BSE Limited
Floor 25, 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 Sirs,

Sub: Disclosure of:

i) combined Voting Results of the Business transacted at the National Company Law Tribunal convened Meeting of the equity shareholders of Adani Power Limited ("the Company") held on Wednesday, 20th September, 2017; and

ii) combined Voting Result pursuant to Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated 10th March, 2017 (SEBI Circular)

Ref: Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the Order dated 7th August, 2017 passed by the National Company Law Tribunal, a meeting of equity shareholders of the Company was held on Wednesday, 20th September, 2017 at 10:00 A.M. at J.B. Auditorium, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, ATIRA, Ahmedabad-380001, Gujarat, India

Further, pursuant to the provisions of Sections 230(4) and 232(1) of the Companies Act, 2013 read with Rules 5 and 6 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016, and Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 the Company has provided facility of postal ballot and e-voting to its equity shareholders for approval of the Scheme.

Accordingly, voting by equity shareholders of the Company for approval of the Scheme has been carried out through (i) postal ballot; (ii) e-voting; and (iii) physical voting (electronically) at the venue of the meeting which was held on 20th September, 2017.

Further, in terms of the SEBI Circular, the Scheme is also required to be approved by the Public Shareholders of the Company and accordingly, voting by Public Shareholders of the Company has been carried out through (i) postal ballot; and (ii) e-voting, to the Scheme.

Adani Power Ltd
Achalraj
Opp. Mayor Bungalow, Law Garden
Ahmedabad – 380 006
Gujarat, India.
CIN : L401006GJ1996PLC030533

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

Tel +91 79 2555 7555
Fax +91 79 2555 7177
info@adanipower.com
www.adani.com
As per Regulation 44(3) of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the followings disclosures:-

a. **In terms of the Companies Act, 2013 and NCLT Order** - voting results of the business transacted through (i) postal ballot; (ii) e-voting; and (iii) physical voting at the venue of the meeting along with the Scrutinizer’s Report - [Annexure A](#)

b. **In terms of the SEBI Circular** - voting results of the Public Shareholders, along with a separate Scrutinizer’s Report, - [Annexure B](#).

The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders of the Company (including Public Shareholders), as required by NCLT Order and the SEBI Circular.

This is for your information, please.

Thank you,

Yours faithfully,

For Adani Power Limited

[Signature]

Deepak Pandya
Company Secretary
<table>
<thead>
<tr>
<th>Category</th>
<th>Description</th>
<th>Number of Votes</th>
<th>% of Votes in Favour</th>
<th>% of Votes Against</th>
</tr>
</thead>
<tbody>
<tr>
<td>Public - Non Insitutions</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Public Institutions</td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Promoters and Promoter Group</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Resolution No. 1

Promoters and Promoter Group: 99
No. of Shareholders attending the meeting through Video Conferencing: 9
No. of Shareholders Present in the Meeting either in person or through Proxy: 3
Total number of Shareholders on record date: 35418
Date of the AGM/EGM: 20-02-2017

Amended - A
Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014]

To,
Mr. Deepak Pandya
Company Secretary
Adani Power Limited
Shikhar, Near Adani House,
Mithakhali Six Roads,
Navrangpura, Ahmedabad-380 009

Sub: Scrutinizer Report with respect to voting by public shareholders through Postal Ballot, E-Voting and Poll conducted at the National Company Law Tribunal (NCLT) Convened Meeting of the Equity Shareholders of Adani Power Limited (the Company) held on Wednesday, 20th September, 2017 at 10.00 a.m. (1000 hours) at J.B. Auditorium, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, ATIRA, Ahmedabad-380015.

Dear Sir,

I, Ravi Kapoor, Practicing Company Secretary, have been appointed as Scrutinizer by the National Company Law Tribunal (NCLT) Ahmedabad Bench vide its order dated 7th August, 2017 for the purpose of scrutinizing:

a) The voting through postal ballot and remote e-voting process (electronic voting) held between 21st August, 2017 to 19th September, 2017 pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR); and

b) The poll conducted at NCLT convened meeting under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014; in respect of the resolution contained in the Notice dated 12th August, 2017 (the Notice) of the NCLT convened meeting of the Equity Shareholders of Adani Power Limited (the Company) held on Wednesday, 20th September, 2017 at 10.00 a.m. (1000 hours) at J.B. Auditorium, Ahmedabad Management Association, Dr. Vikram Sarabhai

I submit my report with regard to the result of the postal ballot and e-voting and poll at NCLT convened meeting of equity shareholders in respect of public shareholders as under:

The Company has appointed Central Depository Services (India) Limited (CDSL), the Agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the provisions of SEBI LODR.

1. The e-voting period remained open from 9.00 a.m. (09.00 hours) of 21st August, 2017 to 19th September, 2017 till 5.00 p.m. (1700 hours)

2. The shareholders holding shares as on the “cut off” date i.e. 11th August, 2017 were entitled to vote on the proposed resolution as set out in the Notice.

3. The electronic votes were unblocked on 19th September, 2017 at 5.15 P.M. in the presence of two witnesses, namely Mr. Kinjal Shah and Mr. Dharmil Raval who are not in the employment of the Company.

4. The details containing, inter-alia, list of equity shareholders, who voted “For” and “Against”, were downloaded from the e-voting website of Central Depository Services (India) Limited (http://evotingindia.co.in).

5. After the time fixed for closing of poll by the Chairman, two ballot boxes kept for polling was locked in my presence with due identification marks placed by me.

6. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.

7. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

8. The results are as under:

   Item No. 1-

   Resolution for approval of the Scheme of Arrangement between Adani Power Limited and Adani Power (Mundra) Limited and their respective Shareholders and Creditors.
<table>
<thead>
<tr>
<th>Voting Method</th>
<th>Total Valid Votes</th>
<th>Votes in favour of the Resolution</th>
<th>Votes against the Resolution</th>
<th>Invalid Votes</th>
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</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>No. of Shareholders</td>
<td>No. of Shares</td>
<td>% of total number of valid votes cast</td>
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<td>Remote E-Voting</td>
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<td>561</td>
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<td>Poll at NCLT convened meeting</td>
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<td>Total</td>
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<td>604</td>
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</table>

9. A list of Equity Shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for resolution is enclosed as Annexure.

10. The postal ballot, ballot/poll papers and all other relevant records with respect to public shareholders were handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

(Ravi Kapoor)
Company Secretary- Scrutinizer
FCS-2587
COP-2407

Place: Ahmedabad
Date: 20/09/2017
<table>
<thead>
<tr>
<th>Category</th>
<th>Mode of Voting</th>
<th>No. of shares held (1)</th>
<th>No. of votes polled (2)</th>
<th>% of Votes Polled on outstanding shares (3)=([2]/[1])*100</th>
<th>No. of Votes – in favour (4)</th>
<th>No. of Votes – against (5)</th>
<th>% of Votes in favour on votes polled (6)=([4]/[5])*100</th>
<th>% of Votes against on votes polled (7)=([5]/[6])*100</th>
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<tr>
<td></td>
<td>Poll</td>
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<tr>
<td></td>
<td>Postal Ballot (if applicable)</td>
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<tr>
<td>Total</td>
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<tr>
<td></td>
<td>Poll</td>
<td></td>
<td>0</td>
<td>0.0000</td>
<td>0</td>
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<tr>
<td></td>
<td>Postal Ballot (if applicable)</td>
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<tr>
<td>Total</td>
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<td>695513359</td>
<td>618021272</td>
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</tr>
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<td>Public- Non Institutions</td>
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<tr>
<td></td>
<td>Postal Ballot (if applicable)</td>
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<td>12214</td>
<td>99.9986</td>
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</table>
To,
The Chairman,
Adani Power Limited
Shikhar, Near Adani House,
Mithakhali Six Roads,
Navrangpura, Ahmedabad-380 009

Sub: Scrutinizer Report on the Voting conducted through Postal Ballot and E-Voting of Equity Shareholders of Adani Power Limited (the Company)

I, Ravi Kapoor, Practicing Company Secretary, have been appointed as Scrutinizer by the National Company Law Tribunal (NCLT) Ahmedabad Bench vide its order dated 7th August, 2017 for the purpose of scrutinizing to ensure that the process of Postal Ballot as prescribed under Section 110 of the Companies Act, 2013 (hereinafter referred to as “Act”) read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as “Rules”) is complied with.

As required under section 110 of the Act, a notice along with explanatory statement under section 102 of the Act was sent to shareholders by courier and/or through e-mail along with postal ballot forms (hereinafter referred to as “forms”) and pre paid envelop returnable to the Scrutinizer, for passing of Resolutions as a Special Resolution to approve the Scheme of Arrangement between Adani Power Limited and Adani Power (Mundra) Limited and their respective Shareholders and Creditors.

The Company has also availed the E-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by members of the Company and as permissible under the Act, notices to shareholders were sent through e-mail.

The Shareholders were required to complete the postal ballot forms and return the same in pre-paid envelop addressed to Scrutinizer on or before 19th September, 2017 or cast their votes online on the basis of password provided to them by CDSL. As required under Rule 22(10) of the Rule, a register was maintained and particulars of names, address, folio nos. of shares along with assent and dissent was recorded herein on day to day basis.

We have received 18 forms physically. Out of the physical ballots none of the ballot was found invalid. None of the shareholders have voted against the resolution and all 18 shareholders having 17,32,443 Equity Shares have voted for the resolution.

Whereas in e-voting, 561 shareholders having 84,94,61,414 Equity Shares have voted for the resolution and 37 shareholders having 12,214 Equity Shares have given their dissent for the proposed resolution. Summary of the ballot papers received and e-voting with their pattern of voting is as per Annexure-1.
As per Rule 22(7) of the Rules, if a resolution is assented to by a requisite majority of the shareholders by means of Postal Ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

As per Rule 22(7) of the Rules, “requisite majority” with regard to special resolution as defined under section 114(2) of the Act, means:

a) intention to propose the resolution as special resolution duly specified in the notice
b) notice required under the Act was duly given
c) the votes cast in favour of the resolution is three times more than the votes cast against.

The notice was sent in respect of the resolution as mentioned above, which satisfied the above conditions prescribed under section 114(2) of the Act, therefore, the resolution is considered to have been approved by the shareholders.

You are requested to take note of the above and oblige. We are enclosing 18 ballot papers received by us for your records as well as report generated from the website of CDSL, with regards to electronic voting. A list of Equity Shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed as Annexure-2. None of the promoters have voted either through postal ballot or through e-voting system.

Thanking you,

Yours truly,

(Ravi Kapoor)
Company Secretary- Scrutinizer
FCS-2587
COP-2407

Place: Ahmedabad

Date: 20/09/2017

Countersigned by
Mr. Justice K. A. Puj
Chairman
Adani Power Limited
Resolution for approval of the Scheme of Arrangement between Adani Power Limited and Adani Power (Mundra) Limited and their respective Shareholders and Creditors.

<table>
<thead>
<tr>
<th>Voting through Physical Postal Ballot forms</th>
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<tbody>
<tr>
<td><strong>Particulars</strong></td>
</tr>
<tr>
<td>Resolution for approval of the Scheme of Arrangement between Adani Power Limited</td>
</tr>
<tr>
<td>and Adani Power (Mundra) Limited and their respective Shareholders and Creditors.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Voting through Electronic Voting</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Particulars</strong></td>
</tr>
<tr>
<td>Resolution for approval of the Scheme of Arrangement between Adani Power Limited</td>
</tr>
<tr>
<td>and Adani Power (Mundra) Limited and their respective Shareholders and Creditors.</td>
</tr>
</tbody>
</table>
## Combined Summary

<table>
<thead>
<tr>
<th>Particulars</th>
<th>No. of Ballot Voted in favour</th>
<th>No. of shares in favour</th>
<th>% of shares in favour</th>
<th>No. of Ballots voted against</th>
<th>No. of shares against</th>
<th>% of shares against</th>
</tr>
</thead>
<tbody>
<tr>
<td>Resolution for approval of the Scheme of Arrangement between Adani Power Limited and Adani Power (Mundra) Limited and their respective Shareholders and Creditors.</td>
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<td>851193857</td>
<td>100</td>
<td>37</td>
<td>12214</td>
<td>Negligible</td>
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</table>

Thanking you,
Yours Faithfully,

(Ravi Kapoor)
Company Secretary- Scrutinizer
FCS-2587
COP-2407

Place: Ahmedabad
Date: 20/09/2017

Countersigned by
Mr. Justice K. A. Puj
Chairman of Meeting