



CHIRAG SHAH & ASSOCIATES

Company Secretaries

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Report of Scrutinizer

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

To,

Hon'ble Mr. Justice K. A. Puj

The Chairman of

NCLT convened meeting of the Secured Creditors of

Udupi Power Corporation Limited

having its Registered Office at Adani Corporate House,

Shantigram, Nr. Vaishno Devi Circle,

S. G. Highway, Khodiyar,

Ahmedabad - 382421

Sub: Scrutinizers' Report on the Meeting of the Secured Creditors of Udupi Power Corporation Limited convened as per directions of Hon'ble National Company Law Tribunal ("NCLT"), Ahmedabad Bench.

Dear Sir,

I, Chirag Shah, Practicing Company Secretary, have been appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") vide its order dated September 20, 2022 read with order dated October 12, 2022 ("Order") as "the Scrutinizer" for the purpose of scrutinizing remote e-voting process and e-voting at the NCLT Convened Meeting ("Meeting") of the Secured Creditors of Udupi Power Corporation Limited (hereinafter referred to as "the Company") convened by Order of NCLT and held through VC/OAVM on Tuesday, November 01, 2022 at 12.30 p.m. (IST), pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and read with the General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; No. 20/2020 dated May 05, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020; No. 10/2021 dated June 23, 2021; No. 20/2021 dated December 08, 2021; No. 21/2021 dated December 14, 2021; and No. 2/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as the "MCA Circulars") on the resolution seeking approval of the Secured Creditors of the Company to



the Scheme of Amalgamation of Adani Power Maharashtra Limited and Adani Power Rajasthan Limited and Udipi Power Corporation Limited and Raipur Energen Limited and Raigarh Energy Generation Limited and Adani Power (Mundra) Limited with Adani Power Limited (" the Scheme"), in terms of the Notice dated September 23, 2022, convening the said Meeting.

As mentioned in the Notice, the proceedings of the Meeting were deemed to be conducted at the Registered Office of the Company located at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382421 and the same was deemed to be the venue of NCLT Convened Meeting.

The Notice of the Meeting was sent to Secured Creditors of the Company ("Secured Creditors"), whose names were appeared in the books of accounts of the Company as on Wednesday, August 31, 2022 by electronic mode and whose e-mail addresses were registered with the Company for communication purpose.

I do hereby submit my report as under:

- (i) The company had appointed Central Depository Services Limited ("CDSL") as the Agency for providing remote e-voting and e-voting facility to the Secured Creditors for participating in the Meeting through VC / OAVM.
- (ii) CDSL had provided a system for recording the votes of the Secured Creditors electronically through remote e-voting as well as at the Meeting on the item of the business sought to be transacted at the Meeting of the Secured Creditors, which was held on Tuesday, November 01, 2022 at 12.30 p.m. (IST).
- (iii) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through the remote e-voting and e-voting at the Meeting on the resolution contained in the Notice of the Meeting.
- (iv) The Company had provided remote e-voting facility and e-voting facility during the Meeting through Central Depository Services Limited ("CDSL") to its Secured Creditors as on the cut-off date i.e. Friday, September 30, 2022.
- (v) Our responsibility as a Scrutinizer for the voting process (through remote e-voting and e-voting at the Meeting) was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a consolidated



Scrutinizer's Report of the votes cast in **favour or against** the resolution stated in the Notice, based on the reports generated from the e-voting system provided by CDSL.

- (vi) The Company had published Newspaper Advertisements in English in The Indian Express (Ahmedabad edition) and Gujarati in Sandesh (Ahmedabad edition) (regarding holding of Meeting containing all the matters required under the Companies Act, 2013 and relevant rules made thereunder on Thursday, September 29, 2022.
- (vii) The remote e-voting period had commenced on Thursday, October 27, 2022 at 9:00 A.M. (IST) and has closed on Monday, October 31, 2022 at 5:00 P.M. (IST).
- (viii) The e-voting module was disabled and blocked by CDSL for voting on Monday, October 31, 2022 at 5.00 P.M. (IST).
- (ix) On scrutiny, no Secured Creditor has voted in remote e-voting.
- (x) The Chairman informed at the Meeting that the Company had received letters from 8 Secured Creditors out of 10 Secured Creditors, present at the time of the Meeting, constituting 92.61% of the total value of Secured Creditors, stating that the matter of the proposed Scheme of Amalgamation for which the Meeting was being held, is under the consideration of their respective Management and it was requested to adjourn the Meeting to a later date.
- (xi) In view of the aforesaid letters, the question was submitted to the Meeting, whether the Secured Creditors, present in the Meeting, approved the adjournment of the Meeting. The motion of adjournment of the Meeting was ascertained through voice vote.
- (xii) We, as Scrutinizers appointed by the Hon'ble Tribunal, were requested to report to the Company, the result of the adjournment of the Meeting. 7 Secured Creditors out of 8 Secured Creditors, present at the Meeting, voted for adjournment of the Meeting and 1 Secured Creditor has abstained from voting. In the circumstances, the Meeting of the Secured Creditors was adjourned to 29th November 2022 at 12:30 p.m. (1230 hours).
- (xiii) The Company shall again provide for Remote e-voting facility and e-voting facility to all the Secured Creditors for the adjourned Meeting.



(xiv) Hereto annexed and marked as Annexure - A is the list of Secured Creditors (together with their e-mail ids) who voted in favour of the adjournment of the Meeting, against the adjournment of the Meeting, amongst others.

Thanking you,
Yours faithfully,



Scrutinizer

Name: Chirag Shah

Practicing Company Secretary

FCS : 5545; CP : 3498

Place : Ahmedabad

Date: November 01, 2022


UDIN : F005545D001437338

Peer Review Cert. No. 704/2020



Countersigned:

For, Udupi Power Corporation Limited



Hon'ble Mr. Justice K. A. Puj

Chairman for NCLT Convened Meeting of

Secured Creditors of Udupi Power Corporation

Limited

NCLT Convened Meeting of Secured Creditors of Udupi Power Corporation Limited - 01/11/2022

Detailed Report of voting in favour of Adjournment of the Meeting - Annexure A(i)						
Sr. No.	Name of the Secured Creditor	Address	Email ID	Total value of Secured Creditors	Votes in Favour of Adjournment	
1	Indian Bank	S P Nagar Branch AMCE Center. Shrimali Society, Navrangpura Ahmedabad -380 009	lcbspnagar@indianbank.co.in	1,26,49,38,986	1,26,49,38,986	
2	Bank of Baroda	04th Floor, Dena Laxmi Bhavan, 188-A, Ashram Road, Navrangpura, Besides City Gold Multiplex, Ahmedabad 380009	rm2.corahm@bankofbaroda.com	3,35,39,82,189	3,35,39,82,189	
3	Bank of India	Large Corporate Branch, 2nd Floor, B.O.I. Building, Bhadra, Ahmedabad 380015	lcb.ahmedabad@bankofindia.co.in	5,14,61,42,467	5,14,61,42,467	
4	Canara Bank	Large Corporate Branch 104, Jyoti Commercial Complex Nr. Shyamal Cross Roads Vejalpur, Ahmedabad 380015	cb3189@canarabank.com, vishalgaur@canarabank.com	1,83,39,06,817	1,83,39,06,817	
5	IIFCL	5th Floor, Block 2, Plate A & B, NBCC Tower, East Kidwai Nagar, New Delhi - 110 023	santosh.jeedigunta@iifcl.in sanjeevk@iifcl.in sudhirsingh@iifcl.in	2,11,72,44,556	2,11,72,44,556	
6	Punjab National Bank	Large Corporate Branch, Neelkamal Building Ashram Road, Ahmedabad 380009	bo4441@pnb.co.in lcbamd@gmail.com	3,42,85,46,399	3,42,85,46,399	
7	State Bank of India	Commercial Client Group Branch, 58, Shrimali Society, Navrangpura, Ahmedabad - 380 009	amt2.cagahd@sbi.co.in	9,91,24,97,861	9,91,24,97,861	
Total				27,05,72,59,275	27,05,72,59,275	



NCLT Convened Meeting of Secured Creditors of Udupi Power Corporation Limited - 01/11/2022

Detailed Report of Invalid/Abstain Votes - Annexure A(ii)

Sr. No.	Name of the Secured Creditors	Address	Email ID	Total value of Secured Creditors (In Rs.)	Invalid/Abstain votes of the Adjournment
1	Union Bank of India	Industrial Finance Branch, CU Shah Chambers, Near Gujarat Vidhyapeeth, Near Income Tax Circle, Ashram Road, Ahmedabad - 380009	ifbahmedabad@unionbankofindia.com punit.pathak@unionbankofindia.bank	1,34,47,20,400	1,34,47,20,400

