



Date: November 29, 2022

BSE Limited,
Floor 25, PJ Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 533096

National Stock Exchange of India Limited,

Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051.

Scrip Code: ADANIPOWER

Dear Sir/Madam,

Subject: Intimation of notice of postal ballot in accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject matter, please see enclosed a copy of the postal ballot notice along with the explanatory statement (the “**Notice**”) being dispatched to the members of Adani Power Limited (the “**Company**”) today i.e. November 29, 2022, for seeking their approval for appointment of two independent directors on the Board of the Company by passing necessary special resolutions in accordance with regulation 25(2A) and other applicable regulations / provisions of the Securities and exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable law, through remote e-voting for the following resolution(s):

Item No.	Description of the Resolutions
1	Special Business: Approval for appointment of Mr. Sushil Kumar Roongta (DIN: 00309302) as an Independent Director of the Company for a period of 3 (three) years with effect from 11 th November 2022. (Special Resolution)
2	Special Business: Approval for appointment of Mrs. Chandra Iyengar (DIN: 02821294) as an Independent Director of the Company for a period of 3 (three) years with effect from 11 th November 2022. (Special Resolution)

In accordance with various General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020

Adani Power Ltd
Adani Corporate House
Shantigram, S G Highway
Ahmedabad 382 421
Gujarat India
CIN: L40100GJ1996PLC030533

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dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "**MCA Circulars**"), the Company has dispatched today, the Notice, electronically to all the members whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company's Registrar and Transfer Agent i.e., KFin Technologies Private Limited ("**KFin**"), and whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited on Friday, November 25, 2022, being the cut-off date, which will be considered for the purposes of remote e-voting. A person who is not a member of the Company as on the cut-off date should treat the Notice for information purposes only.

In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, M/s. KFin Technologies Private Limited, by clicking the link: <https://karisma.kfintech.com/emailreg>

Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to einward.ris@kfintech.com.

For permanent registration of email address, members are requested to register their email addresses, in respect of electronic holdings with their concerned depository participants and in respect of physical holdings with KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, India by following the due procedure.

The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to all its members. The remote e-voting will commence from **9.00 a.m. (IST) on Thursday, 1st December 2022** and ends at **5.00 p.m. (IST) on Friday, 30th December 2022**. The remote e-voting module shall be disabled by CDSL for voting after 5:00 p.m. (IST) on Friday, 30th December 2022. The results will be announced within the statutory timelines. The assent

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or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Notice has also been placed on the website of the Company: www.adanipower.com and CDSL's e-voting website: www.evotingindia.com

We request you to kindly take the above on record.

Thanking you,
For **Adani Power Limited**

Deepak S Pandya
Company Secretary

Encl.: As above

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Registered Office: Shikhar, Nr Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009, Gujarat, India.

ADANI POWER LIMITED

Registered office: "Adani Corporate House", Shantigram, Near Vaishno Devi Circle,
S.G. Highway, Khodiyar, Ahmedabad – 380 009, Gujarat (India).
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CIN: L40100GJ1996PLC030533 Website: www.adanipower.com
Email: investor.apl@adani.com



NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed as Special Resolutions by the Members of Adani Power Limited (the "Company") by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder; setting out the material facts concerning the resolutions mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting ("e-voting") i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

The Board of Directors of the Company has appointed Mr. Chirag Shah, (Membership No. FCS: 5545; CP No.: 3498) or failing him Mr. Raimeen Maradiya (Membership No. FCS 11283, CP No.: 17554), Partner of M/s. Chirag Shah and Associates, Practising Company Secretaries as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on Friday, 30th December 2022, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to

as "CDSL" or "Service Provider") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. K Fin Technologies Private Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <https://www.adanipower.com>, on the website of CDSL at www.evotingindia.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Friday, 30th December 2022.

SPECIAL BUSINESS:

ITEM NO. 1

To approve appointment of Mr. Sushil Kumar Roongta (DIN: 00309302) as an Independent Director of the Company for a period of three years with effect from 11th November 2022.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mr. Sushil Kumar Roongta (DIN: 00309302)** who was appointed as an Additional and Independent Director of the Company under Section 161 of the Act and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act

ADANI POWER LIMITED

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Email: investor.apl@adani.com



and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 years with effect from 11th November, 2022, whose term of office shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors and/ or a duly constituted Committee thereof and/or the Key Managerial Personnel of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchanges and / or other authorities as may be required to give effect to this resolution."

ITEM NO. 2

To approve appointment of Mrs. Chandra Iyengar (DIN: 02821294) as an Independent Director of the Company for a period of three years with effect from 11th November 2022.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Articles of Association of the Company and pursuant to the recommendation of the

Nomination and Remuneration Committee and approval of the Board of Directors, **Mrs. Chandra Iyengar (DIN: 02821294)** who was appointed as an Additional and Independent Director of the Company under Section 161 of the Act and has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 years with effect from 11th November, 2022, whose term of office shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors and/ or a duly constituted Committee thereof and/or the Key Managerial Personnel of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchanges and / or other authorities as may be required to give effect to this resolution."

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Ahmedabad – 382 421,
Gujarat, India.
CIN:L40100GJ1996PLC030533

Email: investor.apl@adani.com

Website : www.adanipower.com

Place : Ahmedabad

Date: November 11, 2022

**By order of the Board
For, Adani Power Limited**

**Deepak S Pandya
Company Secretary
Membership No. - FCS 5002**

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NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions of the Act read with the rules framed thereunder concerning the special business in respect of item nos. 1 and 2 as set out above is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on 25th November 2022 (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. Link Intime India Private Limited (the "RTA"), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, M/ s. KFin Technologies Private Limited, by clicking the Link: <https://karisma.kfintech.com/emailreg>.
Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to inward.ris@kfintech.com.
6. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
7. The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the shares held by them as on 25th November 2022, being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialized or in physical form, as on the Cut-off date, can cast their vote electronically.
8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
9. A member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to pcschirag@gmail.com with a copy marked to evoting@cdsl.co.in.
10. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
11. Postal Ballot (e-voting) commences from **9:00 a.m. (IST) on Thursday, 1st December 2022** and ends at **5:00 p.m. (IST) on Friday, 30th December 2022**. At the end of the e-voting period, the facility shall forthwith be blocked, and e-voting shall not be allowed beyond the said date and time.
12. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be **Friday, 30th December 2022**. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
13. This Notice shall also be available on the website of the Company at www.adanipower.com, websites of the stock exchanges where the equity share of the Company are listed, i.e. National Stock Exchange of India Limited and B S E LIMITED at www.nseindia.com and www.bseindia.com respectively, and on the website of Central Depository Services (India) Limited ("CDSL") at www.cdslindia.com.
14. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such document can send an email to investor.apl@adani.com.

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**General information and instructions relating to e-voting:**

- (i) The voting period begins from **9:00 a.m. (IST) on Thursday, 1st December 2022** and ends at **5:00 p.m. (IST) on Friday, 30th December 2022**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 25th November 2022**, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasinew/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting his/her vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on the registered Mobile & E-mail ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also able to directly access the system of all e-Voting Service Providers.
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of E-services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to E-voting" under e-voting services and you will be able to see e-voting page. Click on the company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. If the user is not registered for IDeAS E-services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on the company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

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CIN: L40100GJ1996PLC030533 **Website:** www.adanipower.com
Email: investor.apl@adani.com



Type of shareholders	Login Method
Individual shareholders (holding securities in demat mode) who wish to login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature. Click on the company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the abovementioned website(s).

(iii) Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.

(iv) Login method for e-voting for **shareholders other than individual shareholders holding shares in Demat form and physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in physical form should enter folio number registered with the Company.
- 4) Next enter the image verification as displayed and click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user, follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat Mode	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/RTA/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or Company, please enter the member id / folio number in the Dividend Bank details field.

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CIN: L40100GJ1996PLC030533 Website: www.adanipower.com

Email: investor.apl@adani.com



- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the Company which is **221125001**
- 11) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "**YES/NO**" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.
- 14) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "**Click here to print**" option on the voting page.
- 16) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

17) Facility for Non – Individual Shareholders and Custodians, Remote e - voting

- Non-Individual shareholders (i.e. other than individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves in the "**Corporates**" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote(s).
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at pcschirag@gmail.com and to the Company at the e-mail address viz; investor.apl@adani.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NOS. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- Please provide necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **RTA email id** einward.ris@kfintech.com.
2. For Demat shareholders - Please update your e-mail id and mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your e-mail id and mobile no. with your respective DP which is mandatory while e-voting & joining virtual meetings through Depository.

ADANI POWER LIMITED

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Email: investor.apl@adani.com



In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com.

Contact Details

Company	:	Mr. Deepak S Pandya Company Secretary and Compliance Officer Adani Power Limited Regd. Office: "Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad-382 421, Gujarat, India CIN: L40100GJ1996PLC030533 Email: investor.apl@adani.com
Registrar and Transfer Agent	:	M/s. KFin Technologies Limited Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad– 500 032. Tel.: +91-40-67161526 Fax: +91-40-23001153 E-mail: einward.ris@kfintech.com Website: www.kfintech.com
E-Voting Agency	:	Central Depository Services (India) Limited Email: helpdesk.evoting@cdslindia.com Phone: 1800 22 55 33
Scrutinizer	:	CS Chirag Shah Practising Company Secretary Email: pcschirag@gmail.com

Statement setting out the material facts concerning items of special business

Item No. 1 - Appointment of Mr. Sushil Kumar Roongta (DIN: 00309302) as an Independent Director of the Company for a period of three years with effect from 11th November 2022

Based on the recommendations of the Nomination and Remuneration Committee (the "NRC"), the Board of Directors has appointed Mr. Sushil Kumar Roongta (DIN: 00309302) as an Additional and Independent Director of the Company under Section 161 of the Companies Act, 2013 (the "Act") read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Articles of Association of the Company with effect from 11th November 2022 for a first term of 3 (three) consecutive years, subject to the approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of amendment in the Listing Regulations effective from 1st January 2022, a listed entity shall ensure that approval of Shareholders for appointment of a person in the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Sushil Kumar Roongta (DIN: 00309302) would require approval of Members of the Company on or before 10th February 2023.

The Company has received a Notice under Section 160 of the Act from a Member in writing proposing the candidature of Mr. Sushil Kumar Roongta for appointment as an Independent Director of the Company. Mr. Roongta has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mr. Sushil Kumar Roongta fulfils the conditions specified in the Act, Rules made thereunder and Listing Regulations for appointment as an Independent Director and he is independent of management. The Board recommends his appointment as an Independent Director for three (3) consecutive years with effect from 11th November 2022.

Further, Mr. Sushil Kumar Roongta has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Sushil Kumar Roongta has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mr. Sushil Kumar Roongta is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Roongta has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

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Email: investor.apl@adani.com



A brief profile of Mr. Sushil Kumar Roongta (DIN: 00309302), the nature of his expertise in specific functional areas, disclosure of relationship between directors, inter-se, names of companies in which he holds Directorship, Committee Memberships/Chairmanships, his shareholding etc. are provided herein.

Brief Profile of Mr. Sushil Kumar Roongta (DIN: 00309302)

Mr. Sushil Kumar Roongta is an Electrical Engineer from Birla Institute of Technology & Science (BITS), Pilani and a Post Graduate Diploma in Business Management - International Trade, from the Indian Institute of Foreign Trade (IIFT), New Delhi. He is a Fellow of All India Management Association (AIMA). Mr. Roongta has a wide and varied experience in public sector undertakings.

Mr. Roongta is the former Chairman of Steel Authority of India Limited (SAIL), one of India's largest public sector company. He was also the first Chairman of International Coal Ventures Limited (ICVL) – a JV of five leading PSUs i.e. SAIL, CIL, RINL, NMDC & NTPC.

Mr. Roongta has also served as a member of various Apex Chambers - Chairman of 'Steel Committee' of FICCI, member of National Council of CII and Advisory Council of ASSOCHAM. Mr. Roongta was also President of Institute for Steel Development & Growth. He was also a member of the Executive Committee of the World Steel Association - the Apex Body for formulation of policy for world steel. He was chairman of Board of Governors of IIT-Bhubaneswar.

He has been part of various think tanks and is widely regarded as one of the principal experts in the field of metal, power and public sector turnarounds. He was Chairman of 'Panel of Experts on reforms in Central Public sector enterprises' constituted by Planning Commission, widely known as 'Roongta Committee', its report is taken as benchmark for Public sector Reforms today.

Mr. Roongta is the proud recipient of a number of awards including [Standing conference of public enterprises | SCOPE Award for Excellence & Outstanding Contribution to the Public Sector Management] – Individual Category 2007-08 and IIM-JRD Tata award for excellence in Corporate Leadership in Metallurgical industries, 2016. Mr. Roongta is also associated with educational institutions and various Non-Profit organizations.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions is available for inspection by Members at the Registered Office of the Company between 10.00 A.M. and 01.00 P. M. on all working days of the Company from the date of dispatch of this Postal Ballot Notice till Friday, 30th December 2022 and the same is also available on the website of the Company at the link <https://www.adanipower.com>.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Postal Ballot Notice.

Except Mr. Sushil Kumar Roongta (DIN: 00309302) and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out in this Postal Ballot Notice.

The Board of Directors recommends the resolution given in the Notice for approval of Members of the Company as a Special Resolution.

The Board recommends the resolution set forth at Item No. 1 for the approval of the Members.

Resolution No. 2 - Appointment of Mrs. Chandra Iyengar (DIN: 02821294) as an Independent Director of the Company for a period of three years with effect from 11th November 2022

Based on the recommendations of the Nomination and Remuneration Committee (the "NRC"), the Board of Directors has appointed Mrs. Chandra Iyengar (DIN: 02821294) as an Additional and Independent Director of the Company under Section 161 of the Companies Act, 2013 (the "Act") read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Articles of Association of the Company with effect from 11th November 2022 for a first term of 3 (three) consecutive years, subject to the approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of amendment in the Listing Regulations effective from 1st January 2022, a listed entity shall ensure that approval of Shareholders for appointment of a person in the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mrs. Chandra Iyengar (DIN: 02821294) would require approval of Members of the Company on or before 10th February 2023.

The Company has received a Notice under Section 160 of the Act from a Member in writing proposing the candidature of Mrs. Chandra Iyengar for appointment as an Independent Director of the Company. Mrs. Iyengar has given a declaration to the Board that she meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

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CIN: L40100GJ1996PLC030533 **Website:** www.adanipower.com
Email: investor.apl@adani.com



In the opinion of the Board, Mrs. Chandra Iyengar fulfils the conditions specified in the Act, Rules made thereunder and Listing Regulations for appointment as an Independent Director and she is independent of management. The Board recommends her appointment as an Independent Director for three (3) consecutive years with effect from 11th November 2022.

Further, Mrs. Chandra Iyengar has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Mrs. Chandra Iyengar has also confirmed that she is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mrs. Chandra Iyengar is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mrs. Chandra Iyengar has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

A brief profile of Mrs. Chandra Iyengar (DIN: 02821294), the nature of her expertise in specific functional areas, disclosure of relationship between directors, inter-se, names of companies in which she holds Directorship, Committee Memberships/Chairmanships, her shareholding etc. are provided herein.

Brief Profile of Mrs. Chandra Iyengar (DIN: 02821294)

Mrs. Chandra Iyengar holds degree in MA from Miranda House, New Delhi and is an Officer of 1973 batch of the Indian Administrative Services (IAS).

Over the course of her career, she has led several departments in the Government of Maharashtra and the Government of India, such as such as Women & Child Development, Higher & Technical Education, Rural Development and Health. As the Secretary for Women & Child Development for the Government of Maharashtra, she was responsible for drafting and implementing the first ever state policy for women's empowerment in India.

She has also served as an Additional Chief Secretary – Home Ministry for the Government of Maharashtra and as a Director on the Board of Bharat Heavy Electricals Limited (BHEL) and also as a Chairperson for the Maharashtra Energy Regulatory Commission MERC).

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions is available for inspection by Members at the Registered Office of the Company between 10.00 A.M. and 01.00 P. M. on all working days of the Company from the date of dispatch of this Postal Ballot Notice till Friday, 30th December 2022 and the same is also available on the website of the Company at the link <https://www.adanipower.com>.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Postal Ballot Notice.

Except Mrs. Chandra Iyengar (DIN: 02821294) and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out in this Postal Ballot Notice.

The Board of Directors recommends the resolution given in the Notice for approval of Members of the Company as a Special Resolution.

The Board recommends the resolution set forth at Item No. 2 for the approval of the Members.

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Ahmedabad – 382 421,
Gujarat, India.
CIN:L40100GJ1996PLC030533
Email:investor.apl@adani.com
Website : www.adanipower.com

Place : Ahmedabad

Date: November 11, 2022

**By order of the Board
For, Adani Power Limited**

**Deepak S Pandya
Company Secretary
Membership No. - FCS 5002**

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Annexure I

Details of Directors seeking appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of the Secretarial Standard -2

Particulars	Mr. Sushil Kumar Roongta	Mrs. Chandra Iyengar
Director Identification Number ('DIN')	00309302	02821294
Age	72 years	72 years
Qualification	He is an alumnus of BITS Pilani and Indian Institute of Foreign Trade (IIFT)	Mrs. Iyengar holds a Bachelor of Arts from Ethiraj College, Chennai and a Master of Arts from Miranda House, New Delhi. Also, she is an officer of the 1973 batch of the Indian Administrative Services (IAS).
Brief Resume & Experience/Expertise	Refer Explanatory Statement of Postal Ballot Notice	Refer Explanatory Statement of Postal Ballot Notice
Terms and conditions of appointment or re-appointment	Appointment for a first term of 3 (three) consecutive years commencing from 11 th November 2022 to 10 th November 2025 and shall not be liable to retirement by rotation.	Appointment for a first term of 3 (three) consecutive years commencing from 11 th November 2022 to 10 th November 2025 and shall not be liable to retirement by rotation.
Remuneration to be paid	Eligible for sitting fees as approved.	Eligible for sitting fees as approved.
Remuneration last drawn	Not applicable	Not applicable
Date of first appointment on the Board	11 th November 2022	11 th November 2022
Shareholding in the Company including beneficial ownership	NIL	NIL
Relationship with Other Directors and other Key Managerial Personnel of the Company	Mr. Roongta is not related to any Directors and other Key Managerial Personnel of the Company.	Mrs. Iyengar is not related to any Directors and other Key Managerial Personnel of the Company.
The Number of Meetings of the Board attended during FY 2022-23	NIL, except attending 1 (one) Board Meeting dated 11 th November 2022, as an invitee, in which the Board of the Company invited him to attend the same for the only agenda pertaining to his appointment on the Board and introducing himself to the Board at the said meeting.	NIL, except attending 1 (one) Board Meeting dated 11 th November 2022, as an invitee, in which the Board of the Company invited her to attend the same for the only agenda pertaining to her appointment on the Board and introducing herself to the Board at the said meeting.
Directorship in other listed entities (in India)	5 (five)	2 (two)
Chairmanship/Membership of the Committees of the Board of Directors of the listed entity (in India) (includes only Audit Committee and Stakeholders' Relationship Committee)	<ol style="list-style-type: none"> 1. Adani Power Limited: <ul style="list-style-type: none"> - Stakeholders' Relationship Committee - Chairman - Audit Committee - Member 2. Jubilant Ingrevia Limited: <ul style="list-style-type: none"> - Stakeholders' Relationship Committee - Member - Audit Committee - Chairman 3. Zuari Industries Limited: <ul style="list-style-type: none"> - Stakeholders' Relationship Committee - Member - Audit Committee - Member 	<ol style="list-style-type: none"> 1. Adani Power Limited: <ul style="list-style-type: none"> - Audit Committee - Member 2. Adani Total Gas Limited: <ul style="list-style-type: none"> - Audit Committee - Member 3. Arihant Superstructures Limited: <ul style="list-style-type: none"> - Stakeholders' Relationship Committee - Chairperson - Audit Committee - Member

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Email: investor.apl@adani.com



Particulars	Mr. Sushil Kumar Roongta	Mrs. Chandra Iyengar
Resignation from listed entity (in India), if any in the past three years.	1. ACC Limited 2. Jubilant Industries Limited	Shriram Asset Management Company Limited
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	<p>I. Skills and capabilities required for the role of Independent Director</p> <ul style="list-style-type: none"> • Operational Experience • Leadership • Industry Knowledge, Research & Development and Innovation • Financial, Regulatory / Legal & Risk Management • Understanding of laws, rules and regulations • Corporate Governance • Information Technology • Integrity and ethical standards <p>II. Manner in which the proposed appointee meets the above requirement</p> <p>Considering Mr. Roongta's knowledge, experience and expertise in power and infrastructure industry, operations, sales, strategic planning and risk management and Senior Leadership / Executive Management positions held in large Home Infrastructure companies like SAIL (as a Chairman), the Nomination and Remuneration Committee and Board is of the opinion that Mr. Roongta meets the above-mentioned skills and capabilities required for the role of Independent Director.</p>	<p>I. Skills and capabilities required for the role of Independent Director</p> <ul style="list-style-type: none"> • Operational Experience • Leadership • Industry Knowledge, Research & Development and Innovation • Financial, Regulatory / Legal & Risk Management • Understanding of laws, rules and regulations • Corporate Governance • Information Technology • Integrity and ethical standards <p>II. Manner in which the proposed appointee meets the above requirement</p> <p>Mrs. Iyengar, being an IAS, has led several departments in the Government of Maharashtra and the Government of India, such as Women & Child Development, Higher & Technical Education, Rural Development, and Health and also served, amongst others, as Chairperson for the Maharashtra Energy Regulatory Commission. Considering Mrs. Iyengar's knowledge, experience and expertise in power and infrastructure industry, strategic planning and risk management and Senior Leadership / Executive Management positions held in large public sector organisations, the Nomination and Remuneration Committee and Board is of the opinion that Mrs. Iyengar meets the above-mentioned skills and capabilities required for the role of Independent Director.</p>

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Email:investor.apl@adani.com
Website : www.adanipower.com
Place : Ahmedabad
Date: November 11, 2022

**By order of the Board
For, Adani Power Limited**

**Deepak S Pandya
Company Secretary
Membership No. - FCS 5002**