



22nd January, 2016

BSE Limited
P J Towers,
Dalal Street,
Mumbai – 400001

National Stock Exchange of India Limited
Exchange plaza,
Bandra-Kurla Complex,
Bandra (E)
Mumbai – 400051.

Scrip Code: 533096

Scrip Code: ADANIPOWER

Dear Sir,

Sub: Declaration of result of Postal Ballot under regulation 44(3) of SEBI (LODR) Regulations, 2015.

With reference to above, we are pleased to inform that members of the Company have passed Special / Ordinary Resolutions as set out in the Notice of the Postal Ballot dated 3rd November, 2015.

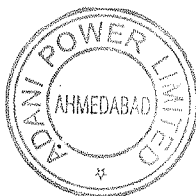
Please find enclosed herewith result of voting on Postal Ballot under regulation 44(3) of SEBI (LODR) Regulations, 2015 along with the Scrutinizer's Report.

Kindly take the same on your record.

Thanking you.

Yours faithfully,
For **Adani Power Limited**


Deepak Pandya
Company Secretary



Tel: +91 79 25555 696 (D)
Mobile: +91 9099900440
deepak.pandya@adani.com

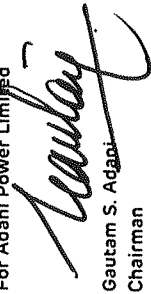
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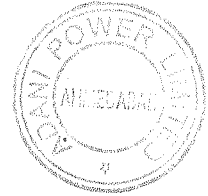
Details of the voting results as per Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

ADANI POWER LIMITED	
Date of the AGM/EGM (The resolutions were passed through postal ballot voting including E-voting)	22.01.2016 (Date of declaration of Postal Ballot Voting including E-Voting Results)
Total number of shareholders on record date (Cut-off date) on 18.12.2015	377008
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution required: (Ordinary/ Special)	SPECIAL - Special Resolution under Section 62(1)(c) of the Companies Act, 2013 for Issue of Equity Shares to Promoter and Promoter Group of the Company on preferential basis.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1706565062	1704887565	99.9017	1704887565	0	100.0000	0.0000
	Poll				Not Applicable			
	Postal Ballot (if applicable)	1706565062	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	635632527	515472585	81.0960	515468704	3881	99.9992	0.0007
	Poll				Not Applicable			
	Postal Ballot (if applicable)	635632527	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	593641352	2084264	0.3511	2053289	30975	98.5138	1.4861
	Poll				Not Applicable			
	Postal Ballot (if applicable)	593641352	223277	0.0376	201546	21731	90.2672	9.7327
Total		2935838941	2222667691	75.7081	22226611104	56587	99.9975	0.0025

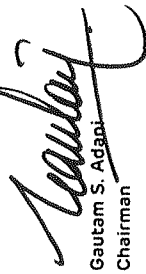
For Adani Power Limited

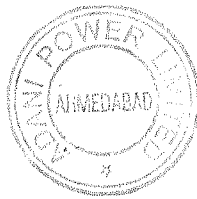

Gautam S. Adani
Chairman



ORDINARY - Ordinary Resolution for Re-designating Executive Director as Whole-time Director										
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	1706565062	1704887565	99.9017	1704887565	0	100.0000	0.0000		
	Poll				Not Applicable					
	Postal Ballot (if applicable)	1706565062	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting	635632527	515472585	81.0960	515472585	0	100.0000	0.0000		
	Poll				Not Applicable					
Public- Non Institutions	Postal Ballot (if applicable)	635632527	0	0.0000	00	0	0.0000	0.0000		
	E-Voting	593641352	2084264	0.3511	2060728	23536	98.8707	1.1292		
	Poll				Not Applicable					
	Postal Ballot (if applicable)	593641352	223154	0.0376	202077	21077	90.5549	9.4450		
Total		2935838941	2222667568	75.7081	2222622955	44613	99.9980	0.0020		

For Adani Power Limited

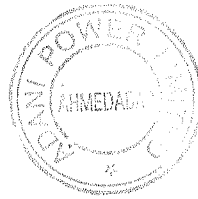

Gautam S. Adani
Chairman



Resolution required: (Ordinary/ Special)	SPECIAL - Special Resolution under Section 62(3) of the Companies Act, 2013 for conversion of loan into equity									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	1706565062	1704887565	99.9017	1704887565	0	100.0000	0.0000		
	Poll				Not Applicable					
	Postal Ballot (if applicable)	1706565062	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting	635632527	515472585	81.0960	443889233	71583352	86.1130	13.8869		
	Poll				Not Applicable					
	Postal Ballot (if applicable)	635632527	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting	593641352	2084264	0.3511	2053564	30700	98.5270	1.4729		
	Poll				Not Applicable					
	Postal Ballot (if applicable)	593641352	223154	0.0376	202134	21020	90.5804	9.4195		
	Total	2935838941	2222667568	75.7081	2151032496	71635072	96.7771	3.2229		

For Adani Power Limited


Gautam S. Adani
Chairman





CHIRAG SHAH & ASSOCIATES

Company Secretaries

808, Shiromani Complex, Opp. Ocean Park,
S.M. Road, Satellite, Ahmedabad - 380 015.

Ph.: 079- 40020304 / 40020305

E-mail : chi118_min@yahoo.com

Date 22nd January, 2016

To,
The Chairman
Adani Power Limited
"Shikhar", Nr, Adani House, Mithakhali Six Roads,
Navrangpura, Ahmedabad – 380 009

Dear Sir,

Re: Report of Scrutinizer on passing of resolution through Postal Ballot and E-voting

1. The Board of Directors of the Company has, vide its meeting held on 3rd November, 2015, appointed me as Scrutinizer for conducting the postal ballot voting process for passing Special/ Ordinary Resolutions as set out in the Notice of the Postal Ballot dated 3rd November, 2015..
2. I submit my report as under :

The Company had completed dispatch of Notice of Postal Ballot dated 3rd November, 2015 along with the Postal Ballot Form and a self-addressed postage prepaid Business Reply Envelope on 22nd December, 2015 to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 18th December, 2015 and also published Newspaper Advertisement in English and Gujarati (Regional Language) in Indian Express and Financial Express (Gujarati) respectively regarding dispatch of Notice of Postal Ballot along with Postal Ballot Form and containing all the matters required under the Companies Act, 2013 and relevant rules on 24th December, 2015.

Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.

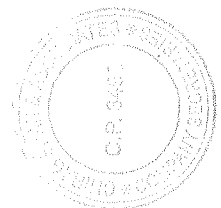
All postal ballot forms received upto 6.00 p.m. on 21st January, 2016, being the last date fixed by the Company for receipt of the forms, were considered for my scrutiny.

The postal ballot forms were kept under my safe custody before commencing the scrutiny of the said postal ballot forms.

The postal ballot forms were duly opened, scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/list of beneficiaries.

No Envelopes containing postal Ballot forms were received after 6.00 p.m. on 21st January, 2016.

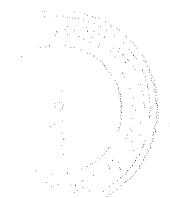
I did not find any defaced or mutilated ballot paper.



3. The company has also offered E-voting through CDSL and the report contains the details through E-voting also.
4. A summary of the postal ballot forms received / e-voting is given below :

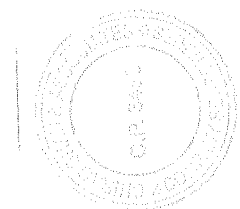
Resolution No. 1 : Special resolution under section 62(1)(c) of the companies Act, 2013 for issue of equity shares to Promoter and Promoter Group of the company on preferential basis

<i>Particulars</i>	<i>No. of Postal Ballot forms</i>	<i>No. of Shares</i>	<i>% of total paid up equity capital</i>	<i>% of total votes polled</i>
a) Total Postal Ballot forms received	71	223342	0.0076%	0.0100%
b) Less; Invalid Postal Ballot forms	01	65	0.0000%	0.0000%
c) Net Valid postal ballots with voting exercised	70	223277	0.0076%	0.0100%
d) voting exercised through E-Voting	363	2222444414	75.7005%	99.9900%
e) Total valid votes exercised (c+d)	433	2222667691	75.7081%	100.0000%
f) Physical Postal ballot forms with assent (favour) for the Resolution	62	201546	0.0075%	0.0100%
g) Physical Postal Ballot with dissent (against) for the resolution	8	21731	0.0007%	0.0010%
h) E-Voting ballot with assent (favour) for the Resolution	310	2222409558	75.6993%	99.9884%
i) E-Voting ballot with dissent (against) for the Resolution	53	34856	0.0012%	0.0016%
Total Postal Ballot with ASSENT in Physical and Electronic Mode	372	2222611104	75.7068%	99.9984%
Total Postal Ballot With DISSENT in Physical and Electronic Mode	61	56587	0.0019%	0.0025%
Since total votes polled in favour of resolution is 100.00% and total votes polled against the resolution is 0.00%, resolution has been passed as a Special Resolution.				



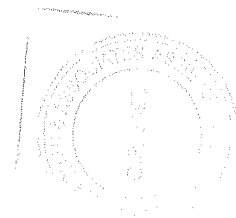
Resolution No. 2 : Ordinary resolution for Re-designating Executive Director as Whole-time Director

Particulars	No. of Postal Ballot forms	No. of Shares	% of total paid up equity capital	% of total votes polled
a) Total Postal Ballot forms received	71	223342	0.0076%	0.0100%
b) Less; Invalid Postal Ballot forms	02	188	0.0000%	0.0000%
c) Net Valid postal ballots with voting exercised	69	223154	0.0076%	0.0100%
d) voting exercised through E-Voting	363	2222444414	75.7005%	99.9900%
e) Total valid votes exercised (c+d)	432	2222667568	75.7081%	100.0000%
f) Physical Postal ballot forms with assent (favour) for the Resolution	63	202077	0.0069%	0.0091%
g) Physical Postal Ballot with dissent (against) for the resolution	6	21077	0.0007%	0.0009%
h) E-Voting ballot with assent (favour) for the Resolution	338	2222420878	75.6997%	99.9889%
i) E-Voting ballot with dissent (against) for the Resolution	25	23536	0.0008%	0.0011%
Total Postal Ballot with ASSENT in Physical and Electronic Mode	401	2222622955	75.7066%	99.9980%
Total Postal Ballot With DISSENT in Physical and Electronic Mode	31	44613	0.0015%	0.0020%
Since total votes polled in favour of resolution is 100.00% and total votes polled against the resolution is 0.00%, resolution has been passed as an Ordinary Resolution.				



Resolution No. 3 : Special resolution under section 62(3) of the Companies Act, 2013 for conversion of loan into equity

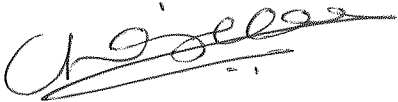
Particulars	No. of Postal Ballot forms	No. of Shares	% of total paid up equity capital	% of total votes polled
a) Total Postal Ballot forms received	71	223342	0.0076%	0.0100%
b) Less; Invalid Postal Ballot forms	02	188	0.0000%	0.0000%
c) Net Valid postal ballots with voting exercised	69	223154	0.0076%	0.0100%
d) voting exercised through E-Voting	363	2222444414	75.7005%	99.9900%
e) Total valid votes exercised (c+d)	432	2222667568	75.7081%	100.0000%
f) Physical Postal ballot forms with assent (favour) for the Resolution	62	202134	0.0069%	0.0091%
g) Physical Postal Ballot with dissent (against) for the resolution	7	21020	0.0007%	0.0009%
h) E-Voting ballot with assent (favour) for the Resolution	244	2150830362	73.2612%	99.7680%
i) E-Voting ballot with dissent (against) for the Resolution	119	71614052	2.4393%	3.2220%
Total Postal Ballot with ASSENT in Physical and Electronic Mode	306	2151032496	73.2681%	96.7771%
Total Postal Ballot With DISSENT in Physical and Electronic Mode	126	71635072	2.4400%	3.2229%
Since total votes polled in favour of resolution is 96.78% and total votes polled against the resolution is 3.22%, resolution has been passed as a Special Resolution.				



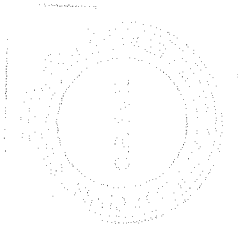
5. The postal ballot forms and other related papers/registers and records were handed over to Mr. Deepak Pandya, Company Secretary for safe custody.
6. You may accordingly declare the result of the voting by Postal Ballot and e-voting.

Thanking you,

Yours faithfully
For **CHIRAG SHAH & ASSOCIATES**
COMPANY SECRETARIES




CHIRAG SHAH
(PROPREITOR)
FCS No. 5545, CP No. 3498



Place: Ahmedabad
Date: 22nd January, 2016

Countersigned


Gautam S. Adani
Chairman
Adani Power Limited