ..... **as my/our proxy**  
to vote for me/us on my/our behalf at the SEVENTEENTH ANNUAL GENERAL MEETING of the Company to be held at J. B. Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015 on Thursday, the 8<sup>th</sup> August, 2013, at 10.15 a.m. and at any adjournment thereof.

Signed this ..... day of ..... 2013.

Signature .....

Affix.  
₹ 1/-  
Revenue  
Stamp

\* Applicable in case of shares held in Demat.

**Note : Proxy Form must reach the Company's Registered Office not less than 48 hours before commencement of the Meeting.**

----- (TEAR HERE) -----

# adani™

## ADANI POWER LIMITED

Registered Office : "Shikhar", Near Adani House, Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009.

### Attendance Slip

(Duly filled in slip to be handed over at the Entrance of the Meeting Place)

Name of the attending member/s (in Block Letters)	Folio No.	*DP ID	*Client ID
Name of the Proxy (in Block Letters) (To be filled in by the Proxy who attends instead of the Member)			

No. of Shares held .....

I hereby record my presence at the SEVENTEENTH ANNUAL GENERAL MEETING of the Company held at J. B. Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015 on Thursday, the 8<sup>th</sup> August, 2013, at 10.15 a.m.

\* Applicable in case of shares held in Demat.

.....  
Member's/Proxy's/Signature  
(To be signed at the time of handing over this slip)

**Note : Shareholders / Proxy holders are requested to bring the Attendance Slips with them, duly filled in when they come to the meeting and hand them over at the gate, affixing signature on it.**

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