

ADANI POWER LIMITED**Registered Office**

"Shikhar", Near Adani House, Mithakhali Six Roads, Navrangpura,

Ahmedabad- 380 009, Gujarat, India

CIN : L40100GJ1996PLC030533

Phone No : +91 79 2555 5696 **Fax No. :** +91-79-2555 7177

Website : www.adanipower.com **E-mail :** deepak.pandya@adani.com

The last date for receipt of Postal Ballot is 19th day of September 2017, 5.00 p.m. (1700 hours)

POSTAL BALLOT FORM**Postal Ballot No.**

1. Name and Registered address of the Sole-First named Shareholder.	
2. Name(s) of the Joint Shareholder(s).	
3. Registered Folio No./DP ID/ Client ID.	
4. No. of Share(s) held.	
5. I/ We hereby exercise my/ our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Notice convening the meeting of the equity shareholders of the Company pursuant to final order passed by the Hon'ble National Company Law Tribunal, Bench, at Ahmedabad dated 7 th day of August 2017 by sending my/ our assent or dissent to the said Resolution by placing tick (✓) mark at the appropriate box below :	

Description of the Resolution	No. of Equity Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
Resolution for approval of the Scheme of Arrangement between Adani Power Limited and Adani Power (Mundra) Limited and their respective Shareholders and Creditors.			

Place :

Date :

Signature of the Member/ Beneficial Owner

Notes :

1. If the voting rights are exercised Electronically, there is no need to use this form.
2. Please read carefully the instructions overleaf before exercising your Vote.

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot, may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot if sent by Courier or Registered Post at the expense of the member will also be accepted.
2. The self-addressed Business Reply Envelope bears the name of the Scrutinizer appointed by the National Company Law Tribunal.
3. The Postal Ballot Form should be completed and signed by the member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
4. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly/unsigned Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on 19th day of September 2017. All Postal Ballot Forms received after this date, will be strictly treated as if reply from such member has not been received.
6. In case of shares held by Companies, Trust, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/POA preferably with attested specimen signature(s) of the duly authorized person(s) giving requisite authority to the person voting on the Postal Ballot Form.
7. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members on the cut off date i.e. 11th day of August 2017.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid Business Reply Envelope as any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
9. The Postal Ballot shall not be exercised by a Proxy.
10. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
11. Members have option to vote either through e-voting or through Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.
12. Scrutinizer's decision on the validity of the Postal Ballot shall be final.