

9th May, 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 6th April, 2016.

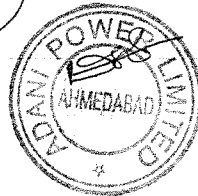
Please find enclosed herewith result of voting on Postal Ballot under regulation 44(3) of SEBI (LODR) Regulations, 2015 along with the Scrutinizer's Report.

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

Encl: A/a

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

ADANI POWER LIMITED

7th May, 2016

369885

Date of the AGM/EGM

Total number of shareholders on record date

No. of shareholders present in the meeting either in person or

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

ORDINARY - Ordinary Resolution for increase in the authorised share capital of the Company

| Resolution required: (Ordinary/ Special) | ORDINARY - Ordinary Resolution for increase in the authorised share capital of the Company | | | | | | | |
|---|--|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| 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 |
| | E-Voting | 2104665062 | 2103129596 | 99.9270 | 2103129596 | 0 | 100.0000 | 0.0000 |
| | Poll | | | | Not Applicable | | | |
| | Postal Ballot (if applicable) | 2104665062 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Promoter and Promoter Group | E-Voting | 640563518 | 443217143 | 69.1918 | 443217143 | 0 | 100.0000 | 0.0000 |
| | Poll | | | | Not Applicable | | | |
| | Postal Ballot (if applicable) | 640563518 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 588710361 | 2641860 | 0.4487 | 2628721 | 13139 | 99.5027 | 0.4978 |
| | Poll | | | | Not Applicable | | | |
| | Postal Ballot (if applicable) | 588710361 | 36614 | 0.0062 | 36418 | 196 | 99.4647 | 0.0054 |
| Public- Non Institutions | Total | 3333938941 | 2549025213 | 76.4569 | 2549011878 | 13335 | 99.9995 | 0.0005 |

For Adani Power Limited

R.S. Atlani

Rajesh S. Adani
Managing Director



| SPECIAL - Special Resolution for alteration of the Capital Clause of the Memorandum of Association | | | | | | | |
|--|------------------------|-------------------------|--|-------------------------------|-----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | No | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | |
| Category | 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 |
| Made of Voting | 2104665062 | 2103129596 | 99.9270 | 2103129596 | 0 | 100.0000 | 0.0000 |
| E-Voting | | | | Not Applicable | | | |
| Poll | | | | | | | |
| Postal Ballot (if applicable) | 2104665062 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| E-Voting | 640563518 | 443217143 | 69.1918 | 443217143 | 0 | 100.0000 | 0.0000 |
| Poll | | | | Not Applicable | | | |
| Postal Ballot (if applicable) | 640563518 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| E-Voting | 588710361 | 2641860 | 0.4549 | 2607096 | 34764 | 98.6841 | 1.3054 |
| Poll | | | | Not Applicable | | | |
| Postal Ballot (if applicable) | 588710361 | 36549 | 0.0062 | 35964 | 196 | 98.3994 | 0.0054 |
| Total | 3333938941 | 2549025148 | 76.4569 | 2548989799 | 34960 | 99.9986 | 0.0014 |

For Adani Power Limited

R. S. Adani
Rajesh S. Adani
Managing Director



[Signature]

| SPECIAL - Special Resolution under Section 62(1)(c) of the Companies Act, 2013 for issue of Warrants to Promoter and Promoter Group of the Company on preferential basis | | | | | | | |
|--|-------------------------------|-------------------------|--|------------------------------|----------------------------|---|---|
| Resolution required: (Ordinary/ Special) | Company on preferential basis | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | |
| Category | 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 |
| E-Voting | 2104665062 | 2103129596 | 99.9270 | 2103129596 | 0 | 100.0000 | 0.0000 |
| Poll | | | | Not Applicable | | | |
| Postal Ballot (if applicable) | 2104665062 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| E-Voting | 640563518 | 443217143 | 69.1918 | 441147992 | 2069151 | 99.5332 | 0.4668 |
| Poll | | | | Not Applicable | | | |
| Postal Ballot (if applicable) | 640563518 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| E-Voting | 588710361 | 2641860 | 0.4549 | 2605068 | 36792 | 98.6073 | 1.3847 |
| Poll | | | | Not Applicable | | | |
| Postal Ballot (if applicable) | 588710361 | 36549 | 0.0062 | 35887 | 662 | 98.1887 | 0.0181 |
| Total | 3333938941 | 2549025148 | 76.4569 | 2546918543 | 2106605 | 99.9174 | 0.0826 |



For Adani Power Limited

R. S. Adani

Rajesh S. Adani
Managing Director

[Handwritten mark]



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 9th May, 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 6th April, 2016, 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 6th April, 2016.
2. I submit my report as under :

The Company had completed dispatch, of Notice of Postal Ballot dated 6th April, 2016 along with the Postal Ballot Form and a self-addressed postage prepaid Business Reply Envelope, on 7th April, 2016 to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 1st April, 2016 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 8th April, 2016.

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

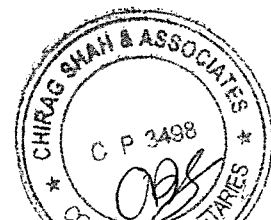
All postal ballot forms received upto 6.00 p.m. on 7th May, 2016, being the last date fixed by the Company for receipt of the forms, were considered for my scrutiny.

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 7th May, 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. The facility of E-voting remained open From 8th April, 2016 to 7th May, 2016.
5. We unblocked the votes cast through remote E-voting in the presence of Mr. Raimeen Maradiya and Mr. Dhruvil Shah who were not in the employment of the company.
6. A summary of the postal ballot forms received / e-voting is given below :

Resolution No. 1 : Ordinary resolution for increase in the authorized share capital of the Company

| <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 | 42 | 37047 | 0.0011% | 0.0014% |
| b) Less; Invalid Postal Ballot forms | 2 | 433 | 0.0000% | 0.0000% |
| c) Net Valid postal ballots with voting exercised | 40 | 36614 | 0.0011% | 0.0014% |
| d) voting exercised through E-Voting | 298 | 2548988599 | 76.4557% | 99.9986% |
| e) Total valid votes exercised (c+d) | 338 | 2549025213 | 76.4569% | 100% |
| f) Physical Postal ballot forms with assent (favour) for the Resolution | 39 | 36418 | 0.0011% | 0.0014% |
| g) Physical Postal Ballot with dissent (against) for the resolution | 1 | 196 | 0.0000% | 0.0000% |
| h) E-Voting ballot with assent (favour) for the Resolution | 286 | 2548975460 | 76.4553% | 99.9980% |
| i) E-Voting ballot with dissent (against) for the Resolution | 12 | 13139 | 0.0004% | 0.0005% |
| Total Postal Ballot with ASSENT in Physical and Electronic Mode | 325 | 2549011878 | 76.4565% | 99.9994% |
| Total Postal Ballot With DISSENT in Physical and Electronic Mode | 13 | 13335 | 0.0004% | 0.0005% |
| 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. 2 : Special resolution for alteration of the Capital clause of the Memorandum of Association

| 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 | 42 | 37047 | 0.0011% | 0.0014% |
| b) Less; Invalid Postal Ballot forms | 2 | 433 | 0.0000% | 0.0000% |
| c) Net Valid postal ballots with voting exercised | 40 | 36549 | 0.0011% | 0.0014% |
| d) voting exercised through E-Voting | 298 | 2548988599 | 76.4558% | 99.9986% |
| e) Total valid votes exercised (c+d) | 338 | 2549025148 | 76.4589% | 100% |
| f) Physical Postal ballot forms with assent (favour) for the Resolution | 38 | 36353 | 0.0011% | 0.0014% |
| g) Physical Postal Ballot with dissent (against) for the resolution | 1 | 196 | 0.0000% | 0.0000% |
| h) Physical Postal ballot forms not voted for the Resolution | 1 | 65 | 0.0000% | 0.0000% |
| i) E-Voting ballot with assent (favour) for the Resolution | 282 | 2548953835 | 76.4547% | 99.9971% |
| j) E-Voting ballot with dissent (against) for the Resolution | 16 | 34764 | 0.0010% | 0.0014% |
| Total Postal Ballot with ASSENT in Physical and Electronic Mode | 320 | 2548989799 | 76.4558% | 99.9986% |
| Total Postal Ballot With DISSENT in Physical and Electronic Mode | 17 | 34960 | 0.0010% | 0.0013% |
| 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. 3 : Special resolution under section 62(1)(c) of the Companies Act, 2013 for issue of warrants to the promoter and promoter group on preferential basis.

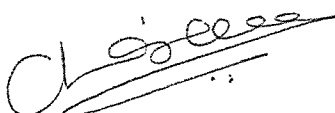
| Particulars | No. of Postal Ballot forms | No. of Shares | % of total paid up equity capital | % of total votes polled |
|---|-----------------------------------|----------------------|--|--------------------------------|
| a) Total Postal Ballot forms received | 42 | 37047 | 0.0011% | 0.0014% |
| b) Less; Invalid Postal Ballot forms | 2 | 433 | 0.0000% | 0.0000% |
| c) Net Valid postal ballots with voting exercised | 40 | 36549 | 0.0011% | 0.0014% |
| d) voting exercised through E-Voting | 298 | 2548988599 | 76.4558% | 99.9986% |
| e) Total valid votes exercised (c+d) | 338 | 2549025148 | 76.4589% | 100% |
| f) Physical Postal ballot forms with assent (favour) for the Resolution | 36 | 35887 | 0.0011% | 0.0014% |
| g) Physical Postal Ballot with dissent (against) for the resolution | 3 | 662 | 0.0000% | 0.0000% |
| h) Physical Postal ballot forms not voted for the Resolution | 1 | 65 | 0.0000% | 0.0000% |
| i) E-Voting ballot with assent (favour) for the Resolution | 262 | 2546882656 | 76.3926% | 99.9159% |
| j) E-Voting ballot with dissent (against) for the Resolution | 36 | 2105943 | 0.0631% | 0.0826% |
| Total Postal Ballot with ASSENT in Physical and Electronic Mode | 298 | 2546918543 | 76.3937% | 99.9173% |
| Total Postal Ballot With DISSENT in Physical and Electronic Mode | 39 | 2106605 | 0.0632% | 0.0826% |
| Since total votes polled in favour of resolution is 99.92% and total votes polled against the resolution is 0.08%, resolution has been passed as a Special Resolution. | | | | |

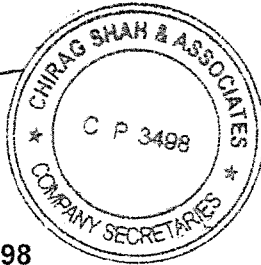


7. The postal ballot forms and other related papers/registers and records were handed over to Mr. Deepak Pandya, Company Secretary for safe custody.
8. You may accordingly declare the result of the voting by Postal Ballot and e-voting.

Thanking you,

Yours faithfully
For CHIRAG SHAH & ASSOCIATES
COMPANY SECRETARIES

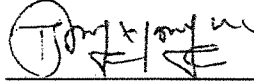

CHIRAG SHAH
(PROPREITOR)
FCS No. 5545, CP No. 3498



Place: Ahmedabad
Date: 9th May, 2016

In presence of :

1. Mr. Raimeen Maradiya



2. Mr. Dhruvil Shah



COUNTERSIGNED BY:

R. S. Adani.

[RAJESH S. ADANI]
MANAGING DIRECTOR
ADANI POWER LIMITED