

NOTICE

NOTICE is hereby given that the 18th Annual General Meeting of Adani Power Limited will be held on Saturday, 9th August, 2014 at 10.15 a.m. at J.B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Gautam S. Adani (DIN: 00006273) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution **as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad, (Firm Registration No. 117365W) be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration (including fees for certification) and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Audit Committee / Board of Directors of the company."

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution **as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. B. B. Tandon (DIN: 00740511), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of up to January, 2015."

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution **as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Vijay Ranchan (DIN: 01602023), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of up to December, 2015."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution **as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act,

as amended from time to time, Mr. C. P. Jain (DIN: 00011964), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years w.e.f. 9th August, 2014."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution **as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the period of office of Mr. Rajesh S. Adani (DIN:00006322), the Managing Director of the Company, who is a non retiring Director in terms of the erstwhile provisions of the Companies Act, 1956 shall henceforth be made liable to retire by rotation."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution **as a Special Resolution:**

"RESOLVED THAT in supersession of the resolution passed under Section 293(1)(d) of the erstwhile Companies Act, 1956 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to borrow by way of loan / debentures (whether secured or unsecured) / bonds / deposits / fund based / non fund based limits / guarantee for the purpose of the business of the Company any sum or sums of money either in Indian or Foreign Currency from time to time from any Bank(s) or any Financial Institution(s) or any other Institution(s), firm(s), body corporate(s), or other person(s) or from any other source in India or out side India whomsoever in addition to the temporary loans obtained from the Company's Banker(s) in the ordinary course of business provided that the sum or sums so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate ₹35,000 Crores (Rupees Thirty Five Thousand Crores only)."

"RESOLVED FURTHER THAT the Board of Directors or its committee thereof be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution **as a Special Resolution:**

"RESOLVED THAT in supersession of the resolution passed under Section 293(1)(a) of the erstwhile Companies Act, 1956 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to create such charges, mortgages and hypothecation in such form and manner and with such ranking and at such time and on such terms as the Board may determine on all or any of the movable and / or immovable properties of the Company, both present and future, in favour of the lender(s), agent and the trustees for securing the borrowings / financial assistance obtained / to be obtained from banks, public financial institutions, body(ies) corporate or any other party and / or to give a collateral security for the borrowings / guarantees of any group / associate Company or otherwise to charge the assets of the Company, for

monies availed/to be availed by way of loans, (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or non-convertible debentures with or without detachable or non-detachable warrants and / or Secured / Un-Secured Premium Notes and / or floating rates notes / bonds / fund based / non fund based limits / guarantee or other debt instruments), issued / to be issued by the Company, from time to time, up to value not exceeding limit approved by shareholders under Section 180(1)(c) of the Companies Act, 2013 from time to time, together with interest, at the respective agreed rates, additional interest, compound interest, in case of default, accumulated interest, liquidated damages, commitment charges, premia prepayment, remuneration of the agent(s), trustee(s), premium if any on redemption, all other cost, charges and expenses including any increase as a result of devaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement, heads of agreement, debenture trust deeds or any other documents, entered into / to be entered into between the Company and the lenders, agents and trustees in respect of the said loans / borrowings / debentures / bonds and containing such specified terms and conditions and covenants in respect of enforcement of security(ies) as may be stipulated in their behalf and agreed to between the Board of Directors or Committee thereof and the lenders, agent(s), trustee(s)."

"RESOLVED FURTHER THAT Board of Directors or its Committee be and is hereby authorised to do such acts, deeds and things as may be deemed expedient to give effect to the above resolution."

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution **as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification (s) or re-enactment thereof, for the time being in force) (the "Companies Act"), the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or restated (the "ICDR Regulations"), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended or restated, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000, as amended or restated, and subject to all other applicable laws, statutes, rules, circulars, notifications, regulations and guidelines of the Government of India, the Securities and Exchange Board of India (the "SEBI"), the Reserve Bank of India (the "RBI"), the Foreign Investment Promotion Board (the "FIPB"), the relevant stock exchanges where the equity shares of the Company are listed (the "Stock Exchanges") and all other appropriate statutory and regulatory authorities, as may be applicable or relevant, whether in India or overseas (hereinafter collectively referred to as the "Appropriate Authorities"), the enabling provisions of the Memorandum and Articles of Association of the Company, as amended, and the listing agreements entered into by the Company with the Stock Exchanges and subject to requisite approvals, consents, permissions and sanctions, if any, of the Appropriate Authorities and subject to such conditions and modifications as may be prescribed by any of them in granting any such approvals, consents, permissions, and sanctions (hereinafter referred as the "Requisite Approvals") which may be agreed to by the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any committee constituted or to be constituted by the Board to exercise its powers including the powers conferred by this resolution, or any person(s) authorised by the Board or its committee for such purposes), consent of the Company be and is hereby accorded to the Board in its absolute discretion, to create, offer, issue and allot, from time to time in either one or more international offerings, in one or more foreign markets, in one or more tranches and/or in the course of one or more domestic offering(s) in India, such number of equity shares and / or any securities linked to, convertible into or exchangeable for equity shares including without limitation through Global Depository Receipts ("GDRs") and / or American Depository Receipts ("ADRs") and / or convertible preference shares and / or convertible

debentures (compulsorily and / or optionally, fully and / or partly) and / or Commercial Papers and / or warrants with a right exercisable by the warrant holder to exchange or convert such warrants with equity shares of the Company at a later dates simultaneously with the issue of non-convertible debentures and/or Foreign Currency Convertible Bonds ("FCCBs") and/or Foreign Currency Exchangeable Bonds ("FCEBs") and / or any other permitted fully and / or partly paid securities / instruments / warrants, convertible into or exchangeable for equity shares at the option of the Company and / or holder(s) of the security(ies) and/or securities linked to equity shares (hereinafter collectively referred to as "Securities"), in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad whether rupee denominated or denominated in foreign currency, to such investors who are eligible to acquire such Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, through public issue(s), rights issue(s), preferential issue(s), private placement(s) and / or qualified institutional placement in terms of Chapter VIII of the SEBI (ICDR) Regulations or any combinations thereof, through any prospectus, offer document, offer letter, offer circular, placement document or otherwise, at such time or times and at such price or prices subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, at a discount or premium to market price or prices in such manner and on such terms and conditions including as regards security, rate of interest, etc., as may be deemed appropriate by the Board in its absolute discretion, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, for an aggregate amount, not exceeding ₹ 5,000 Crores (Rupees Five Thousand Crores Only) or foreign currency equivalent thereof, at such premium as may from time to time be decided by the Board and the Board shall have the discretion to determine the categories of eligible investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and all other relevant factors and where necessary in consultation with advisor(s), lead manager(s), and underwriter(s) appointed by the Company."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue(s) of Securities may, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, have all or any terms, or combination of terms, in accordance with domestic and / or international practice, including, but not limited to, conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever and all other such terms as are provided in offerings of such nature including terms for issue of additional equity shares or variation of the conversion price of the Securities during the duration of the Securities."

"RESOLVED FURTHER THAT in case of any offering of Securities, including without limitation any GDRs / ADRs / FCCBs / FCEBs / other securities convertible into equity shares, consent of the shareholders be and is hereby given to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue / offering in respect of such Securities and such equity shares shall rank paripassu with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue / offering and in the offer document and / or offer letter and / or offering circular and / or listing particulars."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to engage, appoint and to enter into and execute all such agreement(s) / arrangement(s) / MoUs / placement agreement(s) / underwriting agreement(s) / deposit agreement(s) / trust deed(s) / subscription agreement / payment and conversion agency agreement / any other agreements or documents with any consultants, lead manager(s), co-lead manager(s), manager(s), advisor(s), underwriter(s), guarantor(s), depository(ies), custodian(s), registrar(s), agent(s) for service of process, authorised representatives, legal advisors / counsels, trustee(s), banker(s), merchant banker(s) and all such advisor(s), professional(s), intermediaries and agencies as may be required or concerned in such offerings of Securities and to remunerate them by way

of commission, brokerage, fees and such other expenses as it deems fit, listing of Securities in one or more Indian / International Stock Exchanges, authorizing any director(s) or any officer(s) of the Company, severally, to sign for and on behalf of the Company offer document(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / documents(s), give any undertaking(s), affidavit(s), certification(s), declaration(s) including without limitation the authority to amend or modify such document(s).”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, consent of the members of the Company be and is hereby accorded to the Board to do all such acts, deeds, matters and / or things, in its absolute discretion and including, but not limited to finalization and approval of the preliminary as well as final document(s), determining the form, terms, manner of issue, the number of the Securities to be allotted, timing of the issue(s) / offering(s) including the investors to whom the Securities are to be allotted, issue price, face value, number of equity shares or other securities upon conversion or redemption or cancellation of the Securities, premium or discount on issue / conversion / exchange of Securities, if any, rate of interest, period of conversion or redemption, listing on one or more stock exchanges in India and / or abroad and any other terms and conditions of the issue, including any amendments or modifications to the terms of the Securities and any agreement or document (including without limitation, any amendment or modification, after the issuance of the Securities), the execution of various transaction documents, creation of mortgage / charge in accordance with the provisions of the Companies Act and any other applicable laws or regulations in respect of any Securities, either on a paripassu basis or otherwise, fixing of record date or book closure and related or incidental matters as the Board in its absolute discretion deems fit and to settle all questions, difficulties or doubts that may arise in relation to the issue, offer or allotment of the Securities, accept any modifications in the proposal as may be required by the Appropriate Authorities in such issues in India and / abroad and subject to applicable law, for the utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent and that the members shall be deemed to have given their approval thereto for all such acts, deeds, matters and / or things, expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board is authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid Securities and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the Securities, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Company and / or any agency or body authorised by the Company may, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, issue certificates and / or depository receipts including global certificates representing the Securities with such features and attributes as are prevalent in international and / or domestic capital markets for instruments of such nature and to provide for the tradability or transferability thereof as per the international and / or domestic practices and regulations, and under the forms and practices prevalent in such international and / or domestic capital markets.”

“RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body for the issue, upon conversion of the Securities, of equity shares of the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and / or domestic practices and regulations, and under the forms and practices prevalent in international and / or domestic capital markets.”

"RESOLVED FURTHER THAT the Securities may be redeemed and / or converted into and / or exchanged for the equity shares of the Company (or exchanged for equity shares of another company as permitted under applicable law), subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, in a manner as may be provided in the terms of their issue."

"RESOLVED FURTHER THAT in case of a Qualified Institutional Placement (QIP) pursuant to Chapter VIII of the SEBI (ICDR) Regulations, the allotment of eligible securities within the meaning of Chapter VIII of the SEBI (ICDR) Regulations shall only be made to Qualified Institutional Buyers (QIBs) within the meaning of Chapter VIII of the SEBI (ICDR) Regulations, such securities shall be fully paid-up and the allotment of such securities shall be completed within 12 months from the date of the resolution approving the proposed issue by the members of the Company or such other time as may be allowed by SEBI (ICDR) Regulations from time to time and that the securities be applied to the National Securities Depository Limited and / or Central Depository Services (India) Limited for admission of the eligible securities to be allotted as per Chapter VIII of the SEBI (ICDR) Regulations."

"RESOLVED FURTHER THAT the relevant date for the purpose of pricing of the Securities by way of QIP / GDRs / ADRs / FCCBs / FCEBs or by way of any other issue(s) shall be the date as specified under the applicable law or regulation or it shall be the date of the meeting in which the Board decides to open the issue."

"RESOLVED FURTHER THAT the Board and other designated officers of the Company be and are here by severally authorised to make all filings including as regards the requisite listing application / prospectus / offer document / registration statement, or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents with the Stock Exchanges (in India or abroad), the RBI, the FIPB, the SEBI, the Registrar of Companies and such other authorities or institutions in India and / or abroad for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above and the Common Seal of the Company be affixed wherever necessary."

"RESOLVED FURTHER THAT such of these Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by law."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred by this resolution on it, to any Committee of directors or the Managing Director or Directors or any other officer of the Company, in order to give effect to the above resolutions."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution **as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (Act), (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and other applicable SEBI regulations and guidelines, the provision of the Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules and regulations and guidelines, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to redeemable secured / unsecured Non Convertible Debentures(NCDs) but not limited to subordinated Debentures, bond, and / or other debt securities, etc., on a private placement basis, in one or more tranches, during the

period of one year from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / Committee be and is hereby authorised to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium / discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds / documents / undertakings / agreements/ papers/writings, as may be required in this regard.”

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution **as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

13. To consider and if thought fit, to pass, with or without modification(s), the following resolution **as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

For and on behalf of the Board

Place : Ahmedabad
Date : 15th May, 2014

Rajesh Shah
Company Secretary

Regd. Office:
Shikhar, Nr. Adani House,
Mithakhali Six Roads,
Navrangpura,
Ahmedabad - 380 009 Gujarat, India.
CIN :L40100GJ1996PLC030533

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. THE PROXY NEED NOT BE A MEMBER.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. **THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. As per clause 49 of the listing agreement(s), information regarding appointment / re-appointment of directors and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business to be transacted are annexed hereto.
4. The Register of members and share transfer books of the Company will remain closed from 2nd August, 2014 to 9th August, 2014 (both days inclusive) for the purpose of 18th Annual General Meeting.
5. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
6. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between 11.00 a.m to 1.00 p.m prior to date of Annual General Meeting.
7. Members are requested to bring their copy of Annual Report at the meeting.
8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

9. Voting through electronic means:

The Company is pleased to offer e-voting facility for all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instructions for e-voting are as under:

SECTION A - E-VOTING PROCESS -

Step 1: Open your web browser during the voting period and log on to the e-Voting Website: www.evotingindia.com.

Step 2: Click on "Shareholders" to cast your vote(s)

Step 3: Select the Electronic Voting Sequence Number (EVSN) i.e. "**140708021**" along with "COMPANY NAME" i.e. "**Adani Power Ltd.**" from the drop down menu and click on "SUBMIT".

Step 4: Please enter User ID –

a. For account holders in CDSL :- Your 16 digits beneficiary ID

b. For account holders in NSDL :- Your 8 Character DP ID followed by 8 Digits Client ID

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- Step 5: Enter the Image Verification as displayed and Click on Login
- Step 6: If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- Step 7: If you are a first time user follow the steps given below:
- 7.1 Enter your 10 digit alpha-numeric **PAN** issued by Income Tax Department.
- For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
- 7.2 Enter the **Date of Birth (DOB)** recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format#
- 7.3 Enter your **Bank details** (Account Number) recorded in the demat account or registered with the Company for the demat account#
- # Any one of the details i.e. DOB or Bank details should be entered for logging into the account. If Bank details and Date of Birth are not recorded with the Depository or Company please enter **the number of shares held by you as on the cut off date (Record Date) i.e. 4th July, 2014** in the **Bank details field**.
- Step 8: After entering these details appropriately, click on "SUBMIT" tab.
- Step 9: First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password is to be also used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for 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.
- If Demat account holder has forgotten the changed 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.
- Members holding shares in physical form will then directly reach the Company selection screen.
- Step 10: Click on the EVSN of the Company i.e. **140708021** to vote.
- Step 11: On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.
- Step 12: Click on the Resolution File Link if you wish to view the Notice.
- Step 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.
- Step 14: Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- i. The e-Voting period commences on 3rd August, 2014 (9.00 a.m.) and ends on 5th August, 2014 (6.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date (record date) of 4th July, 2014 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- iii. CS Chirag Shah, Practising Company Secretary (Membership No.: FCS 5545; CP No: 3498) (Address: 808, Shiromani Complex, Opp. Ocean Park, S.M. Road, Satellite, Ahmedabad – 380 015, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- iv. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit forthwith to the Chairman of the Company.
- v. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.adanipower.com and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- ix. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x. 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 email to helpdesk.evoting@cdslindia.com.

Contact Details

Company : Adani Power Limited
Regd. Office: Shikhar, Near Adani House, Mithakhali Six Roads,
Navrangpura, Ahmedabad-380 009, Gujarat, India
CIN: L40100GJ1996PLC030533
E-mail ID: investorgrievance@adanipower.com

**Registrar and
Transfer Agent** : M/S Karvy Computershare Private Limited
Plot No.17-24
Vittal Rao Nagar, Madhapur,
Hyderabad – 500 081
Tel. No.: +91 – 40 – 44655000
Fax: +91 – 40 – 23420814

e-Voting Agency : Central Depository Services (India) Limited
E-mail ID: helpdesk.evoting@cdslindia.com

Scrutinizer : CS Chirag Shah,
Practising Company Secretary
E-mail ID: pcschirag@gmail.com

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

For Item Nos. 4 to 6:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. B. B. Tandon, Mr. Vijay Ranchan and Mr. C. P. Jain as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of Section 149 of the Act, which came in to effect from 1st April, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation. Pursuant to clause 49 of the Listing Agreement with Stock Exchanges (to come into force w.e.f. 1st October, 2014), an Independent Director cannot hold office for more than two consecutive terms of five years each and any tenure of an Independent Director on the commencement of the Companies Act, 2013 shall not be counted as a term. Hence, the said Independent Directors are proposed to be appointed for a period as mentioned in the respective resolutions from the concluding of this Annual General Meeting.

Mr. B. B. Tandon, Mr. Vijay Ranchan and Mr. C. P. Jain, Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Directors and they are independent of the management.

Mr. B. B. Tandon, Mr. Vijay Ranchan and Mr. C. P. Jain are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. B. B. Tandon, Mr. Vijay Ranchan and Mr. C. P. Jain for the office of Directors of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of the Independent Directors whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith.

Mr. B. B. Tandon, Mr. Vijay Ranchan and Mr. C. P. Jain are deemed to be interested in the resolutions set out respectively at Item Nos. 4 to 6 of the Notice with regard to their respective appointments.

The Board of Directors recommends the said resolutions for your approval.

Save and except the above, none of the other Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

For Item No. 7:

Mr. Rajesh S. Adani, Managing Director of the Company was re-appointed pursuant to the provisions of Sections 269 and other applicable provisions, if any, of the erstwhile Companies Act, 1956, by the shareholders at the Annual General Meeting held on 8th August, 2013 for a period of 5 years with effect from 1st April, 2013.

The period of office of Mr. Rajesh S. Adani being the Managing Director was not liable to determination by retirement of directors by rotation in terms of the erstwhile provisions of the Companies Act, 1956.

The Board of Directors of your Company at present consists of six members, with whom three of them being Independent Directors, one being Non-Executive and remaining two being Managing / Executive Directors.

The provisions of Section 152 of the Companies Act, 2013 provide that not less than two-thirds of the total number of directors of a public Company shall be persons whose period of office is liable to determination by retirement of directors by rotation, where the term "total number of directors" does not include Independent Directors whether appointed under the Companies Act, 2013 or any other law for the time being in force.

In the light of above-referred provisions of the Companies Act, 2013, it is desirable that the period of office of Mr. Rajesh S. Adani, Managing Director is made liable to retire by rotation.

The Board of Directors recommends the above resolution for your approval.

Except Mr. Rajesh S. Adani and Mr. Gautam S. Adani, none of the other Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

For Item No. 8:

The members of the Company at the Annual General Meeting held on 21st August, 2010 had authorised Board of Directors to exercise borrowing powers the outstanding amount of which at any time shall not exceed in the aggregate ₹ 35,000 Crores (Rupees Thirty Five Thousand Crores only).

Section 180(1)(c) of the Companies Act, 2013 which has replaced Section 293(1)(d) of the Companies Act, 1956 provides that the Board of Directors shall not borrow in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution. Further, as per a clarification issued by the Ministry of Corporate Affairs, the ordinary resolution earlier passed under Section 293(1)(a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013 i.e. upto 11th September, 2014.

Accordingly, it is, therefore, necessary for the members to pass a special resolution under Section 180(1)(c) of the Companies Act, 2013, to enable to the Board of Directors to borrow money the outstanding amount of which at any time shall not exceed in the aggregate ₹ 35,000 Crores (Rupees Thirty Five Thousand Crores Only).

The Board of Directors recommends the above resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

For Item No. 9:

The members of the Company vide resolution passed through postal ballot dated 31st March, 2011 had authorised the Board of Directors to create charge on all or any of the movable or immovable properties of the Company pursuant to Section 293(1)(a) of the Companies Act 1956 subject to the limits upto ₹ 35,000 crores (Rupees Thirty Five Thousand Crores only)

Section 180(1)(a) of the Companies Act, 2013 which has replaced Section 293(1)(a) of the Companies Act, 1956 provides that the Board of Directors shall create charge on all or any of the movable or immovable properties of the Company, except with the consent of the Company accorded by way of a special resolution. Further, as per a clarification issued by the Ministry of Corporate Affairs, the ordinary resolution earlier passed under

Section 293(1)(a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013 i.e. upto 11th September, 2014.

Accordingly, it is, therefore, necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security upto limit specified in the resolution passed under Section 180(1)(c) of the Companies Act, 2013.

The Board of Directors recommends the above resolution for your approval

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

For Item No. 10:

The Company proposes to have flexibility to infuse additional capital, to tap capital markets and to raise additional long term resources, if necessary in order to sustain rapid growth in the business, for business expansion and to improve the financial leveraging strength of the Company. The proposed resolution seeks the enabling authorization of the members to the Board of Directors to raise funds to the extent of ₹ 5,000 Crores (Rupees Five Thousand Crores only) or its equivalent in any one or more currencies, in one or more tranches, in such form, on such terms, in such manner, at such price and at such time as may be considered appropriate by the Board (inclusive at such premium as may be determined) by way of issuance of equity shares of the Company ("Equity Shares") and / or any instruments or securities including Global Depository Receipts ("GDRs") and / or American Depository Receipts ("ADRs") and / or convertible preference shares and / or convertible debentures (compulsorily and / or optionally, fully and / or partly) and / or non-convertible debentures (or other securities) with warrants, and / or warrants with a right exercisable by the warrant holder to exchange or convert such warrants with equity shares of the Company at a later date simultaneously with the issue of Foreign Currency Convertible Bonds ("FCCBs") and / or Foreign Currency Exchangeable Bonds ("FCEBs") and / or any other permitted fully and / or partly paid securities / instruments / warrants, convertible into or exchangeable for equity shares at the option of the Company and / or holder(s) of the security(ies) and / or securities linked to equity shares (hereinafter collectively referred to as "Securities"), in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad whether rupee denominated or denominated in foreign currency by way of private placement or otherwise.

The Special Resolution also seeks to empower the Board of Directors to undertake a Qualified Institutional Placement (QIP) with Qualified Institutional Buyers (QIBs) as defined by SEBI under Issue of Capital and Disclosure Requirements Regulations, 2009. The Board of Directors may in their discretion adopt this mechanism as prescribed under Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. Further in case the Company decides to issue eligible securities within the meaning of chapter VIII of the SEBI Regulations to Qualified Institutional Investors, it will be subject to the provisions of chapter VIII of the SEBI Regulations as amended from time to time. The aforesaid securities can be issued at a price after taking into consideration the pricing formula prescribed in Chapter VIII of the SEBI (ICDR) Regulations. Allotment of securities issued pursuant to Chapter VIII of SEBI Regulations shall be completed within twelve months from the date of passing of the resolution under Section 42 and 62 of the Companies Act, 2013. This Special Resolution gives (a) adequate flexibility and discretion to the Board to finalise the terms of the issue, in consultation with the Lead Managers, Underwriters, Legal Advisors and experts or such other authority or authorities as need to be consulted including in relation to the pricing of the Issue which will be a free market pricing and may be at premium or discount to the market price in accordance with the normal practice and (b) powers to issue and market any securities issued including the power to issue such Securities in such tranche or tranches with / without voting rights or with differential voting rights.

The detailed terms and conditions for the issue of Securities will be determined in consultation with the advisors, and such Authority / Authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The consent of the shareholders is being sought pursuant to the provisions of Section 42, 62 and other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the listing agreement executed by the Company with Stock Exchanges where the Equity Shares of the Company are listed. Since the resolution involves issue of Equity Shares to persons other than existing shareholders, special resolution in terms of Section 42 and 62 of the Companies Act, 2013 is proposed for your approval. The amount proposed to be raised by the Company shall not exceed ₹ 5,000 Crores (Rupees Five Thousand Crores Only).

The Equity shares, which would be allotted, shall rank in all respects paripassu with the existing Equity Shares of the Company, except as may be provided otherwise under the terms of issue / offering and in the offer document and / or offer letter and / or offering circular and / or listing particulars.

The Board of Directors recommends the above resolution for your approval

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

For Item No. 11:

As per the provisions of Section 42 of the Companies Act, 2013 ("the Act") and the rules thereunder, a Company offering or making an invitation to subscribe to redeemable secured / unsecured Non-Convertible Debentures (NCDs) on a private placement basis is required to obtain the prior approval of the members by way of a Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and an invitation for such NCDs to be made during the year.

It is proposed to offer or invite subscriptions for NCDs including subordinated debentures, bonds, and / or other debt securities, etc., on private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the members, within the overall borrowing limits of the Company, as may be approved by the members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the NCDs, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, the approval of the members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any of the Act and its rules there under.

The Board of Directors recommends the above resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

For Item No. 12 :

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Kiran J. Mehta & Co., Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2014-15, at a fee of ₹ 2,75,000 plus applicable taxes and reimbursement of out of pocket expenses, as remuneration for cost audit services for the FY 2014-15.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 12 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2015.

The Board of Directors recommends the above resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

For Item No. 13:

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AoA by a set of new Articles.

The new AoA to be substituted in place of existing AoA are based on Table 'F' of the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by shares.

The proposed new draft of AoA is being uploaded on the Company's website for perusal by the shareholders.

The Board of Directors recommends the above resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

For and on behalf of the Board

Place : Ahmedabad
Date : 15th May, 2014

Rajesh Shah
Company Secretary

Regd. Office:
Shikhar, Nr. Adani House,
Mithakhali Six Roads,
Navrangpura, Ahmedabad - 380 009 Gujarat, India.
CIN :L40100GJ1996PLC030533

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronics holding with the Depository through their concerned Depository Participants.

Details of Directors seeking Appointment / Re-appointment

Name of Director	Date of Birth (No. of Shares held)	Qualification	Nature of expertise	Name of Public Companies in which he holds Directorship (As on 31.03.2014)	Name of Committees of Public Companies of which he holds Membership / Chairmanship* (As on 31.03.2014)
Mr. Gautam S. Adani	24 th June, 1962 (Nil)	S.Y. B.Com.	Mr. Gautam S. Adani, the Chairman and Founder of the Adani Group, has more than 34 years of business experience. Under his leadership, Adani Group has emerged as a global integrated infrastructure player with interest across Resources, Logistics and Energy verticals. Mr. Adani's success story is extraordinary in many ways. His journey has been marked by his ambitious and entrepreneurial vision, coupled with great vigour and hard work. This has not only enabled the Group to achieve numerous milestones but also resulted in creation of a robust business model which is contributing towards building sound infrastructure India.	<ul style="list-style-type: none"> ➤ Adani Power Ltd. ➤ Adani Enterprises Ltd. ➤ Adani Ports And Special Economic Zone Ltd. 	Nil
Mr. B.B. Tandon, IAS (Retd.)	30 th June, 1941 (5000 shares)	M.A, LL.B., CAIIB.	Mr. B. B. Tandon holds master degree in arts and LL.B from Delhi university and is a Certified Associate of the Indian Institute of Bankers. He has served the Government of India, the State Government of Himachal Pradesh and State Electricity Board of Himachal Pradesh. As Principal Secretary (Power) and Chairman of Himachal Pradesh State Electricity Board, he initiated the policy of private sector participation in the execution of hydel projects in Himachal Pradesh and various projects in the state. He has also served as Chief Election Commissioner of India.	<ul style="list-style-type: none"> ➤ Adani Power Ltd. ➤ ACB (India) Ltd. ➤ Bhushan Steel Ltd. ➤ Birla Corporation Ltd. ➤ Dhampur Sugar Mills Ltd. ➤ Exicom Tele-Systems Ltd. ➤ Filatex India Ltd. ➤ Jaiprakash Power Ventures Ltd. ➤ Jaypee Infratech Ltd. ➤ Oriental Carbon & Chemicals Ltd. ➤ VLS Finance Ltd. ➤ Schrader Duncan Ltd. 	<ul style="list-style-type: none"> ➤ Adani Power Ltd. ➤ Audit Committee (Chairman) ➤ Shareholder / Investor Grievance and Share Transfer Committee* (Member) ➤ Bhushan Steel Ltd. ➤ Audit Committee (Chairman) ➤ Birla Corporation Ltd. ➤ Audit Committee (Member) ➤ Filatex India Ltd. ➤ Audit Committee (Member) ➤ Jaiprakash Power Ventures Ltd. ➤ Audit Committee (Chairman) ➤ Oriental Carbon & Chemicals Ltd. ➤ Audit Committee (Member) ➤ VLS Finance Ltd. ➤ Audit Committee (Member) ➤ Shareholders / Investors Grievance Committee (Member) ➤ Schrader Duncan Ltd. ➤ Audit Committee (Member)

* Represents Membership / Chairmanship of Committees viz. Audit Committee and Shareholders'/Investors' Grievances Committee as per clause 49 of the Listing Agreement.

^ Nomenclature changed to Stakeholders' Relationship Committee w.e.f. 15.05.2014.

Details of Directors seeking Appointment / Re-appointment

Name of Director	Date of Birth (No. of Shares held)	Qualification	Nature of expertise	Name of Public Companies in which he holds Directorship (As on 31.03.2014)	Name of Committees of Public Companies of which he holds Membership / Chairmanship* (As on 31.03.2014)
Mr. Vijay Ranchan, IAS (Retd.)	1 st October, 1942 (5000 shares)	M.A.	Mr. Vijay Ranchan is an retired Indian Administrative Service (IAS) official, he holds an MA degree in English Literature from Punjab University. During his tenure, Mr. Ranchan has held various senior positions in the Government departments of Revenue, Industry, Labour and Health. He had been the Additional Chief Secretary to the Government of Gujarat, handling policy framing and administration. He has also worked for Gujarat Agro Industries Corporation (GAIC), Gujarat Industrial Investment Corporation (GIIC), Gujarat State Petroleum Corporation (GSPC), Gujarat Mineral Development Corporation (GMDC) and Gujarat Industrial Development Corporation (GIDC).	<ul style="list-style-type: none"> ➤ Adani Power Ltd. ➤ Adani Power ➤ Maharashtra Ltd. ➤ Usher Agro Ltd. ➤ Usher Eco Power Ltd. ➤ Shah Pulp and Paper Mills Ltd. 	<ul style="list-style-type: none"> ➤ Adani Power Ltd. Shareholder / investor ➤ Grievance and Share Transfer Committee[^] (Chairman) ➤ Audit Committee (Member) ➤ Usher Agro Ltd. ➤ Audit Committee (Member) ➤ Shah Pulp and Paper Mills Ltd. ➤ Audit Committee (Member)
Mr. C.P Jain	3 rd March, 1946 (Nil)	B.Com, LL.B., FCA, A.D.I.M	Mr. C. P. Jain was Chairman & Managing Director of NTPC Ltd, between September 2000 and March 2006, and has had an illustrious career spanning nearly 40 years. He is a Fellow Chartered Accountant and done Advanced Diploma in Management. He spearheaded a major capacity addition programme to make NTPC a 46,000 MW company by 2012. He led the market entry of NTPC through its IPO in 2004. Mr. Jain had been the Chairman of the Standing Conference of Public Enterprises (SCOPE), the apex organization of Central Public Sector Enterprises (CPSEs) in India for the period 2003-05. He was Member of the Ad hoc Group of Experts on Empowerment of CPSEs constituted by the Government of India. He headed the CII's (Confederation of Indian Industries) National Committee on Energy. Mr. Jain has been the Chairman of the Global Studies Committee of World Energy Council London and also the Member of its Officers Council for a 6 year term up to September 2010. After his retirement from NTPC in March 2006. Mr. Jain has	<ul style="list-style-type: none"> ➤ Adani Power Ltd. ➤ IIDCLtd. ➤ PCI Ltd. ➤ IL & FS Energy Development Company Ltd. 	<ul style="list-style-type: none"> ➤ Adani Power Ltd. Audit Committee (Member) ➤ IIDCLtd. Audit Committee (Chairman) ➤ PCI Ltd. Audit Committee (Member) ➤ Corporate Governance cum Investor grievance Committee (Member) ➤ IL & FS Energy Development Company Ltd. Audit Committee (Member)

* Represents Membership / Chairmanship of Committees viz. Audit Committee and Shareholders'/Investors' Grievances Committee as per clause 49 of the Listing Agreement.

[^] Nomenclature changed to Stakeholders' Relationship Committee w.e.f. 15.05.2014.

Details of Directors seeking Appointment / Re-appointment

Name of Director	Date of Birth (No. of Shares held)	Qualification	Nature of expertise	Name of Public Companies in which he holds Directorship (As on 31.03.2014)	Name of Committees of Public Companies of which he holds Membership / Chairmanship* (As on 31.03.2014)
Mr. Rajesh S. Adani	7 th December, 1964 (Nil)	B.Com.	<p>been member of Standing Technical Advisory Committee of Reserve Bank of India (R.B.I.) and Member of Audit Advisory Board of the Comptroller and Auditor General of India for a term of two year each.</p> <p>Mr. Rajesh Adani has been associated with Adani Group since its inception. He is in charge of the operations of the Group and has been responsible for developing its business relationships. His proactive, personalized approach to the business and competitive spirit has helped towards the growth of the Group and its various businesses.</p>	<ul style="list-style-type: none"> ➤ Adani Power Ltd. ➤ Adani Enterprises Ltd. ➤ Adani Ports and Special Economic Zone Ltd. ➤ Adani Gas Ltd. ➤ Adani Wilmar Ltd. ➤ Adani Welspun Exploration Ltd. ➤ Adani Mining Pvt. Ltd. 	<ul style="list-style-type: none"> ➤ Adani Power Ltd. Audit Committee (Member) ➤ Shareholders / investors Grievance Committee[^] (Member) ➤ Adani Ports and Special Economic Zone Ltd. Audit Committee (Member) ➤ Shareholders / investors Grievance Committee[^] (Member) ➤ Adani Gas Ltd. Audit Committee (Chairman) ➤ Adani Wilmar Ltd. Audit Committee (Member) ➤ Adani Welspun Exploration Ltd. Audit Committee (Chairman)

* Represents Membership / Chairmanship of Committees viz. Audit Committee and Shareholders' Grievances Committee as per clause 49 of the Listing Agreement.
[^] Nomenclature changed to Stakeholders' Relationship Committee w.e.f. 15.05.2014.

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Adani Power Limited

Regd. Office: Shikhar, Near Adani House, Mithakhali Six Roads,
Navrangpura, Ahmedabad-380 009, Gujarat, India
CIN: L40100GJ1996PLC030533

adani™

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L40100GJ1996PLC030533

Name of the Company : Adani Power Limited

Registered Office : Shikhar, Near Adani House, Mithakhali Six Roads, Navrangpura,
Ahmedabad-380 009, Gujarat, India

Name of the member(s) :

Registered address :

E-mail ID :

Folio No/ Client ID :

DP ID :

I / We, being the member(s) of shares of the above named Company, hereby appoint:

1. Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him

2. Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him

3. Name : _____

Address : _____

E-mail Id : _____

Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company, to be held on Saturday, the 9th day of August, 2014 at 10.15 a.m. at J.B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business :

1. Adoption of Annual Accounts of the Company as on 31st March, 2014 (Ordinary Resolution).
2. Re-appointment of Mr. Gautam S. Adani who retires by rotation (Ordinary Resolution).
3. Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad as Auditors of the Company and fixing their remuneration (Ordinary Resolution).

Special Business :

4. Appointment of Mr. B. B. Tandon as an Independent Director (Ordinary Resolution).
5. Appointment of Mr. Vijay Ranchan as an Independent Director (Ordinary Resolution).
6. Appointment of Mr. C. P. Jain as an Independent Director (Ordinary Resolution).
7. Change in period of office of Mr. Rajesh S. Adani, Managing Director, to be liable to retire by rotation (Special Resolution).
8. Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013 (Special Resolution).
9. Creation of charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013 (Special Resolution).
10. Approval of offer or invitation to subscribe to Securities for an amount not exceeding ₹ 5,000 Crores (Special Resolution).
11. Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement basis (Special Resolution).
12. Ratification of the Remuneration of the Cost Auditors (Ordinary Resolution).
13. Adoption of new Articles of Association of the Company (Special Resolution).

Signed this day of 2014.

Signature of shareholder: _____



Signature of Proxy holder(s): _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

Adani Power Limited

Regd. Office: Shikhar, Near Adani House, Mithakhali Six Roads,
Navrangpura, Ahmedabad-380 009, Gujarat, India
CIN: L40100GJ1996PLC030533



■ **ATTENDANCE SLIP**

Full name of the member attending _____

Full name of the joint-holder _____

(To be filled in if first named Joint – holder does not attend meeting)

Name of Proxy _____

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the Annual General Meeting held at J.B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015 on Saturday, 9th August, 2014 at 10.15 a.m.

Folio No _____ DP ID No. * _____ Client ID No.* _____

* Applicable for members holding shares in electronic form.

No. of Share(s) held _____

Member's / Proxy's Signature

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Adani Power Limited

18th Annual Report
2013-14



We pledge
commitment
to empower
the nation.



Resources Logistics Energy

adani™

18TH ANNUAL REPORT 2013-14

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Gautam S. Adani, Chairman
 Mr. Rajesh S. Adani, Managing Director
 Mr. Vneet S Jaain, Executive Director
 Mr. B. B. Tandon, IAS (Retd.)
 Mr. Vijay Ranchan, IAS (Retd.)
 Mr. C. P. Jain

COMPANY SECRETARY

Mr. Rajesh Shah

AUDITORS

M/s. Deloitte Haskins & Sells
 Chartered Accountants
 Ahmedabad

REGISTERED OFFICE

“Shikhar”
 Near Adani House, Mithakhali Six Roads,
 Navrangpura, Ahmedabad – 380 009
 CIN : L40100GJ1996PLC030533

BANKERS AND FINANCIAL INSTITUTIONS

Afrasia Bank
 Allahabad Bank
 Axis Bank
 Bank of Baroda
 Bank of India
 Bank of Maharashtra
 Banque Des Mascareignes Ltee
 Canara Bank
 Central Bank of India
 China Development Bank
 Corporation Bank
 Deutsche Bank AG
 DCB Bank
 First Gulf Bank
 HDFC Bank
 ICICI Bank
 Industrial Development Bank of India
 Infrastructure Development Finance Company
 Life Insurance Corporation of India

REGISTRAR AND TRANSFER AGENT

M/s Karvy Computershare Private Limited
 Plot No 17-24
 Vittal Rao Nagar, Madhapur,
 Hyderabad-500 081
 Phone: +91-40-44655000 Fax: +91-40-23420814

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Mega Bank International Commercial Bank
 Punjab National Bank
 Punjab & Sind Bank
 Royal Bank of Scotland
 SBI (Mauritius)
 State Bank of Bikaner & Jaipur
 State Bank of Hyderabad
 State Bank of India
 State Bank of Mysore
 State Bank of Patiala
 State Bank of Travancore
 Standard Chartered Bank
 Syndicate Bank
 The Jammu & Kashmir Bank
 UCO Bank
 Union Bank of India
 United Bank of India
 Yes Bank

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participants.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the Eighteenth Annual Report alongwith the audited accounts of your Company for the Financial Year ended on 31st March, 2014.

Financial Highlights:

(₹ in Crores)

Particulars	Standalone		Consolidated	
	FY 13-14	FY 12-13	FY 13-14	FY 12-13
Revenue from operations	10,714.43	6,332.98	15,768.08	6,779.36
Other income	590.13	535.11	186.32	190.65
Total revenue	11,304.56	6,868.09	15,954.40	6,970.01
Operating & Administrative expenses	8,608.16	6,526.29	13,313.94	7,109.43
Profit/(Loss) before finance costs and exceptional items	2,696.40	341.80	2,640.46	(139.42)
Finance Costs	3,023.61	1,645.41	4,010.00	1,702.86
Exceptional Item (income)	-	51.59	-	24.06
Profit/(Loss) Before Tax	(327.21)	(1,252.02)	(1,369.54)	(1,818.22)
Tax (including Deferred Tax)	(1,060.63)	458.32	(1,078.99)	476.79
Profit/(Loss) After Tax	733.42	(1,710.34)	(290.55)	(2,295.01)
Profit/(Loss) after tax from discontinuing operations*	(138.16)	(241.69)	-	-
Profit/(Loss) from Total Operations	595.26	(1,952.03)	-	-

* Refer Note 36 of financial statements for discontinuing operations.

Financial Performance:

Standalone:

The total revenue of your Company for FY 2013-14 stood at ₹ 11,600.17 Crores (including revenue from discontinuing operations of ₹ 295.61 Crores) as against ₹ 6,868.09 Crores for FY 2012-13 showing an increase of 69%.

The EBIDTA (before exceptional items and including discontinuing operation) increased by 210% from ₹ 1,332 Crores in FY 2012-13 to ₹ 4,129 Crores in FY 2013-14.

Net Profit for the FY 2013-14 stood at ₹ 595.26 Crores from ₹ (1,952.03) Crores in FY 2012-13.

Consolidated:

The consolidated total revenue of your Company for FY 2013-14 stood at ₹ 15,954.40 Crores as against ₹ 6,970.01 Crores for FY 2012-13 showing an increase of 129%.

The EBIDTA (before exceptional items) increased by 322% from ₹ 1,150.26 Crores in FY 2012-13 to ₹ 4,858.91 Crores in FY 2013-14.

Consolidated Net Loss for the year reduced from ₹ (2,295.01) Crores in FY 2012-13 to ₹ (290.55) Crores in FY 2013-14.

In February, 2014, Central Electricity Regulatory Commission (CERC) passed an order approving compensatory tariff till 31st March, 2013 and recommended a formulae for computation of compensatory tariff beyond 31st March, 2013. The said order states that the Compensatory Tariff till 31st March 2013 aggregating ₹ 829.75 Crores shall be paid to the Company in equal monthly installments over a period of not more than 36 months from the date of the order. The amount of Compensatory Tariff from 1st April, 2013 to 31st March, 2014 shall be paid to the Company in equal monthly instalments over a period of not less than 12 months from the date of the order and the Compensatory Tariff for subsequent periods commencing from 1st April, 2014 shall be paid on a monthly basis based on claims submitted by the Company. Your Directors welcome the order. This step will revive investment cycle in power sector, which had slowed down due to non-remunerative power price under the old PPAs.

During the year, the Company (alongwith subsidiaries) emerged as largest private power producer with installed capacity of 8580 MW. The Company also set a record in power generation by achieving full load of 4620 MW at Mundra power plant.

Consolidated Financial Statements:

The audited consolidated financial statements of your Company as on 31st March, 2014, which form part of the annual report, have been prepared pursuant to Clause 41 of the Listing Agreement entered with the Stock Exchanges, in accordance with provisions of the Companies Act, 1956 and the Accounting Standards AS-21 on Consolidated Financial Statements.

Dividend:

In view of accumulated losses, your Directors have not recommended any dividend on equity shares for the year under review.

Fixed Deposits:

During the year under review, your Company has not accepted any deposits within the meaning of Section 58A of Companies Act, 1956 and the rules made thereunder.

Preferential Issue:

During the year under review, the Company made preferential issue of 47,86,50,000 equity shares to Promoter/Promoter group at a premium of ₹ 43.11/- per share. The entire issue proceeds were utilized for repayment of loan raised for Capital Expenditure of Projects of the Company by 30th June, 2013.

Consequent upon preferential issue of shares, the paid up capital of the Company was increased from ₹ 2393,27,21,100/- (239,32,72,110 equity shares of ₹ 10/- each) to ₹ 2871,92,21,100/- (287,19,22,110 equity shares of ₹ 10/- each).

Demerger of transmission business:

The Company and its wholly owned subsidiary i.e. Adani Power Maharashtra Limited have established following transmission lines:

- 1) +/- 500 kv HVDC transmission line of about 990 kms from Mundra, Gujarat to Mohindergarh, Haryana with associated 400 kv lines;
- 2) 400kv D/C transmission line of about 434 kms from Mundra, Gujarat to Dehgam, Gujarat;
- 3) 400 kv D/C transmission line of about 218 kms from Tiroda, Maharashtra to Warora, Maharashtra.

For better regulatory compliance and efficient and focused management of transmission line business, the Board of Directors approved demerger of transmission line business into a wholly owned subsidiary company. Accordingly, the Board of Directors in its meeting held on 28th December, 2013 approved scheme of arrangement for demerger of transmission line business of the Company and of Adani Power Maharashtra Ltd.

into its wholly owned subsidiary namely Adani Transmission (India) Limited (earlier Adani Transmission (Gujarat) Limited). The Company has received approval of Stock Exchanges to the said Scheme and process of further approval to the scheme are being carried out.

Subsidiary Companies:

Your Company has 4 subsidiaries (including step down subsidiary) at the end of the year which are as follows:

- 1) Adani Power Maharashtra Ltd.
- 2) Adani Power Rajasthan Ltd.
- 3) Adani Transmission (India) Ltd. (erstwhile Adani Transmission (Gujarat) Ltd.)
- 4) Adani Transmission (Maharashtra) Ltd. (subsidiary of Adani Power Maharashtra Ltd.)
 - **Adani Power Maharashtra Ltd. (APML):** APML is implementing 3300 MW (5x660MW) power project based on supercritical technology at Tiroda, Dist. Gondia, Maharashtra. During the year the Company commissioned 3 x 660 i.e. 1980 MW. With this the total operational capacity at APML is 2640 MW. APML has also commissioned 400 kv D/C transmission line of about 218 kms from Tiroda, Maharashtra to Warora, Maharashtra.
 - **Adani Power Rajasthan Ltd. (APRL):** APRL has implemented 1320 MW (2x660MW) power project based on supercritical technology at Kawai, Dist. Baran, Rajasthan. Entire capacity of power project has been commissioned during the year.

During the year, the Company has divested its entire holding in Adani Power Dahej Ltd., Adani Pench Power Ltd., and Kutchh Power Generation Ltd. and transferred it to Adani Enterprises Ltd. (Holding Company of the Company), hence ceased to be subsidiaries of the Company.

During the year, Adani Transmission (India) Ltd., Adani Transmission (Maharashtra) Ltd. (Subsidiary of Adani Power Maharashtra Ltd.) were set up as subsidiaries of the Company.

Pursuant to the General Exemption under Section 212(8) of the Companies Act, 1956 granted by Ministry of Corporate Affairs vide its circular no. 02/2011 dated 8th February, 2011 and in compliance with the conditions enlisted therein, the Audited Statement of Accounts and the Auditors' Report thereon for the Financial Year ended 31st March, 2014 along with the Reports of the Board of Directors of the Company's subsidiaries have not been annexed. However, as directed by the Ministry of Corporate Affairs, some key information has been disclosed in a brief abstract forming part of this Annual Report.

The annual accounts of the subsidiary companies and related detailed information shall be made available to the shareholders of the holding and subsidiary companies seeking such information on all working days during business hours, The annual accounts of the subsidiary companies shall also be kept for inspection by any shareholder during working hours at the Company's registered office and that of the respective subsidiary companies concerned. Details of developments of subsidiaries of the Company are covered in Management Discussion and Analysis Report forming part of the Annual Report.

Directors:

The Board comprises of six directors. During the year there has been no change in composition of the Board.

The Company had, pursuant to the provisions of clause 49 of the Listing Agreement entered into with Stock Exchanges, appointed Mr. B. B. Tandon, Mr. Vijay Ranchan and Mr. C. P. Jain as Independent Directors of the Company. As per Section 149(4) of the Companies Act, 2013, which came into effect from 1st April, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors.

In accordance with the provisions of section 149 of the Companies Act, 2013, these Directors are being appointed as Independent Directors to hold office as per their tenure of appointment mentioned in the Notice of the forthcoming Annual General Meeting (AGM) of the Company.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

Pursuant to the requirements of the Companies Act, 2013 and Articles of Association of the Company, Mr. Gautam S. Adani is liable to retire by rotation and being eligible offers himself for re-appointment.

Further, in terms of section 152 of the Companies Act, 2013 your Board recommends for shareholders' approval, the period of office of Mr. Rajesh S. Adani, Managing Director of the Company, to be liable to determination by rotation.

Brief details of Directors proposed to be appointed / re-appointed as required under Clause 49 of the Listing Agreement are provided in the Notice of Annual General Meeting forming part of this Annual Report.

Directors' Responsibility Statement:

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, the Directors confirm that:

1. In the preparation of annual accounts, the applicable accounting standards have been followed alongwith proper explanations relating to material departures, if any.
2. Reasonable and Prudent Accounting Policies have been adopted in preparation of the Financial Statements. The Accounting Policies have been consistently applied except for the changes mentioned in Notes forming part of financial statements.
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. The annual accounts have been prepared on a going concern basis.

Formation of various committees:

Details of various committees constituted by the Board of Directors as per the provision of Clause 49 of the Listing Agreement and Companies Act, 2013 are given in the Corporate Governance Report and form part of this report.

Corporate Social Responsibility:

The details of Corporate Social Responsibility (CSR) carried out by the Company is appended in the Annexure to the Directors' Report.

The particulars of the CSR committee constituted by the company pursuant to the provisions of Section 135 of the Companies Act, 2013 and the rules forming part of the same are included in the Corporate Governance Report annexed and forming part of this Annual Report.

Corporate Governance and Management Discussion and Analysis Report:

A separate report on Corporate Governance compliance and a Management Discussion and Analysis Report as stipulated by the Clause 49 of the Listing Agreement forms part of the Annual Report along with the required Certificate from a Practicing Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated by Clause 49 of the Listing Agreement.

In compliance with Corporate Governance requirements as per Clause 49 of the Listing Agreement, your Company has formulated and implemented a Code of Business Conduct and Ethics for all Board members and senior management personnel of the Company, who have affirmed the compliance thereto.

Business Responsibility Report:

SEBI, vide its Circular CIR/CFD/DIL/8/2012 dated 13th August, 2012, mandated the top 100 listed entities, based on market capitalisation at BSE and NSE, to include Business Responsibility Report as part of the Annual Report describing the initiatives taken by the companies from Environmental, Social and Governance perspective.

Accordingly, the Business Responsibility Report is attached and forms part of the Annual Report.

Auditors and Auditors' Report:

The Statutory Auditors of the Company, M/s. Deloitte Haskins & Sells., Chartered Accountants retire at the conclusion of the ensuing Annual General Meeting. The said Statutory Auditors have confirmed their eligibility and willingness to accept the office on re-appointment. The necessary resolution seeking your approval for re-appointment of Statutory Auditors has been incorporated in the Notice convening the Annual General Meeting. The Board has duly reviewed the Statutory Auditors' Report on the Accounts. The observations and comments, if any appearing in the Auditors' Report are self-explanatory and do not call for any further explanation / clarification by the Board of Directors.

Cost Auditors:

The Company has appointed M/s Kiran J. Mehta & Co., Cost Accountants to conduct audit of cost records of the Company for the year ended 31st March, 2014. The Cost Audit Report for the year 2012-13 was filed before the due date with the Ministry of Corporate Affairs.

Awards & Recognitions:

During the year under review, your Company has been bestowed with prestigious awards as: (1) "Engineering Excellence Award 2013" under the category of 'Jury's Choice Award-Future ready' by Engineering Watch (2) "Golden Peacock Occupational Health & Safety Award 2013" for Occupational Health & Safety by Institute of Directors (3) "Greentech Safety Award 2013 in Platinum Category in Power Sector" for excellence in fire, safety & security by Greentech Foundation and (4) "Safety Innovation Award 2013" for the best and innovative practices in safety by Institution of Engineers.

Particulars of Employees:

The information required under section 217(2A) of the Companies Act, 1956 and the Rules made thereunder, in respect of the employees of the Company, is provided in the Annexure forming part of this Directors Report. In terms of Section 219(1)(b)(iv) of the Companies Act, 1956, the Annual Report excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. Any member interested in obtaining a copy of such particulars may write to the Company Secretary at the Registered office of the Company. The said information is also available for inspection by any member at the Registered Office of the Company.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are appended herewith as Annexure to the Directors' Report.

Acknowledgement:

Your Directors place on record their appreciation for assistance and co-operation received from various ministries and department of Government of India and other State Governments, financial institutions, banks, shareholders, directors, executives, officers of the Company etc. The management would also like to express great appreciation for the commitment and contribution of its employees for their committed services.

For and on behalf of the Board of Directors

Place : Ahmedabad
Date : 15th May, 2014

Gautam S. Adani
Chairman

ANNEXURE TO THE DIRECTORS' REPORT

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars pursuant to Section 217(1) (e) of the Companies Act, 1956

Information as required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are set out as under:

A. Conservation of energy:

a. Measures taken for conservation of energy:

- Transport air system for ash handling system is modified with proper orifice in transport airline and hence the system is able to operate at complete dense phase evacuation and air demand is minimized resulting in reduction compressor running hour.
- Turbine governing mode (control valves) operated in sequential mode instead of single control thus reducing throttling loss
- CW system Clarifier / side stream filtration kept in service and scheduled cleaning of cooling tower fills
- Improved combustion efficiency by optimizing excess air and PA to fuel ratio. Number of Mills in operation being reduced during low load
- Implementing oxygenated treatment in all supercritical units instead of all Volatile treatment, thus saving de-aeration steam in de-aerator.
- Strict monitoring and operation of Condenser on line tube cleaning system to improve condenser efficiency
- CT fan Blades are being replaced with energy efficient blades thus saving 30% Aux power and improving air delivery.
- CT fan operating Hours being regulated with the changing ambient condition to achieve maximum efficiency with minimum fan power. Stopping third CW pumps during winter
- Minimize air leakage & Instrument air set point reduced to minimize aux power
- Eddy Current test conducted for Condenser tube healthiness checking and condenser bullet cleaning done to improve the effectiveness of condenser
- HFO and LDO oil pressure reduced to save oil.
- Maintaining the LP-HP heater level in auto and optimizing TTD and DCA, thus improving cycle efficiency.
- Air preheater seal setting and optimized boiler second pass cleaning improved thermal performance
- Energy Management certification by TUV for EnMS50001:2011
- Completed CDM audit by SGS.
- Charging aux steam header from extraction instead of CRH.

b. Additional investments and proposals, if any, being implemented for reduction of consumption of energy

- 40 sets of CT fan blades will be replaced with new energy efficient fan blades in current year
- VFD will be installed in Condensate Extraction Pumps in 330 Units at Mundra & further this be extended to all supercritical Units.
- Energy management system under implementation for monitoring Aux Power.
- HP heater drip modification planned to improve cycle efficiency during outage of HPH-3.
- CCI is consulted for preventing HP-LP bypass passing and drain modification planned

c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods

- Reduced auxiliary power consumption Heat Rate improvement
- Reduction in Specific Coal consumption
- Reduction in Specific Oil consumption

d) Total energy consumption and energy consumption per unit of production as per Form A in respect of industries specified in the schedule thereto

Not applicable to the Company

B. Technology Absorption:**e) Specific areas in which R & D carried out by the company and benefits arrived out of it**

- HVDC System commissioned and achieved stability
- HVAC lines 40% insulators were replaced with silicon based insulators for improving reliability
- Compressive corrosion protection plan implemented to reduce the outage of Sea intake / CW pumps and CT fans
- CFD analysis carried out for Mundra to prevent erosion
- PT Guard installed at Mundra
- Helium detection test to detect air ingress to improve Vacuum

f) Future plan of action

- Mini oil Gun system installation to reduce fuel oil consumption
- Bus duct pressurization system for stage 1 and 2 generator bus duct
- Fast cooling and heating system installation for turbine initiated
- Air- Ingress monitoring system installed for condenser for checking the condenser performance
- Condenser bullet cleaning & Eddy Current test
- CT fill replacement planned to improve CT efficiency in all stations
- Wind exhausters for work shop / CW Pump House / Stores and H2 Plant in all stations
- Optimize ash/water ratio to minimize AHP Power consumption

g) Technology absorption, Adaptation and Innovation

- Supercritical Boiler Technology implemented
- Fuel Gas Desulfurization system based on Sea Water for Mundra Phase – IV to reduce sulfur oxide emission
- RO plant to utilize sea water for plant use.

h) Benefits derived as a result of the above efforts.

- Higher Efficiency
- Better reliability and availability
- Reduced Maintenance
- Lower fuel consumption
- Reduction of emission

C. Details of Foreign Exchange Earning & Outgo during the year:

(₹ in Crores)

Foreign Exchange earnings	Nil
Foreign Exchange outgo	5,663.36

ANNEXURE TO THE DIRECTORS' REPORT

CORPORATE SOCIAL RESPONSIBILITY

Adani Foundation is the Corporate Social Responsibility (CSR) arm of Adani Group of Companies implementing Corporate Social Responsibility activities. Adani Foundation with a clear long term vision to improve lives of people at the bottom of the pyramid continuously marches ahead with its developmental projects in core areas; with more focus on sustainability, encompassing larger geographical coverage and introducing innovative projects.

Our projects are concentrated in four core sectors:

- Primary Education
- Primary Health Care
- Sustainable Livelihood Development
- Rural Infrastructure Development

We are a leading player in education, health and creating employability & respectability with our vigorous, committed efforts at grass root level; making a difference where it is needed the most. We also develop replicable model for others to follow. All our energies are geared towards "Igniting minds for Nation Building".

We will be introducing "Rural Sport" as an important sector to inculcate value of team work, leadership, patriotism and for healthy lives.

CSR projects for the year 2013-14 aimed at improving Quality of Life making it more sustainable. Our approach to CSR projects has always been participatory, need based, bottom to top, inclusive and integrated.

Adani Foundation values are aligned with Adani Group values.

CSR and Group Values:

- Courage** : To embrace new and Innovative ideas for betterment of people.
- Trust** : Believe in all stakeholders.
- Commitment** : Stand by our promises and adhere to high standard of work in all CSR activities.

CSR and Group Culture: (PRIDE)

- Passion** : Performing with Enthusiasm and Energy and true passion.
- Results** : Consistently achieve goals, Resourcefulness which brings desired results.
- Integration** : Working across sectors and businesses to create Synergy with integrity.
- Dedication** : Working with commitment in the pursuit of our aim.
- Entrepreneurship** : Seizing opportunity with initiative and ownership while evolving replicable models.

Primary Education:

Primary Education Initiatives aim at enhancing the Quality of Education. We have two pronged approach. We established and run **Adani Vidya Mandir and Adani Vidyalaya**. Adani Vidya Mandir – Ahmedabad (AVM-A) is a flagship school with a difference; for kids coming from underprivileged background. **AVM-A is providing complete cost free quality education, preparing students for global competition.** Currently, we are replicating this model at two other places Bhadreshwar in Kutchh and Surguja, Chhattisgarh transforming lives of more than 1,000 needy students and thereby their families too. At AVM- Ahmedabad first batch 12th will pass out this year. Seven years of journey has been very rewarding with each child representing one flower blooming experience. AVM- Bhadreshwar is completing second year and development in each child is drastically improved. AVM- Surguja is at threshold of completing one year. Adani Vidyalaya model provides subsidized Education at extremely remote rural locations. Adani DAV Public School at Mundra is an example which has completed 13 years and can boast of many academic and extra-curricular achievements.

Another prong is to extend support to the Government Schools to improve the Quality of Education with special emphasis on Girl Child Education. These Education initiatives aim at enhancing teachers' effectiveness with

- i) Teacher support in terms of human resource, technology (e-learning soft & hard ware support) and material (teaching learning material);
- ii) Teachers' training, motivation and exposure;
- iii) Increase community participation through parents meet, mothers' meet and empowering School Management Committees;
- iv) Make school environment child centric and conducive to learning through Infrastructure and material support and
- v) Offer wide range of activities such as Bal Melas, science & maths fair, various competitions, talent hunt, education & vocation guidance fair etc. These supports range in three categories. The programme support e.g. Gyan Mitra supports to upgrade quality of education as well as grading of the schools, take remedial classes and work with parents. Second form is material support which includes e-learning software support, uniforms, child friendly furniture reading corners and libraries etc. Third form is infrastructure support. This year major focus was on converting schools to more children friendly and conducive to learning with use of Building as Learning Aid (BaLA) concept. This initiative helps us to ignite minds of large number of students coming from very humble back ground supporting more than 250 schools. All together we have touched lives of 1,29,000 students from 1,400 schools/educational institutes.

Udaan project have inspired more than 41,000 young minds this year to start dreaming and envisioning about their careers. This is a unique project where students get an opportunity to visit and explore Adani Businesses in all three areas Logistics, Resources, Energy at Mundra via meticulously planned exposure tour. The department of Education of the State initiates the request, the schools get scheduled for the exposure visits, all necessary approvals are sought; air-conditioned comfortable bus picks up students from the school, taken to Mundra where State of the art lodging boarding is provided to top the guided tours to Adani Port, Adani Wilmar edible oil Refinery and Adani Power Plant. From the inception of the project in December 2010, more than 1,00,000 students from 1,200 plus education institutions from Ahmedabad, Kutchh, Anand, Kheda districts have been benefitted. This project has attracted equal appreciation from students, teachers as well as parents. We will be extending this project to other districts too. There is always a waiting list of two to three months for these visits.

Community Health:

Community Health Initiatives aim at taking basic health care and preventive services to unreached population. This is achieved through Mobile Health Care Units, Rural Clinics and general and specialty camps. Currently, Adani Foundation runs five Mobile Health Care Units reaching to 1.28 Lac patients a year. We are running eight Rural Clinics to bridge the gap in Public Health Care services. Our need based innovative projects include Health card to Senior Citizens and Kidney stone Awareness and Care projects in Mundra, Anemia Reduction Programme at Tiroda and Curbing Malnutrition amongst children and mothers at all sites. Supporting patients coming from marginalized family for health is one way we show care and respect very silently. Adani Foundation very humbly contributed to more than two Lac lives to live healthy.

Health Card to Senior Citizens Project at Mundra needs a special mention as we are completing the pilot phase of three years. The objective of this project was not only to provide much needed health care services but to make them aware about the preventive aspects of health and be proactive. It is a great pride that we bestowed in our team that their committed efforts could cover more than 85% of senior citizens in this project. Learning from this pilot project, project has been modified strategically to make it a universally replicable model.

Our Anemia Reduction Programme at Tiroda is noteworthy too. When we started the programme more than 85% women were anemic while 30% were severely anemic. This is a multi-layered programme with series of interventions. Ongoing awareness creation, counselling for getting Hemoglobin (Hb) checked, supplementary nutrition, kitchen garden support at individual and group level, counselling and demonstrations for healthy food/cooking, empowering of women to use nutritive food themselves and special counselling to women

diagnosed with Sickle Cell Anemia. All together more than 1,100 women have benefitted from these interventions. On an average 50% women/adolescent girls have moved to higher bracket of Hb and 25% women also have maintained their higher Hb level. These interventions were also aimed at and have achieved financial freedom amongst women by selling extra vegetables and improved position in decision making of the family.

Sustainable Livelihood Development:

Sustainable Livelihood Development Initiatives range from fodder distribution and fodder cultivation, support encompassing entire life cycle approach to Fisher Folk community for improving Livelihood, Skill & Entrepreneurial Development initiatives such as Crane Operators, checkers, computer plus trainings, Natural Resource Management through bio gas, LPG support and vermi-compost, Cow Based livelihood activities etc. Here beneficiary/community participation and contribution at every step of the process is a key to make it sustainable. We have our own Adani Skill Development center as well as are on Institutional Management Committee (IMC) of numbers of Industrial Training Institutes. During the year, we have been successful in transforming more than 17,725 lives by providing better opportunities to create self-reliant future.

A pilot Project was taken up under Natural Resource Management at Tiroda site i.e. introduction of Bio-Gas in lieu of Fire wood. The major occupation of this area is agriculture and animal husbandry. 50 households are benefitted. Ownership of Bio-Gas plants are given to a lady of the house. Each household has contributed in terms of financial and in kind. We have tie up with Khadi Village Industry Commission for this project for financial subsidy and technical & after service support. On an average two hours' time and energy saved/drudgery is reduced. Five tons fire wood would be saved every year per household and so is smoke produced influencing health of women adversely, 2-3 hours drudgery; that is toil to collect, cut, segregate & clean vessels after cooking is reduced for each woman who participated in this programme leading to their empowerment. Besides all these benefits Bio-Gas slurry is used as manure in agriculture.

Skill Development Initiative of Crane Operator Training and Checkers' Training are appreciated a lot and has almost 80% placement ratio.

1,000 mann fodder support was extended every day for more than 22,800 cattle covering 24 villages in and around Mundra block. 53 farmers' livelihood was strengthened as fodder was directly purchased from them.

Initiatives for Fisher Folk Communities - A special Project:

Interventions to support Fisher Folk Communities have 360 degree approach. Interventions range from facilitating immunizations of pregnant women and infants, Early Childhood Education/School preparedness Programme, Primary and High school Education support, Skill Development of youth, Income Generation activities, Equipment support for making fishing more productive, improvement in living condition, potable drinking water, sanitation, electrification/solar lights, Mobile Health Care units, Health card to senior Citizens etc. Innovative Project of getting Mangrove Nursery Developed and plantation through Fishermen & women has yield very positive results.

In order to upgrade the living condition of Fisherman families to provide them assistance for all season dwelling was initiated in the year 2012 and 121 dwellings were completed with community sanitation facility at Old Mundra Port. The habitation was provided with facilities like all-weather road connectivity, water supply, building for Balwadi, fish landing platforms. This benefitted more than 600 fisher folks.

Rural Infrastructure Development:

Rural Infrastructure Development projects aim at bridging the Gap in existing infrastructure needs without duplicating the Government efforts and thus creating better living conditions. This includes projects in areas of Water conservation/recharge, Drinking Water availability, Education, Health & Hygiene and Community Development related infrastructures in Rural India.

In Water Conservation Efforts total eleven more ponds were deepened increasing water storage capacity by more than 2.60 Lac cubic meter and constructed seven farm ponds benefitting 43 farmers at Tiroda site

For improving accessibility of drinking water 19 bore wells and a water tank were added this year benefitting 65,000 plus beneficiaries.

Three Primary Health Care Centers were constructed at three different sites catering to 32,500 plus people. As a part of Education initiative construction of school building measuring 2,180 sq. mt. area in 8,000 sq. mt. land area was completed for Adani Vidya Mandir at Bhadreshwar to facilitate quality education to under privileged children of fisher folks and rural area of Mundra Taluka. Similarly school building for Village School at Tunda (Taluka Mundra) measuring 436 sq. mt. and school building at Tiroda were completed during the year. Under other Education related infrastructure, we constructed two more Anganwadis, 10 class rooms at various schools and added/improved need based infrastructure at 21 education institutions.

Other community Infrastructure includes five community halls/prayer halls, three Gram Panchayat offices, internal village roads, minor bridges, ghats, shradhdhanjali sheds etc.

Adani Institute of Infrastructure Management (AIIM) caters to the real time need for preparing well equipped professionals for country's Infrastructure Development needs. During July 2013, fifth batch of PGPIM with 19 participants is underway. Adani Foundation is expanding its base with a vision to include AIIM with its future plans.

Gujarat Adani Institute of Medical Sciences (GAIMS) is a unique and first of its kind PPP model in a Health Care Education. The main purpose is to avail State of the art Health Care facility to under privileged population of Kutchh district. Some of the salient features are:

- Only Medical College in Kutchh District
- Number of students in the college - 750
- First Batch pass out in February, 2014
- 150 doctors will attend internship program in rural areas of Kutchh District.

GAIMS also conducts medical and specialty camps for rural population of Kutchh district and has benefitted thousands of poor patients. More than 100 patients were operated free of cost following these camps.

A new Medical College and State of the art Hospital is envisaged which will admit first batch of students in 2017. This will be an ultimate benchmark in health care education reaching out to needy populous.

In all Adani Foundation's spread has augmented now across seven states, more than 1,400 villages/towns/city touching lives of approximately 2,75,000 families. Our journey to ignite minds for better tomorrow continues....

ANNEXURE TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

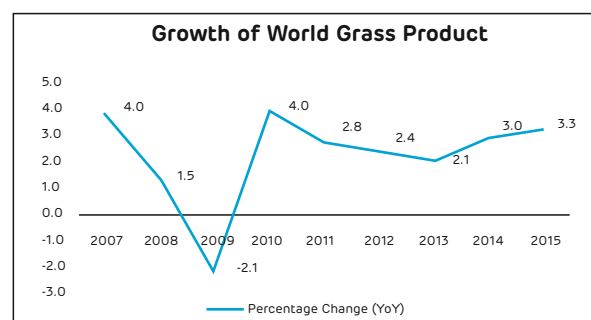
1. Economic Overview

1.1. World Economic Outlook

The global economy continues to face the aftermath of a challenging financial crisis with a subdued economic growth of 2.1% in 2013. A number of emerging economies including India, which had already experienced a notable slowdown in the past two years, encountered new domestic and international headwinds during calendar year 2013.

However, some signs of improvement have started emerging more recently. The euro area appears to have come out of a protracted recession, with gross domestic product (GDP) for the region as a whole starting to grow again; the economy of the United States of America continues to recover with its supportive monetary condition and fiscal consolidation; and a few large emerging economies, including China, seem to have stopped a further slowdown. IMF estimates that the global economy is poised to grow at 3.6% and 3.9% in 2014-15 and 2015-16 respectively.

The strengthening of the global economy from the recession is evident. However, growth is not yet robust across the globe and downside risk to the outlook remains. Support for aggregate demand backed by financial and structural reforms are needed to fully restore confidence. This would enable fuelling further growth and lowering downside risk.



1.2. Indian Economic Outlook

Indian economy passed through a difficult phase in 2013-14 with slowing growth amidst high inflation. In addition, high fiscal deficit and tighter monetary stance have put additional pressure on investment growth. Government of India's advance estimates for GDP growth targets the economic growth in FY 2013-14 at 4.9%. According to the latest estimates available on the Index of Industrial Production (IIP), the index of electricity registered a growth rate of 5.4% in the current financial year, as compared to the growth rate of 4.5% during the previous year.

It is estimated that Indian GDP will grow at 5.5% in the fiscal year 2014-15 and the recent drop in economic growth in India appears to have bottomed out, however the economy will not reach its potential until the structural concerns are addressed.

Multilateral development institutions estimate that the growth in GDP is expected to recover to around 6.0% to 6.4% by 2015-16 on the assumption that over the next one year the recovery in advance economies will start driving demand and the Government will take stringent actions to overcome the critical issues that have hampered growth in India.

This financial year of 2014-15, will be crucial from an economic growth perspective as the steps taken by India at this juncture of an emerging global recovery will have a strong bearing on the economic performance for the next few years. We continue to believe in the long term fundamentals of the Indian economy and expect the new government to take decisive policy actions to spur the overall investment climate in the country.

2. SECTOR OVERVIEW

2.1. World Energy Outlook

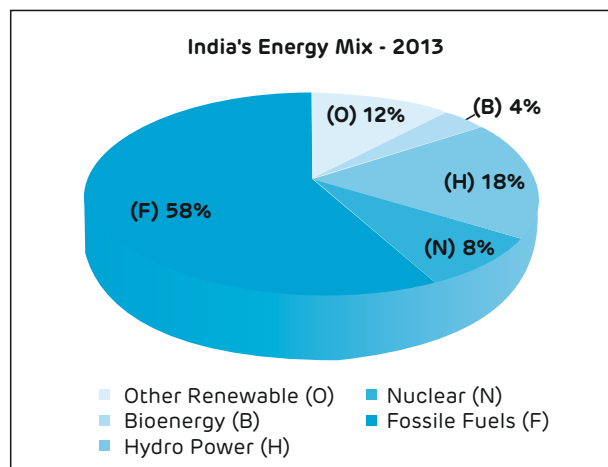
India's role in the global energy economy will progressively become more prominent between now and 2035. The rising demand for energy coupled with high import dependence will mean that the steps taken by India will have a significant bearing on the global energy outlook. The global energy outlook will be driven by the following:

- China would continue to be the key driver of increasing energy demand in the current decade (upto 2020), however, India is likely to take over as the largest demand driver over the next decade.
- China and India together are likely to build almost 40% of the world's new power generation capacity
- Energy efficiency improvements are likely to take centre stage as energy efficiency measures could mitigate high energy costs while concurrently addressing energy security and environmental concerns
- Fossil fuels will continue to dominate the power sector, although their share of generation declines from 68% in 2011 to 57% in 2035.
- The share of renewables in total power generation is likely to rise from 6% currently to 31% in 2035, as they supply nearly half of the growth in global electricity generation. This will also raise fundamental questions about power market designs and their ability to ensure adequate investment and long-term reliability of supply.

2.2. Indian Power Sector - Outlook & Demand

India is the 5th largest producer of electricity in the world. At an electricity-GDP elasticity ratio of 0.8, electricity will continue to remain a key input for India's economic growth. Electricity demand is likely to reach 1,354 BU by 2016-17 & 1,904 BU by 2021-22 whereas peak demand will reach 202 GW & 295 GW over the same period respectively.

For the 12th plan period, a total of 88 GW of power capacity addition is targeted, of which 72.3 GW constitutes thermal power, 10.8 GW of hydro power and 5.3 GW of nuclear power. This will require investments of around USD 224 billion over the plan period.

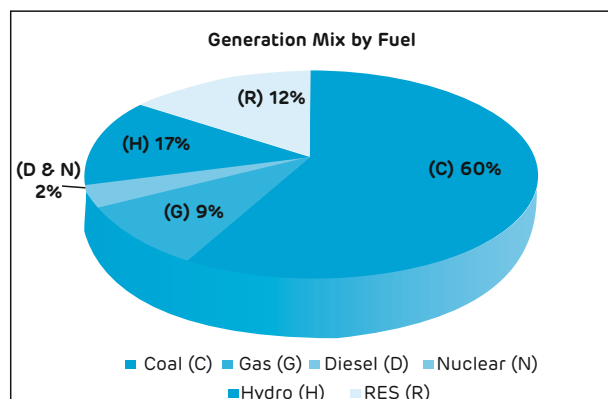


Additionally, renewable energy capacity additions of 30 GW are planned over the next five years. Wind energy is estimated to contribute 15 GW, followed by solar power at 10 GW.

2.3. Power Generation in India

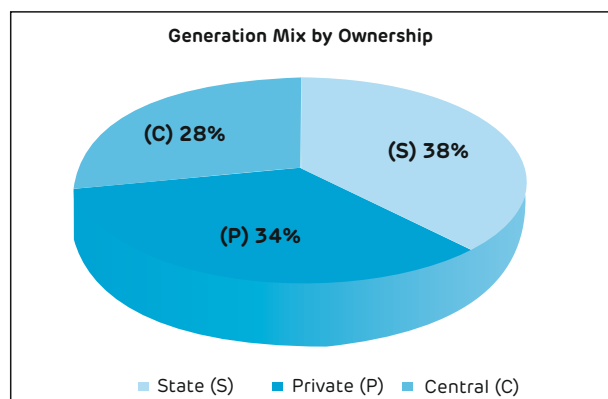
The power sector of India has grown from 1362 MW in 1947 to 243 GW in 2013-14 and is mainly dominated by coal based generation.

The total power generation in the country during FY 13-14 was 966 BU as against a generation target of 975 BUs, about 0.9% below target. The contribution from the private sector was 225.74 BU which was 109.5% against target of 206.15 BU



2.4. Details of Capacity Addition

For the 12th plan period (FY 13-17), the Government of India has targeted capacity addition of 88,537 MW against which capacity addition of 38,448 MW has been achieved upto FY 13-14. During FY 13-14, a capacity addition of 17,428 MW has been achieved which is 97% of the target of 18,432 MW. Private sector contribution accounts for 67% in the total capacity addition during FY 13-14.



3. Discussion on Operations of the Company

3.1. Current Capacity

Your company is currently operating an aggregate 8,580 MW generation capacity comprising of 4,620 MW at Mundra, Gujarat, 2,640 MW at Tiroda, Maharashtra and 1,320 MW at Kawai, Rajasthan.

It is with great pride that we inform you that with the commissioning of the fourth unit of the Tiroda plant in March, 2014, your company has become the largest private power producer in the country. As a matter of fact, we have accounted for 15% of the 17,000 MW of capacity added by developers in India in 2013-14.

We were the first to implement and commission the 660 MW supercritical technology units in India and are currently operating the largest supercritical technology capacity in the country.

The fifth unit of 660 MW at Tiroda is in advanced stages and is expected to be commissioned within the first quarter of FY 2014-15, taking our aggregate generation capacity to 9,240 MW – 12 supercritical \ technology units of 660 MW each and 4 subcritical technology units of 330 MW each. During the year \ the Company sold on a consolidated basis 40 Billion units

3.2. Power Trading

Volumes of electricity transacted in short term markets through bilateral traders and power exchanges have been growing on a yearly basis since FY 08-09. However, as a percentage of the total electricity generation, short term markets continue to contribute only around 10% of all transactions. Power exchanges account for 3% of all electricity transactions.

Average price realization in short term markets has reflected a downward trend over the past few years. Average realization of electricity transacted in power exchanges in FY 08-09 was around ₹ 7.5/kWh. This has now settled around ₹ 3/kWh in FY 13-14.

Your company has strategically sold almost 90% of its net capacity under Long Term PPAs. Envisaging the short term market trends, your company has contracted around half of its available merchant capacity under Medium Term PPAs of 3-5 years. This has gone a long way in mitigating the risk of unsold capacity and falling realizations in short term markets.

Your company has been an active participant in the ongoing regulatory dialogue for creating a more robust short term market in India. Recognizing that going ahead, it is imperative for short term markets to play a larger and more important role, your company has been studying the role of short term markets in more vibrant energy markets. We have explored the available technologies and deliberated on the way forward. With this spirit, your company aims to be a key contributor in shaping the future of the short term market in India.

3.3. Coal Production Outlook

The availability of domestic coal has been a protracted issue in India. While coal based capacity addition has grown at a CAGR of 9.24% since FY 07-08, supply of domestic coal to power plants has only grown at a CAGR of 5.74% in the same period. A major impediment to domestic coal production has been the delays and challenges in securing the forest and environment clearances. Private sector has also witnessed limited success in developing allocated captive coal blocks.

The Government is well aware of coal availability challenges and we are hopeful that it will take positive steps to safeguard projects based on domestic coal supply. Going ahead, implementation of these decisions shall be a key factor affecting project performance.

In fact, in June 2013 after several deliberations, the Cabinet Committee on Economic Affairs, acknowledged the hardships faced by power plants which are forced to meet their requirements through costlier imported coal supplies, due to the shortage of domestic coal supplies. Accordingly, they approved coal supplies to a capacity of 76,501 MW projects having linkages and a capacity of 4,660 MW projects not having linkages. Vide their decision, higher cost of imported coal is to be considered for pass through as decided by appropriate regulatory commissions. This also prompted amendments to the National Coal Distribution Policy (NCDP).

Future coal production outlook continues to reflect an acute domestic coal shortage. However, the silver lining is the increasing emphasis on the optimal use of resources, with the use of highly efficient technology in power generation and coal production. The Government and several inter-ministerial committees have been deliberating on augmenting coal production through focused measures such as allocation of captive coal blocks to State and Private Sector entities through auction, coal mining through PPP route with Coal India Ltd (CIL), setting up of a coal regulatory authority to safeguard the interests of the consumers of CIL, resolving issues of delays in grant of forest and environment clearances through inter-ministerial consultation, augmenting railway infrastructure to remove bottlenecks of coal evacuation and exploring acquisition of overseas coal mine assets. This, we believe, shall go a long way in narrowing the demand supply gap in the long run.

Your company is continuously monitoring developments on these fronts and taking appropriate steps to align itself with the coal regulatory environment.

3.4. International Coal Prices trend and outlook

Thermal coal is used to provide approximately 41% of the world's electricity and is forecasted to remain the leading fuel for electricity generation in the medium to long term due to its low price relative to other fossil fuels and other methods of power generation.

Indonesia has been one of the world's largest thermal coal exporters since 2005. In 2013, Indonesia exported an estimated 427 MT of thermal coal. In the short to medium term and with increasing greenfield and brownfield projects coming online, Indonesia's exports of thermal coal are expected to continue to experience relatively stable growth. However, Indonesia's thermal coal export growth is likely to be partially offset by increasing domestic demand and uncertainty created by government policies.

A larger proportion of Indonesian export coal is expected to be shipped to India and China than has historically been the case.

Among the major global exporters, Colombia and Australia are expected to increase their exports over the next decade. Thermal coal exports from Colombia and Australia are not significantly constrained by domestic demand growth. US coal market exports are linked to gas prices, wherein domestic coal consumption is substituted by gas when gas prices reduce, signaling coal exports.

3.5. CERC Order

Despite facing huge financial losses, the Mundra power plant has been supplying power to the States of Gujarat and Haryana fulfilling its PPA commitments in good faith in interest of the consumers. The CERC order is a welcome step forward in helping us sustain the operations at Mundra and in maintaining our unflinching commitment to honour PPAs. The order shall mitigate hardships to some extent on account of energy charges.

The power sector, as a whole, is facing multiple issues. Both public and private sector plants have been affected, and we believe that the concerned government authorities are fully aware of the issues at hand that necessitate the need for such an order. Besides, we expect that power supply from Mundra plant, after taking into account the compensatory tariff, shall still continue to remain competitive for the states of Gujarat and Haryana in the current market context.

3.6. Risks & concerns

Your company is faced with risks, some of which are applicable to the sector as such while some others are specific to the company. These require clearly defined mitigation approaches and your company is doing its best to put appropriate mitigation measures in place.

- Domestic coal supply remains a concern as the growth in domestic coal supply falls short of the requirement. Imported coal has its own logistical and price volatility challenges.
- Transmission and distribution losses hovering at around 26% of total power generated continue to put pressure on retail tariffs and affect the economic viability of the entire sector.
- Financial health of most power distribution utilities remains precarious. This adversely affects their ability to purchase additional power thereby leading to risks of stranded generation assets or slower addition of generation capacities in the country. Effective implementation of the financial restructuring package is likely to relieve the financial burden to an extent.
- Delays in land acquisition, environmental clearances and other approvals impedes project execution
- India's power generation is significantly dependent on fossil fuel. This has a bearing on the environmental concerns.

Additionally, there are certain risks and challenges specific to your company. These risks and challenges and the mitigation actions that we are taking are listed below.

- Imported coal price volatility and depreciation of INR. We are looking at execution of forward contracts and forex hedging to mitigate the impact.
- Domestic coal availability concerns. We are filing petitions before appropriate regulatory commissions based on CCEA decision to allow pass through of additional cost of imported coal.
- Poor financial health of DISCOMs. We are working to ensure payment security through appropriate contractual measures.
- Non availability of domestic coal from allocated captive coal block (Tiroda TPP). We have made representations for allocation of alternate coal block / conversion of tapering linkage to long term linkage.
- Implementation of CERC compensatory tariff order. We are taking necessary actions and providing the requisite support in carrying the process forward.

4. Health, Safety and Environment (HSE)

4.1 Health and Safety

Adani is committed to achieve excellence in Occupational Health & Safety (OHS) by maintaining safe, healthy conditions and adopting safe operating practices. The quality management system at Adani has ISO: 9001-2008 certification from TUVNord. The participation of all employees in OHS management systems through OHSAS: 18001-2007 ensures a holistic, inclusive approach to safety, quality, and health.

4.2 Environment

The Company attaches utmost importance to environment and ecology conservation and pollution mitigation. The company has established environment division at plant level with additional specialists such as ecologists and marine biologists. The company has developed and implemented Environment Management System which is certified as ISO-14001:2004. The company regularly undertakes environmental monitoring including periodic ecological survey to assess the changes in biodiversity, if any. Environmental Audits are conducted on regular basis and all the opportunities identified for improvement are addressed in a time bound manner for continual improvement.

5. Human Resources

At Adani Power, we appreciate and recognise that our People are one of the key differentiator to make a mark of being largest and fastest private organization in power sector. The distinction of our Adani Values - Courage, Trust and Commitment demonstrated by our people lay the foundation for success and create extraordinary results on a continuous basis. Acquiring the right talent for the right job, creating a motivating work environment, empowering employees to be pro-active, providing growth opportunities, and developing future leaders, our people management system and processes facilitate us meet business commitments consistently and build a strong performing culture.

5.1. Building a Strong Team

The Vision of an organization is a compelling image of the future. Our non-negotiable set of Values and Culture are core to the success of achieving our Vision.

1. "Value Workshops" are conducted for all employees to institutionalize the right set of values, behaviour and culture within the organization.
2. "Value Booklet" is a handy quick reference guide provided to all employees.
3. "Value Mantra", the illustrated story posters is a unique form of driving Vision and Values. Most importantly these inspiring stories come from our employees, which are then converted into illustrations, circulated to all employees and displayed at important locations within office and generation plant locations.
4. "Sahyogi" is a buddy assigned to a new recruit at Adani Power. Institutionalising the right values and culture, acclimatization/ familiarisation at work and operational handholding during the initial days at work ensures that a new joinee enjoys firm footing from day one.
5. "Appreciation Cards" are available across the Power Business to help employees recognize fellow colleagues and build up team morale and a spirit of camaraderie at work.

5.2. Core Human Resource Systems and Processes

In order to create the meritorious culture in the organization, we do recognize employee performance and compensation them to the market premium compensation and benefit program. We identify high potential employees at senior and middle management level through Assessment Development Centre approach through external agencies. This serves as a vehicle for such identified people to create their individual development plans (IDP) and contribute significantly for the sustenance and growth programs of the power business. Succession plan for key and critical positions is a hallmark of the HR systems and processes for maintaining the continuity of the business.

5.3. Training and Development

Training and development plays an important role in the effective management of a skilled workforce. We are committed to developing our people and offer a wide range of opportunities to build on their existing technical, managerial and leadership skills. Formal cognitive & behavioural training as well as Technical & functional skills for fresher and lateral recruits are administered through our Learning and Development programs. On-the-job, classroom as well as off-site training and development methods are used as appropriate.

Accredited by the Central Electricity Authority accreditation (CEA) as a Grade A (excellent) Institute, Adani Power Training and Research Institute (APTRI) was launched to provide intensive training to functions like Projects, Generation, Transmission, Distribution, Business Development, Techno commercial, Finance, Human Resource and other services. This Centre of Excellence and knowledge network is built on the deep, rich and diverse experience of senior experts from top national and international organizations in the industry. APTRI is a permanent member of Indian Society for Training and Development (ISTD) and actively associated with activities and events at International Association for Continuous Education and Training (IACET), Institution of Electrical and Electronic Engineering (IEEE) and Society for HR Management (SHRM) and Conference International des Grandes Reseaux Electriques France (CIGRE).

6 Financial Performance

Consolidated total income (including other income) for the year increased by 129% to ₹ 15,954 Crores compared to ₹ 6,970 Crores in the same period last year. Revenue increased because of improved PLF of 74% at Mundra and addition of new capacities at Tiroda and Kawai power plants. Revenue was also augmented on account of recognition of compensatory tariff as per CERC order. The consolidated EBIDTA increased by 322% to ₹ 4,859 Crores compared to ₹ 1,150 Crores in the same period last year. The consolidated net loss reduced significantly to ₹ 291 Crores.

Standalone total income (including discontinuing operations) for the year increased by 69% to ₹ 11,600.17 Crores compared to ₹ 6,868 Crores in the same period last year. The standalone EBIDTA increased to ₹ 4,129 Crores as compared to ₹ 1,332 Crores in the same period last year. The standalone net profit is ₹ 595 Crores.

Improved operational efficiencies at Mundra and augmentation of new capacity at Tiroda and Kawai resulted in higher net generation of 40 Billion units as compared to 21 Billion units in FY 2013.

Other key developments during the year were:

- Successful commissioning of FGD system at Mundra
- HVDC System Licence approval for a ±500 kV High Voltage Direct Current (HVDC) Transmission Line from Mundra, Gujarat to Mohindergarh, Haryana
- Inter-plant coal transfer approved under FSA

The analyses of major items of the Profit & Loss Account are shown below:

6.1. Consolidated:

Revenue				(₹ in Crores)	
Particulars	FY 13-14	FY 12-13	Change	% Change	
Revenue from Power Supply	15,311.74	6,584.83	8,726.91	132.53%	
Revenue from Transmission Line	442.33	82.04	360.29	439.16%	
Revenue from Fleet Operations	0.00	107.92	(107.92)	(100.00%)	
Sale of Fly Ash	14.01	4.57	9.44	206.56%	
Total	15,768.08	6,779.36	8,988.72	132.59%	

Revenue during FY 2013-14 increased mainly account of higher sales of 40 Billion units sold during the current year as compared to the previous year sale of 21 Billion units. Transmission line revenue also higher due to conversion of Mundra – Mohindergarh Transmission Line into a separate license. Revenue also increased due to recognition of ₹ 1,843 Crores as compensatory tariff during the current year.

Fuel Cost

(₹ in Crores)

Particulars	FY 13-14	FY 12-13	Change	% Change
Cost of Fuel	9,167.47	4,924.20	4,243.27	86%
Total	9,167.47	4,924.20	4,243.27	86%

Fuel cost is higher on account of increase in cost of imported coal due to rupee depreciation and higher sales volume.

Employee Benefits Expenses

(₹ in Crores)

Particulars	FY 13-14	FY 12-13	Change	% Change
Salaries, Wages and Allowances	218.96	132.24	86.72	66%
Contribution to provident and other Funds	15.36	6.85	8.51	124%
Employee Welfare Expenses	13.52	9.88	3.64	37%
Total	247.84	148.97	98.87	66.37%

Employee Benefit Expenses are higher on account of commissioning of newer capacity at Tiroda and Kawai and also due to annual increases in salaries.

Finance Cost

(₹ in Crores)

Particulars	FY 13-14	FY 12-13	Change	% Change
Interest Expenses	3,465.69	1,530.25	1,935.44	126%
Other Borrowing Costs	544.31	172.61	371.70	215.0%
Total	4,010.00	1,702.86	2,307.14	135.49%

Finance cost was higher mainly on account of cessation of capitalization of interest cost on commissioning new capacities and also due to conversion of Letter of Credit facilities into rupee term loan.

Depreciation and Amortisation

(₹ in Crores)

Particulars	FY 13-14	FY 12-13	Change	% Change
Depreciation and Amortisation	2,218.45	1,289.68	928.77	72%
Total	2,218.45	1,289.68	928.77	72%

Depreciation during the year was higher on account of capitalization of three units of 660 MW in APML and two units of 660 MW in APRL. Exchange differences arising on account settlement / restatement of foreign currency monetary items increased the capitalization of fixed assets and also consequently the depreciation fixed asset charge.

Other Expenses

(₹ in Crores)

Particulars	FY 13-14	FY 12-13	Change	% Change
Other Expenses	1,351.16	746.58	604.58	81%
Total	1,351.16	746.58	604.58	81%

Due to increase in No of power units sold and commencement of power generation from new commissioned units increase the other expenses.

Tax Expenses

(₹ in Crores)

Particulars	FY 13-14	FY 12-13	Change	% Change
Current Tax	0.00	0.11	(0.11)	-
Deferred Tax	(1,078.99)	476.68	(1,555.67)	(326%)
Total	(1,078.99)	476.79	(1,555.78)	(326%)

The Company has recognized deferred tax assets on unabsorbed depreciation to the extent of corresponding deferred tax liabilities on the temporary timing difference between the book value of fixed assets and the WDV for income tax purpose.

6.2. Standalone:

Revenue

(₹ in Crores)

Particulars	FY 13-14	FY 12-13	Change	% Change
Revenue from Power Supply	10,706.19	6,328.41	4,377.78	69.18%
Other Operating revenue	8.24	4.57	3.67	80.31%
Total	10,714.43	6,332.98	4,381.45	69.18%

Revenue increased due to increase in Nos of power units sold on a standalone bases and also due to recognition of compensatory tariff of ₹ 1,843 Crores in the current year.

Other Income

(₹ in Crores)

Particulars	FY 13-14	FY 12-13	Change	% Change
Interest Income	571.91	505.96	65.95	13.03%
Income from Mutual Funds	9.94	8.38	1.56	18.62%
Other Income	8.28	20.77	(12.49)	(60.13%)
Total	590.13	535.11	55.02	10.28%

Other income increased due to higher interest income on loans given to subsidiary companies, which was partially offset by lower interest income on temporary surplus fund.

Fuel Cost

(₹ in Crores)

Particulars	FY 13-14	FY 12-13	Change	% Change
Cost of Fuel	6,155.78	4,698.88	1,456.90	31.01%
Total	6,155.78	4,698.88	1,456.90	31.01%

Higher fuel cost on account of increased power units sold.

Employee Benefits Expenses

(₹ in Crores)

Continuing Operations				
Particulars	FY 13-14	FY 12-13	Change	% Change
Salaries, Wages and Allowances	140.15	118.85	21.30	17.92%
Contribution to provident and other Funds	6.55	6.58	(0.03)	(0.46%)
Employee Welfare Expenses	10.19	9.66	0.53	5.49%
Total	156.89	135.09	21.80	16.14%

Higher Employee Benefit Expense are on account of increase in salary and also due to provision of actuarial valuation liability on employees' accumulated leave.

Finance Cost

(₹ in Crores)

Continuing Operations				
Particulars	FY 13-14	FY 12-13	Change	% Change
Interest Expenses	2,612.26	1,500.69	1,111.57	74%
Other Borrowing Costs	411.35	144.72	266.63	184%
Total	3,023.61	1,645.41	1378.20	83.76%

Increase in Finance Cost is due to conversion of Letter of Credit facilities into Rupee Term Loan, higher losses on foreign exchange derivatives contracts.

Depreciation and Amortisation

(₹ in Crores)

Continuing Operations				
Particulars	FY 13-14	FY 12-13	Change	% Change
Depreciation and Amortisation	1,187.83	1,012.12	175.71	17.36%
Total	1,187.83	1,012.12	175.71	17.36%

Exchange differences arising on settlement / restatement of long term foreign currency monetary items resulted in increased capitalization of fixed assets and therefore the depreciation charged.

Other Expenses

(₹ in Crores)

Continuing Operations				
Particulars	FY 13-14	FY 12-13	Change	% Change
Other Expenses	1,107.66	680.20	427.46	62.84%
Total	1,107.66	680.20	427.46	62.84%

Other expenses increased on account of higher sale of power units, increased cash discount on payments and also due to higher open access charges.

Tax Expenses

(₹ in Crores)

Particulars	FY 13-14	FY 12-13	Change	% Change
Current Tax	0.00	0.00	0.00	-
Deferred Tax	(1,060.63)	458.32	(1,518.95)	(331%)
Total	(1,060.63)	458.32	(1,518.95)	(331%)

The Company has recognized deferred tax assets on unabsorbed depreciation to the extent of corresponding deferred tax liabilities on the temporary timing difference between the book value of fixed assets and the WDV for income tax purpose.

7. Internal Control and Internal Audit Systems**A. Internal Control**

A proper and adequate system of internal control, commensurate with the size and nature of its business is integral to the Company's corporate governance. Some key features of the Company's internal control system comprise:

- Adequate documentation of policies, guidelines, authorities and approval procedures viz. Standard Operating Procedure (SOP) and Delegation of Authority (DOA) etc. have placed for controlling of important functions of the Company.
- Deployment of an organization-wide SAP system covering its operations and is supported by a defined on-line authorization protocol.
- Preparation and monitoring of annual budgets through monthly review for all operating and service functions.
- Ensuring that monitoring of all laws, regulation & statutory compliances are being done through "Online Tracking" system.
- The Audit Committee, comprising Independent Directors, regularly reviews audit plans, significant audit findings, adequacy of internal controls, and compliance with Accounting Standards, among others.
- A comprehensive Information Security Policy and continuous updation of IT systems.

B. Internal Audit

- The Company has a well-established Professional Internal Audit Department. Internal Audit department prepares Risk-based Internal Audit (RBIA) Scope with the frequency of audit being decided by risk rating of areas / functions. The audit plan is executed by the internal audit team. Risk based Internal audit scope is mutually accepted by the various functional heads/process owners, CEO and CFO and approved by Audit Committee.
- The internal audit team has access to all organizational information, facilitated by the SAP ERP. The Internal Audit process includes review and evaluation of effectiveness of the existing processes, controls and compliances. It also ensures adherence to policies and systems and mitigation of the operational risks perceived for each area under audit.
- Monthly/Quarterly Audit Findings is placed with COO, CFO and CEO for their Action Taken Plan.

- Quarterly Internal Audit report including Action Taken Report is placed at the Audit Committee Meeting of the Board. Key Audit findings and their recommendations are reviewed and required action is taken for their implementation.

8 Cautionary Note

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations and others may constitute "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results may differ from those expressed or implied. Several factors that could significantly impact the Company's operations include economic conditions affecting demand, supply and price conditions in the domestic and overseas markets, changes in the Government regulations, tax laws and other statutes, climatic conditions and such incidental factors over which the Company does not have any direct control.

The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

ANNEXURE TO THE DIRECTORS' REPORT

CORPORATE GOVERNANCE REPORT

1. Company's philosophy on code of governance

Corporate Governance is about ensuring transparency, disclosure and reporting that conforms fully to the existing laws of the country and to promote ethical conduct of business throughout the organization. At Adani Group, governance standards are initiated by senior management which percolates down throughout the organization. The philosophy of the Company in relation to corporate governance is to ensure transparency in all its operations, make disclosures and enhance shareholder value without compromising on compliance with the laws and regulations.

Sound corporate governance is critical to enhance and retain trust of the stakeholders. The Board of Directors fully supports corporate governance practices in your Company with appropriate checks and balances at right places and at right intervals. The Company has complied with necessary requirements of Corporate Governance under Clause 49 of the listing agreement with the stock exchanges, the disclosure requirements are given below.

2. Board of Directors

The Board being representative of shareholders have a fiduciary relationship and a corresponding duty to all its stakeholders to ensure that their rights are protected.

a) Composition and Category of the Board:

The Board of Directors of the Company as on 31st March, 2014 comprises of six directors. There are four Non-Executive Directors including the Chairman of the Company. The two Executive Directors include the Managing Director and the Executive Director. Of the four Non-Executive Directors, three are Independent Directors. No Director is related to each other except Mr. Gautam S. Adani and Mr. Rajesh S. Adani, who are related to each other as brothers.

b) Details of memberships of the Directors in other Boards and in Board Committees as on 31st March, 2014 are as under:

None of the Directors on the Company's Board is a Director in more than 15 public companies and Member of more than 10 Committees and Chairman of more than 5 Committees (Committees being, Audit Committee and Stakeholders' Relationship Committee) across all the companies in which he is a Director. All the Directors have made necessary disclosures regarding position held by them in Committees of other Companies and also directorship on other Companies. The same is within the permissible limits as provided by the Companies Act, 1956 and clause 49 of the Listing Agreement.

Name of Director	Category	Other Directorship	Details of other Committees	
			Chairman	Member
Mr. Gautam S. Adani (Chairman)(DIN 00006273)	P-NE	2	-	-
Mr. Rajesh S. Adani (Managing Director) (DIN 00006322)	P-E	6	2	3
Mr. Vneet S Jaain (Executive Director) (DIN 00053906)	E-NI	10	2	-
Mr. B. B. Tandon (DIN 00740511)	NE-I	11	2	6
Mr. Vijay Ranchan (DIN 01602023)	NE-I	4	-	2
Mr. C. P. Jain (DIN 00011964)	NE-I	3	1	3

P - NE: Promoter Non Executive

P - E: Promoter Executive

E - NI: Executive Non Independent

NE - I: Non Executive Independent

Other directorship do not include alternate directorship, directorship of private limited companies and of companies incorporated outside India and companies under section 25 of the Companies Act 1956.

c) Number of Board Meetings held and the dates on which held

The Board met five times during the year under review on 6th May, 2013, 1st August, 2013, 25th October, 2013, 28th December, 2013 and 27th January, 2014. The maximum time-gap between any two consecutive meetings did not exceed 4 months.

d) Attendance of Directors:

The attendance of each Director at the Board Meetings and last Annual General Meeting held during the year under review are as under:

Name of Director	Meetings		Attendance at last AGM held on 8 th August, 2013
	Held	Attended	
Mr. Gautam S. Adani	5	3	Yes
Mr. Rajesh S. Adani	5	3	Yes
Mr. Vneet S Jaain	5	5	Yes
Mr. B. B. Tandon	5	5	Yes
Mr. Vijay Ranchan	5	5	No
Mr. C. P. Jain	5	4	No

e) Circulation of Information and Board material:

The information as required under Annexure IA to Clause 49 of the Listing Agreement is made available to the Board of Directors for discussion and consideration at Board Meetings. The agenda alongwith relevant papers for all the Meeting are circulated in advance to facilitate the Board members to take the informed decision. Where it is not practicable to attach any document to the Agenda, the same is tabled before the meeting with specific reference to this effect in the Agenda. However, in case of urgent business need, the Board's approval is taken by circulating the resolution, which is ratified in the next Board Meeting. Presentations are made on business operations to the Board. The Minutes of the proceedings of the Meetings of the Board of Directors are noted, approved and signed by the Chairman in the next Meeting of Board. Comments, if any, received from the Directors are also incorporated in the Minutes, in consultation with the Chairman.

f) Disclosures regarding appointment/re-appointment of Directors:

The brief resume of the directors proposed to be appointed/re-appointed are given in the explanatory statement annexed to the notice of convening the Annual General Meeting.

3. Code of Conduct

Company's Board has laid down a Code of Business Conduct and Ethics (the "Code") for all the Board Members and Senior Management of the Company. The Code is available on the website of the Company www.adanipower.com. All Board Members and Senior Management personnel have affirmed compliance of the Code.

The Managing Director has confirmed the compliance of the Code and as required under sub-clause I (D) of clause 49 of the listing agreement given a declaration as under:

"In accordance with sub-clause I (D) of Clause 49 of the Listing Agreement with the Stock Exchanges, I hereby confirm that, all the Directors and the Senior Management Personnel of the Company have affirmed compliance with the Code of Business Conduct and Ethics applicable to them, for the year 2013-14."

Place: Ahmedabad
Date: 15th May, 2014

Rajesh S. Adani
Managing Director

4. Committees of the Board

A) Audit Committee:

Audit Committee of the Board comprises of four members, out of which three members namely Mr. B. B. Tanon (Chairman), Mr. Vijay Ranchan, and Mr. C. P. Jain are Independent Directors and one member namely Mr. Rajesh S. Adani is Non Independent Director.

Terms of reference of Audit Committee were modified by the Board to comply with Section 177 of Companies Act 2013 and clause 49 of Listing Agreement.

The composition and terms of reference Audit Committee of the Company are in compliance with provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement.

a) Terms of reference:

The terms of reference of Audit Committee are as under:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of sub-section 2(AA) of Companies Act, 1956 and clause (c) of sub section 3 of section 134 of the Companies Act, 2013
 - ii. Changes, if any, in accounting policies and practices and reasons for the same
 - iii. Major accounting entries involving estimates based on the exercise of judgment by the management
 - iv. Significant adjustments made in the financial statements arising out of audit findings
 - v. Compliance with listing and other legal requirements relating to financial statements
 - vi. Disclosure of any related party transactions
 - vii. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the Auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, the performance of statutory and internal auditors, adequacy of the internal control systems;

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Reviewing financial statements, in particular the investment made by Company's unlisted subsidiaries.
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Review of Information by Audit Committee:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transaction submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor.

b) Number of Audit Committee meetings held and dates on which held:

During the year under review Audit Committee meeting was held five times on 6th May, 2013, 1st August, 2013, 25th October, 2013, 28th December, 2013 and 27th January, 2014.

c) Attendance of each member at the Audit Committee meetings held during the year

Name	No. of Meetings during the year	
	Held	Attended
Mr. B. B. Tandon	5	5
Mr. Vijay Ranchan	5	5
Mr. Rajesh S. Adani	5	3
Mr. C. P. Jain [@]	5	2

@Appointed as member of Committee w.e.f. 25th October, 2013

Chief Financial Officer (CFO), representatives of Statutory and Internal Auditors are invited to the meeting of the Audit Committee.

The Company Secretary and Compliance Officer acts as Secretary of the Committee.

The Chairman of the Committee was present at the last Annual General Meeting held on 8th August, 2013

B) Nomination and Remuneration Committee:

Remuneration Committee of the Board comprises of three members, out of which two members namely Mr. B. B. Tandon (Chairman), and Mr. Vijay Ranchan are Independent Directors and one member namely Mr. Gautam S. Adani is Non Independent Director.

Remuneration Committee has been renamed as Nomination and Remuneration Committee and its terms of reference were modified by the Board to comply with Section 178 of Companies Act 2013 and clause 49 of Listing Agreement

The composition and terms of reference of Nomination and Remuneration Committee of the Company are in compliance with provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement.

a) Terms of reference:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
5. To recommend / review remuneration of the Managing Director(s) and Whole-time Director(s)/Executive Director(s) based on their performance and defined assessment criteria.
6. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

b) Number of meetings held and dates on which held:

Nil

c) Remuneration Policy:**➤ Non-Executive Directors:**

The Non-Executive independent Directors are paid remuneration by way of commission and sitting fees. In terms of shareholders' approval obtained at the Annual General Meeting held on 21st August, 2010 the commission can be paid at a rate not exceeding 1% per annum of net profit of the Company. However, due to inadequate profit and accumulated losses, the Company has not paid the commission to any Independent Directors during the year. During the year, the Company paid sitting fees of ₹ 20,000 per meeting to Independent Directors for attending meetings of the Board and Committees of the Board.

➤ Executive Directors

The Board of Directors in consultation with the Nomination and Remuneration Committee decides on the remuneration payable to the Managing Director / Executive Director as approved by the Board of Directors and approved by the members, within the ceilings prescribed under the Companies Act.

d) Details of Remuneration:**i) Executive Directors:**

No remuneration paid to Managing Director / Executive Director during the financial year 2013-14.

ii) Non-Executive Directors:

The details of sitting fees paid to Independent Directors during the financial year 2013-14 is as under:

(₹ in Lacs)

Name	Sitting Fees
Mr. Vijay Ranchan	3.20
Mr. B. B. Tandon	2.80
Mr. C. P. Jain	1.20

There were no other pecuniary relationships or transactions of Non-Executive Directors vis-a-vis the Company.

iii) Details of shares of the Company held by Directors as on 31st March, 2014 are as under:

Name	No. of shares held
Mr. Vneet S Jaain	65880
Mr. Vijay Ranchan	5000
Mr. B. B. Tandon	5000

The Company does not have any Employees' Stock Option Scheme and there is no separate provision for payment of Severance Fees.

C) Stakeholders' Relationship Committee :

Shareholder/Investor Grievance and Share Transfer Committee of the Board comprises of three members, out of which two members are Independent Directors namely Mr. Vijay Ranchan (Chairman) and Mr. B. B. Tandon and one member is Non Independent Director namely Mr. Rajesh S. Adani.

Shareholder/Investor Grievance and Share Transfer Committee has been renamed as Stakeholders' Relationship Committee to comply with Section 178 of Companies Act 2013 and clause 49 of Listing Agreement.

The composition and terms of reference Stakeholders' Relationship Committee of the Company are in compliance with provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement.

a) Terms of reference:

- i) Investor relations and redressal of shareholders grievances in general and relating to non-receipt of dividends, interest, non- receipt of balance sheet etc.
- ii) Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.
- iii) To approve request received for transfer, transmission, demat etc. of securities of the Company.

b) Number of meetings held and dates on which held:

During the year under review Stakeholders' Relationship Committee meeting was held six times on 6th May, 2013, 31st July, 2013, 10th September, 2013, 25th October, 2013, 9th December, 2013 and 27th January, 2014.

c) Attendance of each member at the Stakeholders' Relationship Committee meetings held during the year:

Name	No. of Meetings	
	Held	Attended
Mr. Vijay Ranchan	6	6
Mr. Rajesh S. Adani	6	5
Mr. B. B. Tandon	6	4

The Company Secretary and Compliance Officer acts as Secretary of the Committee.

d) Investor Grievance Redressal:

Details of complaints received and redressed during the year:

Number of complaints received and resolved during the year under review and their breakup are as under:

Nature of complaint	Complaint received	Complaint resolved
Non receipt of refund orders	8	8
Non receipt of Annual Report	1	1
Non receipt of Dividend Warrant	11	11
Total	20	20

D. Corporate Social Responsibility Committee

Considering the requirements of the Companies Act, 2013, the Board of Directors of the Company in its meeting held on 15th May, 2014 constituted the Corporate Social Responsibility Committee.

Composition of the Committee :

Sr. No.	Name of Member	Designation	Category
1.	Mr. Rajesh S. Adani	Chairman	Managing Director
2.	Mr. Vneet S Jaain	Member	Executive Director
3.	Mr. Vijay Ranchan	Member	Independent Director

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of "Corporate Social Responsibility Policy", observe practices of Corporate Governance at all levels and to suggest remedial measures wherever necessary.

The Committee's constitution and terms of reference meet with the requirements of the Companies Act, 2013.

Terms of reference of the Committee, inter alia, includes the following :

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013 and rules made there under;
- To recommend the amount of expenditure to be incurred on the CSR activities.
- To monitor the implementation of framework of CSR Policy.
- To carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

5. Subsidiary Companies: Monitoring Framework

All subsidiary companies of the Company are Board managed with their Board having the rights and obligation to manage such companies in the best interest of their stakeholders.

None of the subsidiaries of the Company other than Adani Power Maharashtra Limited comes under the purview of the Material Non-Listed Subsidiary as per criteria given in clause 49 of Listing Agreement. The Company has nominated Mr. Vijay Ranchan, Independent Director of the Company as Director on the Board of Adani Power Maharashtra Limited. The Audit Committee of the Company reviews the Financial Statements and Investments made by unlisted subsidiary companies and the minutes of the unlisted subsidiary companies are placed at the Board Meeting of the Company.

6. General Body Meetings:

a) The last three Annual General Meetings were held as under:

Financial Year	Date	Location of Meeting	Time	No. of special Resolutions passed
2012-13	08.08.2013	J.B. Auditorium, AMA Complex, Atira, Dr. Vikram Sarabhai Marg, Ahmedabad- 380 015	9.30 a.m.	-
2011-12	09.08.2012	J.B. Auditorium, AMA Complex, Atira, Dr. Vikram Sarabhai Marg, Ahmedabad- 380 015	9.30 a.m.	3
2010-11	10.08.2011	J.B. Auditorium, AMA Complex, Atira, Dr. Vikram Sarabhai Marg, Ahmedabad- 380 015	10.15 a.m.	-

b) Special resolution passed through postal ballot:

The Company obtained the approval of its member on the Special Resolution under section 81(1A) of the Companies Act, 1956 for Preferential Issue of Equity Shares to Promoter and / or Promoter Group of the Company.

In accordance with Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011, the Postal Ballot Forms were sent to all the members whose names appear in the Members Register / Records as on 22nd March, 2013 along with Notice and the Explanatory Statement.

The postal ballot exercise was conducted by Mr. Rohit Choksi, Practising Chartered Accountant, who was appointed as Scrutinizer by the Board. The result of the postal ballot was announced by the Chairman on 15th May, 2013 and same was published in newspapers and also posted on the website of the Company.

The result of the postal ballot as per the Scrutinizer's report are provided below:

Particulars	Special Resolution u/s 81(1A) of the Companies Act 1956 for Preferential issue of Equity Shares of Promoter and/or Promoter Group	
	No. of shares/votes	% of net valid votes
Total Numbers of Votes received through Postal Ballot Forms and e- voting	164,59,62,948	
Less: Invalid Votes	9,952	
Net valid Votes	164,59,52,996	100
Votes which have been received in favour of the resolution	164,45,73,272	99.92
Votes which have been received against of the resolution	13,79,724	0.08

Thus, the resolution was passed with requisite majority.

7. Disclosures:

- a) There were no materially significant related party transactions that may have potential conflict with the interest of the Company at large. The details of related party transactions are disclosed in financial section of this Annual Report.
- b) In the preparation of the financial statements, the Company has followed the Accounting Policies and Practices as prescribed in the Accounting Standards and has been consistently applied except for the changes, if any, mentioned in Notes forming part of Account.
- c) The implementation of the risk assessment and minimization procedure containing the project/potential risk areas, its intensity, its effects, causes and measures taken by the Company are reviewed by the Audit Committee periodically.
- d) Management Discussion and Analysis Report is set out in a separate section included in this Annual Report and forms part of this Report.
- e) There has been no instance of non-compliance by the Company on any matter related to capital markets since listing (i.e. 20th August, 2009) and hence no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority.
- f) The Chief Executive Officer and the Chief Financial Officer have furnished a Certificate to the Board for the year ended on 31st March, 2014 in compliance with Clause 49 of Listing Agreement.
- g) A Practicing Company Secretary carried out a secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The secretarial audit report confirms that the total issued/paid-up capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
- h) There are no materially significant related party transactions which have personal conflict with the interest of the Company at large.

8. Means of Communication:

a) Financial Results:

The quarterly, half-yearly and annual results are published in widely circulating national and local dailies such as 'The Indian Express' in English and 'Financial Express' in Gujarati and are displayed on the website of the Company.

b) News Releases, Presentation etc. :

Official news releases, press releases and presentation made to analysts, institutional investors etc. are displayed on the website of the Company.

c) Website:

The Company's website www.adanipower.com contains a separate dedicated section namely "Investors Relationship" where shareholders information is available. The Annual Report of the Company is also available on the website of the Company in a downloadable form.

9. General Shareholders Information:

a) Company Registration Details

The Company is registered in the State of Gujarat, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L40100GJ1996PLC030533.

b) Day, date, time and venue of the 18th Annual General Meeting:

Saturday, 9th August, 2014 at 10.15 a.m. at J.B. Auditorium, Ahmedabad Management Association AMA Complex, ATIRA Dr. Vikram Sarabhai Marg, Ahmedabad-380015.

c) Registered Office:

"Shikhar", Near Adani House, Mithakhali Six Roads, Navrangpura, Ahmedabad - 380009

d) Financial Year:

The financial year of the Company is 1st April to 31st March and financial results will be declared as per the following schedule.

Particulars	:	Tentative Schedule
Quarterly Unaudited Results		
Quarter ending 30 th June, 2014	:	On or before 14 th August, 2014
Quarter ending 30 th September, 2014	:	On or before 14 th November, 2014
Quarter ending 31 st December, 2014	:	On or before 14 th February, 2015
Annual Audited Results		
Year ending 31 st March, 2015	:	Within 60 days from 31 st March, 2015

e) Book closure date:

The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 2nd August, 2014 to Saturday 9th August, 2014 (both days inclusive) for the purpose of 18th Annual General Meeting.

f) Unclaimed Shares lying in the Escrow Account:

The Company entered into the Capital Market with Initial Public Offer of 30,16,52,031 equity shares of ₹ 10/- each at a premium of ₹ 90/- per share through 100% Book Building process in August 2009. In light of SEBI's notification No. SEBI/CFD/DIL/LA/2009/24/04 on 24th April, 2009, the Company has opened a separate demat account in order to credit the unclaimed shares which could not be allotted to the rightful shareholder due to insufficient / incorrect information or any other reason. The voting rights in respect of the said shares will be frozen till the time rightful owner claims such shares. The details of Unclaimed Shares as on 31st March, 2014 issued pursuant to Initial Public offer (IPO) are as under:

Sr. No.	Particulars	Cases	No. of Shares
1	Aggregate number of shareholders and the outstanding shares in the suspense account (i.e. Adani Power Limited unclaimed shares demat suspense account) lying at the beginning of the year i.e. 1 st April, 2013	173	27165
2	Number of shareholders who approached issuer for transfer of shares from suspense account during the year	-	-
3	Number of shareholders to whom shares were transferred from suspense account during the year;	-	-
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. 31 st March, 2014	173	27165

g) Listing on Stock Exchanges:

The Company's shares are listed on the following Stock Exchanges:

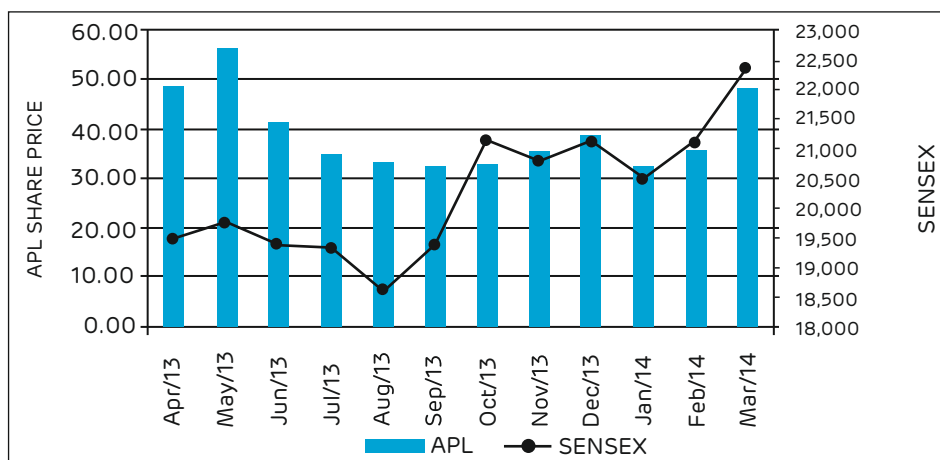
Name of Stock Exchange	Address	Code
BSE Limited	Floor 25, P. J Towers, Dalal Street, Mumbai -400 001	533096
National Stock Exchange of India Limited	Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	ADANIPOWER

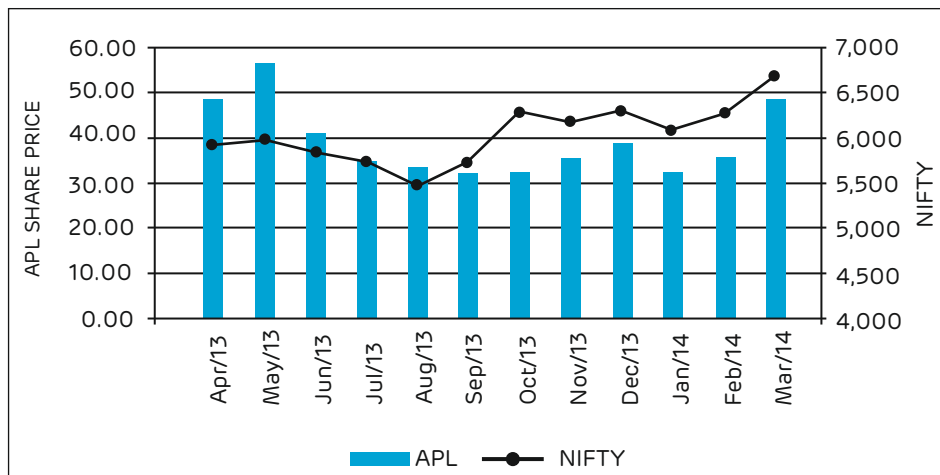
Annual Listing Fees for the year 2014-15 have been paid by the Company to BSE and NSE

h) Market Price Data:

Month	BSE			NSE			Total Volume of BSE & NSE
	High (₹)	Low (₹)	Volume	High (₹)	Low (₹)	Volume	
April, 2013	50.80	40.55	16597956	50.75	40.55	56782291	73380247
May, 2013	62.40	46.30	22604722	62.45	46.50	76203615	98808337
June, 2013	59.65	39.00	19897459	59.80	38.75	84685140	104579599
July, 2013	45.30	32.85	19159143	44.85	32.80	88947742	108106885
August, 2013	38.50	29.45	12238856	38.40	29.30	51236035	63474891
September, 2013	36.95	31.65	9346950	36.85	31.60	44168291	53515241
October, 2013	37.40	31.80	15294505	37.40	31.75	83224146	98518651
November, 2013	37.20	32.50	20812609	37.25	32.30	94283394	115096003
December, 2013	42.90	35.75	35914147	42.70	35.60	193470321	229384468
January, 2014	39.70	31.90	11857594	39.45	31.80	63011386	74868980
February, 2014	38.35	32.00	10150734	38.45	31.80	55215893	65366627
March, 2014	52.00	34.80	20618330	52.00	34.80	114129462	134747792

i) Performance of the share price of the Company in comparison to BSE Sensex and NSE Nifty:
BSE Sensex



NSE Nifty**j) Registrar & Transfer Agents:**

Name & Address : M/s Karvy Computershare Private Limited
 Unit: Adani Power Limited
 Plot No 17-24,
 Vittal Rao Nagar, Madhapur,
 Hyderabad-500 081
 Telephone No.: +91-40-44655000, Fax: +91-40-23420814
 Email: einward.ris@karvy.com, Website: www.karvycomputershare.com

k) Share Transfer Procedure:

As on 31st March, 2014, 99.99% of the equity shares of the Company are in electronic form. Transfer of these shares is done through the depositories without intervention of the Company. For transfer of physical shares, the transfer document should be lodged with Karvy Computershare Private Limited at the address mentioned in this Annual Report. Stakeholders' Relationship Committee is empowered to approve transfer.

All the transactions related to share transfer, change of address, dividend, share certificate etc., should be addressed to R&T Agent of the Company at the address mentioned in this Annual Report at First page of Annual Report.

Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchanges, the Company obtained a certificate from a Practicing Company Secretary on half yearly basis, for compliance of share transfer formalities. Pursuant to SEBI (Depositories and Participants) Regulations, 1996, a certificate have also been obtained from a Practicing Company Secretary for timely dematerialization of the shares of the Company and for conducting secretarial audit on a quarterly basis for reconciliation of the share capital of the Company. The Company files copy of these certificates with the stock exchange as required

l) Shareholding (as on 31st March, 2014):

(i) Distribution of Shareholding as on 31st March, 2014:

Number of shares	No. of shares	% to capital	Total no. of accounts	% to total accounts
1 to 500	36926167	1.28	229596	91.57
501 to 1000	9140199	0.32	11358	4.53
1001 to 2000	7674681	0.27	5040	2.01
2001 to 3000	4281647	0.15	1662	0.66
3001 to 4000	2563167	0.09	713	0.28
4001 to 5000	3198506	0.11	671	0.27
5001 to 10000	6573040	0.23	886	0.35
10000 & Above	2801564703	97.55	806	0.33
TOTAL	2871922110	100.00	250732	100.00

(ii) Shareholding Pattern as on 31st March, 2014:

Category	No. of shares held		Total No. of Shares	% Holding
	Physical	Electronic		
Promoter Group	-	2153935082	2153935082	75.00
Mutual Funds /UTI	-	489721	489721	0.02
Financial Institutions /Banks	-	16037132	16037132	0.56
Foreign Institutional Investors	-	196503978	196503978	6.84
Other Bodies Corporate	-	12020225	12020225	0.42
Trusts	-	9648	9648	0.00
Non Resident Indians	-	2024715	2024715	0.07
Foreign Nationals	-	1316900	1316900	0.05
Foreign Bodies Corporate	-	406376252	406376252	14.15
Directors & their relatives	-	75880	75880	0.00
Clearing members	-	4707799	4707799	0.16
Indian Public	12348	78412430	78424778	2.73
Total	12348	2871909762	2871922110	100.00

m) Dematerialization of Shares and Liquidity:

The Company's shares are compulsorily traded in dematerialized form. The dematerialization facility is available from both the depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity shares of the Company representing 99.99% of the share capital are dematerialized as on 31st March, 2014.

The Company's shares are regularly traded on the 'BSE Limited' and 'National Stock Exchange of India Limited' in dematerialized form.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE814H01011.

n) Outstanding GDRs / ADRs / Warrants or any convertible instrument, conversion and likely impact on equity:

Nil

o) Site location:

Adani Power Limited, Village: Tunda & Siracha, Taluka: Mundra, Dist: Kutchh, Gujarat – 370 435

p) Address of Correspondence:

i) Mr. Rajesh Shah,

Company Secretary & Compliance Officer

9th Floor, Shikhar, Near Adani House,

Mithakhali Six Roads, Navrangpura, Ahmedabad – 380009

Tel.: +91 79 2555 7150 Fax: +91 79 2555 5604

E-mail: rajesh.shah@adani.com and investorgrievance@adanipower.com

ii) For transfer/dematerialization of shares, change of address of members and other queries.

M/s Karvy Computershare Private Limited

Unit : Adani Power Limited

Plot No. 17-24,

Vittal Rao Nagar, Madhapur,

Hyderabad-500 081

Tel: +91-40-44655000 Fax: +91-40-23420814

Email: einward.ris@karvy.com Website: www.karvycomputershare.com

q) Non-mandatory Requirements:

The non mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

1. Remuneration Committee:

The Company has constituted "Nomination and Remuneration Committee" meeting the requirements of Clause 49 of the Listing Agreement and the Companies Act, 2013.

2. Shareholders' Right:

The quarterly, half yearly and annual financial results of your Company are published in newspapers and posted on Company's website www.adanipower.com. The same are also available on the sites of the stock exchanges where the shares of the Company are listed i.e. www.bseindia.com and www.nseindia.com.

3. Audit Qualifications:

There are no qualifications in the Auditor's Report on the financial statements to the shareholders of the Company.

4. Whistle Blower Policy:

The Company encourages an open door policy where employees have access to the Head of the Business / Function. In terms of the ADANI Code of Conduct, any instance of non-adherence to the Code or any other observed unethical behaviour is to be brought to the attention of the immediate reporting authority, who is required to report the same to the Head of Corporate Human Resources Department.

5. Training of Board Members:

All the Non-Executive Directors have rich experience and expertise in their functional areas. During Audit and Board Meetings, the Management and the Executive Directors give extensive presentations and briefings to the Board Members on the business of your Company.

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Adani Power Limited

We have examined the compliance of conditions of Corporate Governance by Adani Power Limited for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance for the year ended 31st March, 2014 as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Chirag Shah
Company Secretary
Samdani Shah & Associates,
Company Secretaries,
C.P. No. 3498

Place : Ahmedabad
Date : 15th May, 2014

CERTIFICATE OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2014 and to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2014 which are fraudulent, illegal or violative of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal control system and that we have evaluated the effectiveness of the internal control system of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal control system, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that we have indicated to the auditors and the Audit Committee:
 - a) There have been no significant changes in internal control over financial reporting system during the year,
 - b) There have been no significant changes in accounting policies during the year except for the changes disclosed in the notes to the financial statements, if any; and
 - c) There have been no instances of significant fraud, of which we have become aware, involving management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : Ahmedabad
Date : 15th May, 2014

Rajesh S. Adani
Managing Director

Vinod Bhandawat
Chief Financial Officer

BUSINESS RESPONSIBILITY REPORT

Section A: General Information about the Company

- 1. Corporate Identity Number (CIN):** L40100GJ1996PLC030533
- 2. Name of the Company:** Adani Power Limited
- 3. Registered Office Address:** 'Shikhar', Nr. Adani House, Mithakhali Six Roads, Navrangpura, Ahmedabad - 380 009, Gujarat, India
- 4. Website:** www.adanipower.com
- 5. Email id:** investorgrievance@adanipower.com
- 6. Financial Year reported:** : 1st April 2013 to 31st March 2014
- 7. Sector(s) that the Company is engaged in (industrial activity code-wise):**

Group	Class	Sub-class	Description
351	3510	35102	Electric power generation by coal based thermal power plants
351	3510	35107	Transmission of electric energy

As per National Industrial Classification – Ministry of Statistics and Program Implementations

- 8. List three key products that the Company manufactures/provides (as in balance sheet):**
Power Generation and Power Transmission
- 9. Total number of locations where business activity is undertaken by the Company:**
The Company's business activity is undertaken at Mundra Thermal Power Plant (Mundra). The Adani Group companies have presence in a total of 32 locations in India and 7 international locations (including offices).
- 10. Markets served by the Company:** Local, State, National

Section B: Financial Details of the Company

- 1. Paid up capital (INR):** ₹ 2,871.92 crores
- 2. Total turnover (INR):** ₹ 11,304.56 crores
- 3. Total profit/(loss) after taxes (INR):** ₹ 595.26 crores
- 4. Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax:**
The Company carries its CSR activities through its dedicated CSR wing viz. Adani Foundation. During FY 2013-14, the Company has spent along with subsidiaries ₹ 3.71 crores towards CSR activities.
- 5. List of activities in which expenditure in 4 above has been incurred:**
The major activities in which Corporate Social Responsibility was undertaken are Education Initiatives, Community Health Initiatives, Water Resource Development, Sustainable Livelihood Development Projects, Rural Infrastructure Development and Community Environment Projects.

Section C: Other Details

- 1. Does the Company have any subsidiary company / companies?**
Yes, the Company has 4 subsidiary companies. (including one step down subsidiary) as on 31st March, 2014

- 2. Do the subsidiary company / companies participate in the BR initiatives of the parent Company?**
 Business Responsibility initiatives of the parent company are applicable to the subsidiary companies to the extent that they are material in relation to the business activities of the subsidiaries.
- 3. Do any other entity / entities that the Company does business with participate in the BR initiatives of the Company?**
 No other entity / entities participate in the BR initiatives of the Company.

Section D: BR Information

1. Details of Director / Directors responsible for BR:

- a) Details of the Director / Directors responsible for implementation of the BR policy / policies
- **DIN:** 00053906
 - **Name:** Mr. Vneet S Jaain
 - **Designation:** Executive Director

b) Details of the BR head:

Sr. No	Particulars	Details
1	DIN (if applicable)	00053906
2	Name	Mr. Vneet S Jaain
3	Designation	Executive Director
4	Telephone Number	079-25556984
5	E mail Id	nair.anil@adani.com

2. Principle-wise (as per NVGs) BR Policy / policies (Reply in Y/N):

Sr. No.	Questions	Business Ethics	Product Life Responsibility	Employee Well-being	Stakeholder Engagement	Human Rights	Environment	Policy Advocacy	Inclusive Growth	Customer Value
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy / policies for....	Y	Y*	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national / international standards? If yes, specify?	All the policies are compliant with respective principles of NVG Guidelines.								
4.	Has the policy being approved by the Board? If yes, has it been signed by MD / owner / CEO / appropriate Board Director?	Y	-	-	-	-	-	-	-	-

Sr. No.	Questions	Business Ethics	Product Life Responsibility	Employee Well-being	Stakeholder Engagement	Human Rights	Environment	Policy Advocacy	Inclusive Growth	Customer Value
5.	Does the company have a specified committee of the Board / Director / Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link for the policy to be viewed online?	#	-	@	-	@	-	-	-	-
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies have been communicated to key internal stakeholders. The communication is an ongoing process to cover all internal & external shareholders.								
8.	Does the company have in house structure to implement the policy / policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	-	-	Y	-	-	-

* The policy addresses the aspect of environmental protection in the Company's operations.

<http://www.adanipower.com/Investor%20relations>

@ Policies pertaining to our human resources are available on the Company's internal web portal.

2a. If answer to S. No. 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The Company has not understood the principle	Not Applicable								
2.	The Company is not at stage where it finds itself in a position to formulate and implement the policies on specified principle									
3.	The company does not have financial or manpower resources available for the task									
4.	It is planned to be done within next six month									
5.	It is planned to be done within next one year									
6.	Any other reason (please specify)									

3. Governance related to BR:

(i) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year:

The CEO periodically assesses the BR performance of the Company.

(ii) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

This report comprises the Company's second Business Responsibility Report as per the National Voluntary Guidelines on Social, Environmental and Economic Responsibility of Business (NVEG) which is published as a part of Annual Report. The Company currently does not publish a separate Sustainability Report.

Section E: Principle-wise Performance

Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes / No. Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

The Company has adopted a Code of Conduct for its Directors and Senior Management. Additionally, the Policy on Code of Conduct for Employees applies to all employees of Adani Group companies. These do not extend to other entities.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

No stakeholder complaints pertaining to the above Codes were received in the past financial year.

Principle 2: Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

The Company has developed Environment Management System (EMS) with in-built mechanism for identification of potential non-conformances and opportunities for improvements. The EMS is ISO 14001:2004 certified. The company has installed online digital display board on the main gate showing the status of environmental parameters. The emission data is also sent online to the server of Gujarat Pollution Control Board.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc) per unit of product (optional):

I. Reduction during sourcing / production / distribution achieved since the previous year through the value chain:

The company has implemented the reuse of entire treated effluent, which is now reused in the Flue Gas Desulphurization process. The outlet effluent is again treated and let out through the sea water outfall.

II. Reduction during usage by consumers (energy, water) achieved since the previous year?

Not applicable.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)?

The adoption of super-critical technology for thermal power generation has led to a decrease in the Company's specific coal consumption. Similarly, the installation of HVDC transmission lines, which has lower transmission losses compared to the convention HVAC technology, has further reduced our coal consumption. Other key examples of the Company's sustainable procurement include the use of synthetic oil instead of petroleum based oils and encouraging our suppliers to use environmentally friendly packaging material

4. Has the Company undertaken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve the capacity and capability of local and small vendors?

The Company encourages procurement of goods and services from locally based and small producers and service providers. Efforts are made to create awareness on health, safety and hygienic workplace among the local vendors.

5. Does the company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste? (Separately as < 5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

Ash is the major waste generated at the thermal power plant. A significant portion of this ash is recycled by selling it to cement (PPC) manufacturers in the region, thereby decreasing its environmental burden.

Principle 3: Business should promote the wellbeing of all employees

1. Please indicate total number of employees:

The Company has a total of 1493 employees as on 31st March 2014.

2. Please indicate total number of employees hired on temporary/contractual/casual basis:

The Company has a total of 39 employees hired on contractual basis as on 31st March 2014.

3. Please indicate the number of permanent women employees:

The Company has 4 women employees as on 31st March 2014.

4. Please indicate the number of permanent employees with disabilities.

The Company has no permanent employee with disabilities as on 31st March 2014.

5. Do you have an employee association that is recognized by the Management?

The Company does not have an employee association recognized by the management.

6. What Percentage of permanent employees who are members of this recognized employee association?

Not applicable.

7. Please indicate the number of complaints relating to child labor, forced labor, involuntary labor, sexual harassment in the last financial year and those pending as on the end of the financial year.

There were no complaints of this nature during the financial year.

8. What Percentage of under mentioned employees were given safety and skill up-gradation training in the last year?

Employee training and skills development is an integral aspect of the Company's human resource strategy. The Company's training programs extend to all permanent and contractual employees, which are rolled out as per the annual training calendar and individual employee training needs, covering a significant percentage of employees. All contractual employees are given mandatory safety training on induction as well as on the job skills related training through the Contractors and the Company.

Principle 4: Business should respect the interest of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized**1. Has the company mapped its internal and external stakeholders?**

Yes, the Company's key stakeholders include employees, suppliers, customers, business partners, regulatory agencies and local communities around its sites of operations

2. Out of the above, has the company identified the disadvantaged, vulnerable and marginalized stakeholders?

Yes, the Company has identified the disadvantaged, vulnerable and the marginalized sections within the local communities around its sites of operations.

3. Special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders:

The Company, through the Adani Foundation, has undertaken several initiatives to engage with and ensure sustainable development of the marginalized groups in the local communities. Key initiatives include:

- (i) Adani Vidyamandir, Ahmedabad and Bhadrashwar for the students who come from economically challenged background which provides excellent educational and extracurricular opportunities in the state of art facility absolutely free of cost.
- (ii) A very structured multi – pronged project have been planned and implemented for fisher folk communities around Mundra and Dahej.
- (iii) As part of income generating activities fishing equipment and training is provided to fisher folk families of Dahej and Mundra
- (iv) Health Cards and cashless treatment for senior citizens in Mundra (Gujarat);
- (v) Special campaign is started to tackle issue of addiction in Dahej and Tiroda region. This camp will be helped more structured and strategic in coming years.
- (vi) To tackle issue of anemia, a very focused and special project "Anemia reduction programme" with multi-level intervention has been started in Tiroda region.
- (vii) Farmers are provided with latest techniques of farming to increase their field production.

- (viii) Door step health facility is provided through Mobile Health Care Unit in Mundra, Kawai and Tiroda region. The facility is also extended to fisher folk communities living at coastal area of Mundra region
- (ix) Special training courses are started to develop computer and English speaking skills in youth of Tiroda region. Some youth have also been sponsored training courses to impart technical skills related to civil work.
- (x) As part of promoting environment friendly life style biogas plant and solar light have been installed in the villages of Tiroda and Mundra.
- (xi) 47 Government schools and CHC and PHC have been adopted in Kawai (Rajasthan) region to uplift education and health facility for the near by villagers.
- (xii) Support to malnourished kids, adolescent girls and women in terms of additional nutritional food, awareness and medical care is provided at Mundra and Dahej.
- (xiii) Diagnosis, Treatment and Awareness building for kidney stone problem in the highly saline coastal areas of Mundra (Gujarat);
- (xiv) Infrastructure Development for basic amenities for, Education, Health Care, Potable water, Solar Lights as well as Sustainable Livelihood Development support to improve the Quality of Life for fishing communities in the coastal zones of Mundra and Dahej (Gujarat).
- (xv) Education grants and medical support is provided to the needy people.

Principle 5: Business should respect and promote human rights

1. Does the Company's policy on human rights cover only the company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others?

The Company has put in place a Human Rights policy applicable to all Adani Group Companies. The Company strictly adheres to all applicable labor laws and other statutory requirements in order to uphold the human rights within its organizational boundary.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the Management?

No stakeholder complaints were received during the last financial year.

Principle 6: Business should respect, protect, and make effort to restore the environment

1. Does the policy pertaining to this Principle cover only the Company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others?

The Company has adopted an Environment Policy as these aspects are integral to the Company's business values. The Policy covers only the Company.

2. Does the company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc? Y / N. If yes, please give hyperlink for web page etc.

Yes, the Company is committed to addressing global environmental issues such as climate change and global warming through adoption of energy and resource efficiency initiatives in its thermal power project operations. Details are available on the following webpage: <http://www.adanipower.com>

3. Does the Company identify and assess potential environmental risks? Y/N

Yes, the Company regularly identifies and assesses environmental risk during all stages of its existing and planned projects.

4. Does the Company have any project related to Clean Development Mechanism (CDM)? If so provide details thereof, in about 50 words or so. Also, If Yes, whether any environmental compliance report is filed?

Yes, the Company encourages Clean Development Mechanism (CDM), and has registered the supercritical units - 2*660MW (Unit 5 & 6) of the Mundra Thermal Power Project under CDM Executive Board of the United Nations Framework Convention on Climate Change (UNFCCC). On account of the

enhanced plant efficiency of the super-critical technology, the project has generated about 8,50,000 CERs for FY 2013-14 which translates into mitigation of 8,50,000 tonnes of Co2.

5. Has the Company undertaken any other initiatives on - clean technology, energy efficiency, renewable energy etc?

The adoption of super-critical technology and other energy conservation initiatives at the Mundra Thermal Power Project has led to reduction in coal consumption as well as energy requirements in the plant operations. Additionally, several water conservation initiatives, such as effluent and sewage treatment plants, coal runoff treatment plant has secondary reverse osmosis (RO) plant, have also been undertaken. In recognition of its achievement in efficient utilization and conservation of energy, the Company was awarded the National Energy Conservation Award (NECA) in the Thermal Power Sector, by the Union Power Ministry in December 2012.

6. Are the Emissions / Waste generated by the Company within the permissible limits given by CPCB / SPCB for the financial year being reported?

Yes, the emissions / waste generated are within the permissible limits given by CPCB / SPCB.

7. Number of show cause / legal notices received from CPCB / SPCB which are pending as of end of financial year.

There are no show cause / legal notices received from CPCB / SPCB which are pending as of end of financial year.

Principle 7: Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your Company a member of any trade and chambers of association? If Yes, name only those major ones that your business deals with.

Yes, the Company is a member of the following key associations, either directly or through its parent company (Adani Enterprise Limited):

- (i) Association of Power Producers (APP)
- (ii) Confederation of Indian Industry (CII)
- (iii) Federation of Indian Chamber of Commerce and Industry (FICCI)
- (iv) Independent Power Producers Association of India (IPPAI)
- (v) Gujarat Chamber of Commerce and Industry (GCCCI)
- (vi) Ahmedabad Management Association (AMA)

2. Have you advocated / lobbied through above associations for the advancement or improvement of public good? Yes/No; If yes specify the broad areas (Governance and Administration, Economic Reform, Inclusive Development Polices, Energy security, Water, Food Security, Sustainable Business Principles, Others):

Yes, through membership in the above industry bodies, the Company has advocated on the key issues impacting energy security, including but not limited to power sale, coal supply, financial health of discoms, transmission evacuation, logistics and rail connectivity, grant of clearances, environment, financing, taxation and fiscal benefits.

Principle 8: Business should support inclusive growth and equitable development

1. Does the company have specified programme / initiatives/ projects in pursuit of the policy related to principle 8? If yes details thereof.

Adani Foundation, the Corporate Social Responsibility (CSR) wing of Adani Group, is dedicated to undertake various activities for the sustainable development of communities around the sites of operations of the Group companies. The Foundation works in four core areas i.e. Education with special focus on quality education and girl child education, Community Health, Sustainable Livelihood Development and Rural Infrastructure Development. It lays a special focus on the marginalized sections of the communities.

Through its activities in the above areas, the Adani Foundation reaches to 7 States, more than 1400 villages / towns and over 275000 families touching their lives to make a positive difference

2. Are the programmes / projects undertaken through in-house team / own foundation /external NGO / Govt. structure / any other organisation?

Adani Foundation is the well-structured Corporate Social Responsibility (CSR) arm of Adani Group. The CSR programs are carried out by and large through Adani Foundation (AF) and AF has created few very meaningful partnerships with several government agencies, government supported organizations, non governmental organizations, community service organizations and the CSR initiatives of other corporate houses.

3. Have you done any impact assessment of your initiative?

Yes, impact assessments and SROI (Social Returns on Investment) analysis of the ongoing CSR programs are conducted at regular intervals to evaluate and continually improve the program implementation and outcomes.

4. What is the Company's direct monetary contribution to community development projects and details of projects undertaken?

The Company's monetary contribution to community development projects in FY 2013-14 was ₹ 0.74 crores. The focus areas of the Company's community development projects are outlined in response to Question 5 under Section B.

5. Have you taken steps to ensure that community development initiative is successfully adopted by the community? Please explain in 50 words.

Community participation is encouraged at all stages of our community development / CSR initiatives, including program planning, monitoring, implementation and assessment / evaluation. Our community engagement is strengthened through conducting third-party need assessment surveys, participatory rural appraisals as well as formation of Village Development Committees (VDCs) and Cluster Development Advisory Committee (CDAC), and Advisory Council with representation from the community, government and the Company. This high level of engagement and participation of community members lead to a greater sense of ownership among the people, ensuring successful adoption and sustained outcomes.

Principle 9: Business should engage with and provide value to their customers and consumers in a responsible manner

1. What Percentage of customer complaints / consumer cases are pending as on the end of financial year 2013-14?

There are no customer complaints / consumer cases pending as of end of financial year 2013-14.

2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information)

The Company produces electricity, for which product labeling is not relevant.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as of end of FY 2013-14?

There are no such pending cases against the Company in a court of law.

4. Did your company carry out any consumer survey / consumer satisfaction trends?

The Company has not carried out a formal survey, however there is a continuous improvement process through which periodic feedback taken on a regular basis from our customers / stakeholders and an immediate action is taken on any issues that they are facing.

Independent Auditors' Report

To
The Members of
Adani Power Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **ADANI POWER LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Management of the Company is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and read with our comment in the Emphasis of Matter paragraph below, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date;
and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Emphasis of Matter

We draw attention to Note 38 to the financial statements regarding recognition of revenue aggregating ₹ 1,843.12 crore on account of Compensatory Tariff consequent to the favorable order of the Central Electricity Regulatory Commission ("CERC") dated 21st February, 2014, based on legal advice obtained by the Management of the Company that the CERC order is enforceable as on date and is in operation and that the Company has a good arguable case in support of the CERC order with respect to the appeals filed by the customers against the said order with the Appellate Tribunal For Electricity for the reasons stated in the said Note and the assessment by the Management of the Company that it would not be unreasonable to expect ultimate collection of the amount.

Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards notified under the Act (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs).
 - (f) On the basis of the written representations received from the directors as on 31st March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of Section 274(1)(g) of the Act.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm Registration No. 117365W)

Place : Ahmedabad
Date : 15th May, 2014

Samir R. Shah
Partner
Membership No. 101708

Annexure to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Having regard to the nature of the Company's business / activities / results during the year, clauses (vi), (xii), (xiii), (xiv), (xix) and (xx) of Paragraph 4 of the Order are not applicable to the Company.

- (i) In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) Some of the fixed assets were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - (c) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.
- (ii) In respect of its inventories:
 - (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii) In respect of loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the Register maintained under Section 301 of the Act, according to the information and explanations given to us:
 - (a) The Company has granted loans aggregating to ₹ 2,454.66 crores to five parties during the year. At the year-end, the outstanding balances of such loans granted aggregated ₹ 4,165.79 crores (number of parties: two) and the maximum amount involved during the year was ₹ 5,441.72 crores (number of parties: five).
 - (b) The rate of interest and other terms and conditions of such loans are, in our opinion, prima facie not prejudicial to the interest of the Company.
 - (c) The receipts of principal amounts and interest have been regular / as per stipulations.
 - (d) There is no overdue amount in excess of ₹ 1 lakh remaining outstanding as at the year-end.

In respect of loans, secured or unsecured, taken by the Company from companies, firms or other parties covered in the Register maintained under Section 301 of the Act, according to the information and explanations given to us:

 - (e) The Company has taken loans aggregating to ₹ 4,660.13 crores from two parties during the year. At the year-end, the outstanding balances of such loans taken aggregated ₹ 5,262.05 crores (number of parties: two) and the maximum amount involved during the year was ₹ 6,448.32 crores (number of parties: two)
 - (f) The rate of interest and other terms and conditions of such loans are, in our opinion, prima facie not prejudicial to the interest of the Company.
 - (g) The payments of principal amounts and interest in respect of such loans are regular / as per stipulations.

- (iv) In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchases of inventory and fixed assets and for the sale of goods and services. During the course of our audit we have not observed any major weaknesses in such internal control system.
- (v) To the best of our knowledge and belief and according to the information and explanations given to us, there are no contracts or arrangements that needed to be entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956.
- (vi) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (vii) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 and the Cost Accounting Records (Electricity Industry) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Act and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (viii) According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at 31st March, 2014 for a period of more than six months from the date they became payable.
- (c) Details of dues of Income-tax, Service Tax and Custom Duty which have not been deposited as on 31st March, 2014 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount Involved (₹ In crores)
Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal	Assessment Year 2008-09	0.46
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals)	Assessment Year 2009-10	2.35
Service Tax	Service Tax	Customs Excise Service Tax Appellate Tribunal	June 2008 to September 2010	5.11
Customs Act, 1962	Customs Duty	High Court of Gujart	July 2009 to September 2010	119.97

According to the information and explanations given to us, there are no dues pending to be deposited on account of any dispute in respect of Sales Tax, Wealth Tax, Excise Duty and Cess as on 31st March, 2014.

- (ix) The accumulated losses of the Company at the end of the financial year are less than fifty percent of its net worth and the Company has incurred cash losses only during the preceding year but has not incurred cash losses during the current financial year.
- (x) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions and banks. The Company has not issued any debentures.
- (xi) According to the information and explanations given to us, the Company has not given guarantees for loans taken by others from banks and financial institutions.
- (xii) In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained, other than temporary deployment pending application.
- (xiii) In our opinion and according to the information and explanations given to us, and on an overall examination of the Balance Sheet of the Company, we report that funds raised on short-term basis aggregating approximately ₹ 4,859.64 crores have been used for long term investments.
- (xiv) According to the information and explanations given to us, the Company has made preferential allotment of shares to a party and a company covered in the Register maintained under Section 301 of the Act at a price which, in our opinion, is prima facie not prejudicial to the interest of the Company.
- (xv) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm Registration No. 117365W)

Place : Ahmedabad
Date : 15th May, 2014

Samir R. Shah
Partner
Membership No. 101708

Balance Sheet as at 31st March, 2014

Particulars	Notes	As at 31 st March, 2014 (₹ in Crores)	As at 31 st March, 2013 (₹ in Crores)
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	3	2,871.92	2,393.27
Reserves & Surplus	4	4,915.24	2,256.50
		7,787.16	4,649.77
NON-CURRENT LIABILITIES			
Long Term Borrowings	5	17,603.16	20,752.80
Deferred Tax Liabilities (net)	6	-	1,060.63
Other Long-term Liabilities	7	396.84	-
Long Term Provisions	8	251.55	163.46
		18,251.55	21,976.89
CURRENT LIABILITIES			
Short Term Borrowings	9	4,714.04	3,941.26
Trade Payables	10	2,915.16	2,602.86
Other Current Liabilities	11	4,752.28	4,485.25
Short Term Provisions	12	358.82	318.87
		12,740.30	11,348.24
TOTAL		38,779.01	37,974.90
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets			
Tangible Assets	13	24,463.77	24,149.73
Intangible Assets	13	3.07	1.39
Capital Work-In-Progress	14	146.40	613.10
		24,613.24	24,764.22
Non-current Investments	15	4,915.97	4,916.07
Long-term Loans and Advances	16	4,610.18	4,078.74
Other Non-current Assets	17	555.49	16.74
		34,694.88	33,775.77
CURRENT ASSETS			
Current Investments	18	0.02	12.36
Inventories	19	901.48	1,263.25
Trade Receivables	20	275.23	674.58
Cash & Bank Balances	21	412.79	1,486.01
Short Term Loans and Advances	22	288.88	247.32
Other Current Assets	23	2,205.73	515.61
		4,084.13	4,199.13
TOTAL		38,779.01	37,974.90

See accompanying notes forming part of the financial statements

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

Samir R. Shah
Partner

Place : Ahmedabad
Date : 15th May, 2014

For and on behalf of the Board of Directors

Gautam S. Adani
Chairman

Vinod Bhandawat
Chief Financial Officer

Place : Ahmedabad
Date : 15th May, 2014

Rajesh S. Adani
Managing Director

Rajash Shah
Company Secretary

Statement of Profit & Loss for the year ended 31st March, 2014

Particulars	Notes	For the year ended 31 st March, 2014 (₹ in Crores)	For the year ended 31 st March, 2013 (₹ in Crores)
Continuing Operations			
Revenue from Operations	24	10,714.43	6,332.98
Other Income	25	590.13	535.11
Total Revenue		11,304.56	6,868.09
Expenses			
Fuel Cost		6,155.78	4,698.88
Employee Benefits Expense	26	156.89	135.09
Finance Costs	27	3,023.61	1,645.41
Depreciation and Amortisation Expenses		1,187.83	1,012.12
Other Expenses	28	1,107.66	680.20
Total Expenses		11,631.77	8,171.70
Loss before exceptional items and tax		(327.21)	(1,303.61)
Exceptional item	29	-	51.59
Loss before tax		(327.21)	(1,252.02)
Tax Expense:			
Current Tax		-	-
Deferred Tax		(1,060.63)	458.32
Profit / (Loss) after tax from Continuing Operations	Total A	733.42	(1,710.34)
Discontinuing Operations (Refer Note 36)			
Loss from discontinuing operations		(138.16)	(241.69)
Tax expense of discontinuing operations		-	-
Loss after tax from discontinuing operations	Total B	(138.16)	(241.69)
Profit / (Loss) from total operations for the year	Total A+B	595.26	(1,952.03)
Earnings Per Share (EPS) (Face Value ₹ 10 Per Share)	45		
Basic and Diluted EPS (₹)			
Continuing operations		2.62	(7.15)
Total operations		2.13	(8.16)

See accompanying notes forming part of the financial statements

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

Samir R. Shah
Partner

Place : Ahmedabad
Date : 15th May, 2014

For and on behalf of the Board of Directors

Gautam S. Adani
Chairman

Vinod Bhandawat
Chief Financial Officer

Place : Ahmedabad
Date : 15th May, 2014

Rajesh S. Adani
Managing Director

Rajash Shah
Company Secretary

Cash Flow Statement for the year ended 31st March, 2014

Particulars	For the year ended 31 st March, 2014 (₹ in Crores)	For the year ended 31 st March, 2013 (₹ in Crores)
A. Cash flow from operating activities		
Loss before tax and exceptional items from continuing operations	(327.21)	(1,303.61)
Loss before tax from discontinuing operations	(138.16)	(241.69)
Adjustments for:		
Depreciation and amortisation	1,430.82	1,138.45
Loss on foreign exchange fluctuation	94.81	108.15
Income from Mutual Funds	(9.94)	(8.38)
Gain on sale of fixed assets	(0.02)	(7.01)
Provision for Doubtful Trade Receivables	13.82	-
Finance Costs	3,164.02	1,739.18
Interest income	(571.91)	(505.96)
Operating profit before working capital changes	3,656.23	919.13
Changes in Working Capital:		
(Increase) / Decrease in Operating Assets :		
Inventories	361.77	(446.83)
Trade Receivables	385.53	(225.39)
Long-term Loans and Advances	7.93	(44.31)
Other Non Current Assets	(553.17)	-
Short-term Loans and Advances	(41.56)	(96.17)
Other Current Assets	(1,713.21)	14.64
Increase / (Decrease) in Operating Liabilities :		
Trade Payables	355.90	1,852.19
Current Liabilities	640.21	(217.59)
Other Long Term Liabilities	396.84	-
Long-term Provisions	4.78	74.05
Short-term Provisions	(153.68)	0.10
Cash generated from operations	3,347.57	1,829.82
Tax Refund received / (Tax Paid) (net)	38.32	(9.51)
Net cash from operating activities (A)	3,385.89	1,820.31
B. Cash flow from investing activities		
Capital Expenditure on Fixed assets, Capital work in Progress and Capital Advance	(1,035.90)	(33.60)
Proceeds from Sale of fixed assets	2.53	9.31
Proceeds from withdrawal of Fixed Deposits	1,089.90	1,437.11
Interest income received	100.82	243.95
Investment in subsidiaries	(0.05)	(2,018.07)
Proceeds from sale of Investment in Subsidiaries	0.15	51.59
Purchase of Current Investments	(13,246.38)	(10,776.72)
Proceeds from sale of Current Investments	13,268.66	10,772.74
Loans and advances given to subsidiaries	(1,960.49)	(1,574.71)
Loans and advances return by subsidiaries	1,749.87	2,065.63
Net cash (used in) / from investing activities (B)	(30.89)	177.43

Cash Flow Statement for the year ended 31st March, 2014

Particulars	For the year ended 31 st March, 2014 (₹ in Crores)	For the year ended 31 st March, 2013 (₹ in Crores)
C. Cash flow from financing activities		
Proceeds from Long-term borrowings	1,478.88	10,938.54
Repayment of Long-term borrowings	(5,645.39)	(7,746.97)
Proceeds from Short-term borrowings	6,923.36	4,699.28
Repayment of Short-term borrowings	(6,414.44)	(7,124.21)
Finance Costs Paid	(2,237.28)	(3,011.44)
Proceeds from Issue of Equity Shares	2,542.13	-
Net cash used in financing activities (C)	(3,352.74)	(2,244.80)
Net increase in cash and cash equivalents (A+B+C)	2.26	(247.06)
Cash and cash equivalents at the beginning of the year	79.01	326.07
Cash and cash equivalents at the end of the year	81.27	79.01
Notes to Cash Flow Statement :		
1. Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance Sheet (Refer Note 21)	81.27	79.01
	81.27	79.01
2. Previous year's figures have been regrouped wherever necessary, to confirm to this year's classification.		
3. The Cash Flow Statement has been prepared under the 'Indirect Method' set out in Accounting Standard 3 'Cash Flow Statement' prescribed under Companies (Accounting Standard) Rules, 2006.		
4. The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discontinuing operations.		

See accompanying notes forming part of the financial statements.

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

Samir R. Shah
Partner

Place : Ahmedabad
Date : 15th May, 2014

For and on behalf of the Board of Directors

Gautam S. Adani
Chairman

Vinod Bhandawat
Chief Financial Officer

Place : Ahmedabad
Date : 15th May, 2014

Rajesh S. Adani
Managing Director

Rajash Shah
Company Secretary

Notes to financial statements for the year ended 31st March, 2014

1. Corporate information

Adani Power Limited ("the Company") is a public company domiciled in India and incorporated under the provisions of Companies Act, 1956. The Company together with its subsidiaries currently has three power projects with a combined installed capacity of 9240 MW, out of which 8580 MW has been commissioned. The Company intends to sell the power generated from these projects under a combination of long term Power Purchase Agreements and on merchant basis. The Company gets synergetic benefit of the integrated value chain of Adani group.

2. Significant accounting policies

a. Basis of Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Section 211 (3C) of the Companies Act, 1956 ("the 1956 Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 ("the 2013 Act") in terms of the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs) and the relevant provisions of the 1956 Act/ 2013 Act, as applicable. The financial statements have been prepared on accrual basis under historical cost convention and going concern basis. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

b. Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

c. Tangible Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets comprises of its purchase price, any non-refundable duties and taxes and any directly attributable cost for bringing the assets ready for their intended use. Borrowing costs directly attributable to qualifying assets / capital projects are capitalized and included in the cost of fixed assets to the extent they relate to the period till such assets are ready for their intended use.

The Company has adopted the provisions of para 46 / 46A of AS 11 The Effects of Changes in Foreign Exchange Rates, accordingly, exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable fixed assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets. Subsequent expenditure on fixed assets after its purchase / completion is capitalized only if such expenditure results in an increase in the future benefits from such assets beyond its previously assessed standard of performance.

d. Project Development Expenditure / Capital Work in Progress

Expenditure related to and incurred during implementation of capital projects is included under "Capital Work in Progress" or "Project Development Expenditure" as the case may be. The same is allocated to the respective fixed assets on completion of construction/ erection of the capital project/ fixed assets.

e. Intangible assets

Intangible assets are stated at cost, less accumulated amortization and impairment losses if any.

f. Depreciation / Amortisation

- i) Depreciation in respect of assets related to electricity generation business is provided on a straight line basis at the rates provided in Appendix III of Central Electricity Regulatory Commission (Terms and conditions of Tariff) Regulations, 2009.

Notes to financial statements for the year ended 31st March, 2014

- ii) Assets costing less than ₹ 5,000 are written off in the year of purchase.
- iii) Cost of Leasehold land is amortized over a period of lease.
- iv) Intangible assets are amortised over the useful economic life of the assets.

g. Leases

Assets acquired on leases where a significant portion of risks and rewards incidental to ownership is retained by the lessor are classified as operating lease. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis.

h. Investments

Long term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if, such a decline is other than temporary, in the value of such investments. Current Investments are carried at lower of cost or fair value.

i. Revenue recognition

- i) Revenue from Power Supply is accounted for on the basis of sales to State Distribution Companies in terms of the Power Purchase Agreements (PPA) or on the basis of sales under merchant trading based on the contracted rates, as the case may be.
- ii) Interest income is accounted for on an accrual basis. Dividend income is accounted for when the right to receive income is established.
- iii) Delayed payment charges and interest on delayed payment for power supply are recognized, on grounds of prudence, as and when recovered.

j. Inventories

Inventories are valued at weighted average cost or net realizable value, whichever is lower. Costs includes all non refundable duties and all charges incurred in bringing the goods to the their present location and condition.

k. Borrowing costs

Borrowing costs includes interest on borrowings and amortisation of ancillary costs incurred for borrowings. Such costs to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the borrowings. Borrowing costs that are attributable to construction / acquisition of qualifying assets are capitalized as part of the cost of such assets up to the date the assets are ready for their intended use.

l. Impairment of Assets

The carrying values of assets / cash generating units are reviewed for impairment at each balance sheet date. If any indication of impairment exists, the recoverable amount is estimated. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the period in which an asset is identified as impaired. The impairment loss, if any, recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

m. Foreign exchange transactions

- i) Transactions denominated in foreign currencies are normally recorded at the exchange rates prevailing on the date of the transaction.
- ii) Monetary items denominated in foreign currencies outstanding at the balance sheet date are restated at the rates prevailing on that date. The exchange differences arising on settlement / restatement of long term foreign currency monetary items are capitalized as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets. If such monetary items do not relate to acquisition of depreciable fixed assets, the exchange differences are accumulated in "Foreign Currency Monetary Item Translation Difference Account" and is amortised over the maturity period / up to the date of settlement of such monetary items, whichever is earlier and charged to the Statement of Profit and Loss. Exchange differences arising on settlement / restatement of short term foreign currency monetary items are recognized as income or expense in the Statement of Profit and Loss.

Notes to financial statements for the year ended 31st March, 2014

- iii) Premium / discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as the balance sheet date.
- iv) Non monetary foreign currency items are carried at cost.

n. Derivative transactions

The Company enters into derivative contracts in the nature of foreign currency swaps, currency options, interest rate swaps with an intention to hedge its existing assets and liabilities, firm commitments and highly probable forecast transactions. Pursuant to the announcement on accounting for derivatives issued by the Institute of Chartered Accountants of India, the Company, in accordance with the principle of prudence as enunciated in AS – 1, "Disclosure of Accounting Policies", provides for losses in respect of all outstanding derivative contracts at the Balance Sheet date by marking them to market. Any net unrealized gains arising on such mark to market are not recognized as income, until realised on grounds of prudence.

o. Employee Benefits

- i) Defined benefit plans : The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees through Group Gratuity Scheme of Life Insurance Corporation of India. The Company accounts for the liability for the gratuity benefits payable in future based on an independent actuarial valuation carried out using Projected Unit Credit Method considering discounting rate relevant to Government Securities at the Balance Sheet Date. Actuarial gains and losses are immediately taken to the Statement of Profit and Loss.
- ii) Defined contribution plan : Retirement Benefits in the form of Provident Fund and Family Pension Fund, which are defined contribution schemes, are charged to the Project Development Expenditure Account till the commencement of commercial production otherwise, the same is charged to the Statement of Profit and Loss for the period, in which the contributions to the respective funds accrue.
- iii) Leave Encashment : Provision for Leave Encashment and its classifications between current and non current liabilities based on independent actuarial valuation. The actuarial valuation is done as per the projected unit credit method.
- iv) Sick Leave : Provision for Sick Leave and its classifications between current and non-current liabilities based on independent actuarial valuation. The actuarial valuation is done as per the projected unit credit method.
- v) Short term employee benefits are recognised at an undiscounted amount in the Statement of Profit and Loss for the year in which the related services are received.

p. Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for the effects dividend, interest and other charges relating to the dilutive potential equity shares.

q. Taxes on Income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can

Notes to financial statements for the year ended 31st March, 2014

be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

r. Provisions, contingent liabilities and contingent assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
3. Share Capital		
Authorised Share Capital 3,50,00,00,000 (As at 31 st March 2013 - 3,50,00,00,000) equity shares of ₹ 10 each	3,500.00	3,500.00
50,00,00,000 (As at 31 st March 2013 - 50,00,00,000) Cumulative Compulsorily Convertible Participatory Preference shares of ₹ 10 each	500.00	500.00
Total	4000.00	4000.00
Issued, Subscribed and fully paid-up equity shares 2,87,19,22,110 (As at 31 st March 2013 - 2,39,32,72,110) fully paid up equity shares of ₹ 10 each	2,871.92	2,393.27
Total	2,871.92	2,393.27

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Particulars	As at 31 st March 2014		As at 31 st March 2013	
	No. Shares	(₹ in Crores)	No. Shares	(₹ in Crores)
Equity Shares				
At the beginning of the year	2,39,32,72,110	2,393.27	2,18,00,35,200	2,180.04
Issued during the year on account of Amalgamation Scheme (Refer Footnote to Note 4)	-	-	21,32,36,910	213.23
Issued during the year	47,86,50,000	478.65	-	-
Outstanding at the end of the year Total	2,87,19,22,110	2,871.92	2,39,32,72,110	2,393.27

b. Terms / rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.

Notes to financial statements for the year ended 31st March, 2014

c. Shares held by holding company

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
Out of equity shares issued by the Company, shares held by its holding company are as under: Adani Enterprises Limited: 1,98,12,90,000 (As at 31 st March 2013 - 1,53,14,40,000) Equity Shares of ₹ 10 each fully paid	1,981.29	1,531.44

d. Details of shareholders holding more than 5% shares in the Company

Particulars	As at 31 st March 2014		As at 31 st March 2013	
	No. Shares	% holding in the class	No. Shares	% holding in the class
Equity shares of ₹ 10 each fully paid				
Adani Enterprises Limited, Holding Company	1,98,12,90,000	68.99%	1,53,14,40,000	63.99%
3i Power Investments A1 Limited	16,05,98,342	5.59%	16,05,98,342	6.71%
OPAL Investment Pvt. Limited	21,32,36,910	7.42%	21,32,36,910	8.91%
Total	2,35,51,25,252	82.00%	1,90,52,75,252	79.61%

- e. During the year, Company has allotted 44,98,50,000 Equity Shares of ₹ 10 each with premium of ₹ 43.11 per share to Adani Enterprises Limited and 2,88,00,000 Equity Shares of ₹ 10 each with premium of ₹ 43.11 per share to Mr. Vinod S. Adani. These equity shares were issued on preferential basis under section 81(1A) of the Companies Act, 1956.

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
4. Reserves and surplus		
a. Security Premium Account		
Opening Balance	3,450.94	3,450.94
Add: Addition on account of issue of shares during the year	2,063.48	-
Closing Balance	5,514.42	3,450.94
b. Surplus/(Deficit) in the Statement of Profit and Loss		
Opening Balance	(1,554.24)	397.81
Add / (Less) : Profit / (Loss) for the year	595.26	(1,952.03)
Add / (Less) : Profit / (Loss) on account of amalgamation (See Note below)	-	(0.02)
Closing Balance	(958.98)	(1,554.24)
c. Capital Reserve		
Opening Balance	359.80	-
Add : Addition on account of amalgamation (See Note below)	-	359.80
Closing Balance	359.80	359.80
Total	4,915.24	2,256.50

Note :

Capital Reserve of ₹ 359.80 Crores and debit balance of ₹ 0.02 Crores were created due to amalgamation of Growmore Trade and Investment Private Limited with the Company in the financial year 2012-13 as per Section 391 to 394 of the Companies Act, 1956. As per the order of Hon'able High Court of Gujarat, the Capital Reserve created on amalgamation shall be treated as free reserve of the Company.

Notes to financial statements for the year ended 31st March, 2014

Particulars	Non-current portion		Current maturities	
	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
5. Long-term borrowings				
Secured borrowings (Refer note 1 below for securities)				
Term Loans				
From Banks	13,620.55	12,856.84	2,666.02	2,105.13
From Others	502.50	200.00	160.00	80.00
Trade Credits				
From Banks	-	2,268.19	-	520.21
	14,123.05	15,325.03	2,826.02	2,705.34
Unsecured borrowings				
Term Loans				
From Banks	286.36	-	13.64	-
From Related Party	3,190.46	5,311.79	-	-
Trade Credits				
From Banks	3.29	115.98	124.71	692.73
	3,480.11	5,427.77	138.35	692.73
Total	17,603.16	20,752.80	2,964.37	3,398.07
Amount disclosed under the head "Other current liabilities" (Refer note 11)	-	-	(2,964.37)	(3,398.07)
Net amount	17,603.16	20,752.80	-	-

Notes:

1. The security details for the balances as at 31st March, 2014 :

- a. Rupee Term Loans from Banks aggregating to ₹ 9,603.94 Crores (Previous Year ₹ 8,522.56 Crores), Rupee Term Loans from Others aggregating to ₹ 662.50 Crores (Previous Year ₹ 280 Crores), Foreign Currency Loans from Banks aggregating to ₹ 6,200.30 Crores (Previous Year ₹ 5,850.84 Crores) and Trade Credits from Banks aggregating to ₹ NIL (Previous Year ₹ 2,788.40 Crores) are secured / to be secured by first charge on respective immovable and movable assets of the Company on paripassu basis.
- b. Rupee Term Loan from Bank aggregating to ₹ NIL (Previous Year ₹ 100 Crores) and Foreign Currency Loan from Banks aggregating to ₹ 482.33 Crores (Previous Year ₹ 488.57 Crores) are secured / to be secured by first charge on receivables of the Company and second charge on respective immovable and movable assets of the Company on paripassu basis.
- c. Rupee Term Loan from Banks and Trade Credits aggregating to ₹ 7,272.91 Crores (Previous Year ₹ 8,200.17 Crores) are further secured / to be secured by pledge of 22,31,41,107 Equity Shares of the Company held by the holding company, Adani Enterprises Limited as First charge.
- d. The Classification of loans between current liabilities and non-current liabilities continues based on repayment schedule under respective agreements unless loans have been recalled due to non-compliance of conditions under any of the loan agreements. This is in accordance with the guidance issued by the Institute of Chartered Accountants of India on Revised Schedule VI to the Companies Act, 1956.

2. Repayment schedule for the balances as at 31st March, 2014 :

- a. The term loans from banks and from Others aggregating to ₹ 11,047.09 Crores (Previous Year ₹ 10,529.14 Crores) and ₹ 200 Crores (Previous Year ₹ 280 Crores) respectively are repayable over a period of next 12 years in 519 instalments structured on quarterly to yearly basis.

Notes to financial statements for the year ended 31st March, 2014

- b. The term loan from banks aggregating to ₹ 4,939.48 Crores (Previous Year ₹ 3,682.83 Crores), from others aggregating to ₹ 462.50 Crores (Previous Year ₹ NIL) and Trade Credits (to be converted into term loans) aggregating to ₹ NIL (Previous Year ₹ 2,157.18 Crores) are repayable in 666 equal quarterly instalments.
- c. The term loan from a bank aggregating to ₹ 300 Crores (Previous Year ₹ 750 Crores) is repayable in 2 quarterly instalments on April 2014 & July 2014.
- d. Trade Credits (to be converted into term loans) aggregating to ₹ NIL (Previous Year ₹ 111.01 Crores) are repayable in structured instalments ranging from quarterly to yearly.
- e. Trade Credits (not to be converted into term loans) aggregating to ₹ NIL (Previous Year ₹ 520.21 Crores) are repayable on due date and shown under current maturities of long term borrowings (Refer Note 11).
- f. Unsecured term loan from banks of ₹ 300 Crores (Previous Year ₹ NIL) is repayable in 22 equal quarterly instalments starting from February 2015.
- g. Unsecured loan from related party of ₹ 3,190.46 Crores (Previous Year ₹ 5,311.79 Crores) are repayable on mutually agreed dates after a period of 12 months from the balance sheet date.

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
6. Deferred tax Liabilities (net)		
Deferred tax liability		
Timing difference between book and tax depreciation	2,163.32	1,064.13
Gross deferred tax liability	2,163.32	1,064.13
Deferred tax assets		
Tax benefit on share issue expenses set off against security premium	-	3.50
On unabsorbed depreciation	2,163.32	-
Gross deferred tax assets	2,163.32	3.50
Net deferred tax liability	-	1,060.63
Total	-	1,060.63

The Company has recognised deferred tax assets on unabsorbed depreciation to the extent of the corresponding deferred tax liability on the difference between the book balance and the written down value of fixed assets under Income Tax.

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
7. Other Long-term Liabilities		
Trade payables - Other than Acceptances (Refer Note 44)	376.85	-
Other payables	19.99	-
	396.84	-
8. Long-term Provisions		
Provision for employee benefits	7.96	3.18
Provision for Derivative Contracts	243.59	160.28
Total	251.55	163.46
9. Short-term borrowings		
Secured borrowings (Refer notes below for securities)		
Trade Credits		
From Banks	1,370.69	1,738.66
	1,370.69	1,738.66
Unsecured borrowings		
Trade Credits		
From Banks	150.95	633.58

Notes to financial statements for the year ended 31st March, 2014

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
Other Loans and Advances		
From Other Parties	1,104.94	1,063.68
From Banks	-	141.14
From Related parties	2,087.46	364.20
	3,343.35	2,202.60
Total	4,714.04	3,941.26

Notes:

- Trade Credits from banks aggregating to ₹ NIL Crores (Previous Year ₹ 223.54 Crores) are secured by Fixed Deposit Cash Margin.
- Trade Credits for Working Capital from banks of ₹ 1,370.69 Crores (Previous Year ₹ 1,515.12 Crores) are secured / to be secured by first mortgage and charge on respective immovable and movable assets of the Company.

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
10. Trade payables		
Trade payables (Refer Note 44)		
Acceptances	1,533.69	1,037.35
Other than Acceptances	1,381.47	1,565.51
Total	2,915.16	2,602.86
11. Other current liabilities		
Current maturities of long-term borrowings (secured) (Refer Note 5)	2,826.02	2,705.34
Current maturities of long-term borrowings (unsecured) (Refer Note 5)	138.35	692.73
Interest accrued but not due on borrowings	162.57	96.40
Equity share application money refundable (refer note below)	0.78	0.80
Statutory liabilities (net of ₹ 359.00 Cr (Previous Year ₹ 276.60 Cr.) deposited under protest)	131.75	69.64
Retention money payable on purchase of fixed assets	832.16	837.81
Others*	660.65	82.53
(*Includes advance form customers and security deposits)		
Total	4,752.28	4,485.25

Note:

These do not include any amounts due and outstanding to be credited to "Investors' Education and Protection Fund".

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
12. Short-term Provisions		
Provision for employee benefits	5.09	0.28
Provision for Derivative Contracts	353.73	318.59
Total	358.82	318.87

Notes to financial statements for the year ended 31st March, 2014

13. FIXED ASSETS :

(₹ in Crores)

Particulars	GROSS BLOCK (at cost)				DEPRECIATION & AMORTISATION				NET BLOCK	
	As at 1 st April 2013	Additions during the year	Deductions during the year	Adjustment during the year (Refer note b below)	As at 31 st March, 2014	For the year (Refer note a & c below)	Deductions during the year	As at 31 st March 2014	As at 31 st March, 2013 (Refer note d below)	
Tangible assets										
Land (Lease hold)	276.76	-	-	-	276.76	11.34	-	58.81	217.95	229.29
Land (Free hold)	79.20	5.95	1.55	-	83.60	-	-	-	83.60	79.20
Building	489.27	99.37	-	-	588.64	17.16	-	52.86	535.78	453.57
Plant & Equipment	25,184.78	431.00	1.18	1,202.73	26,817.33	1,393.96	0.32	3,251.99	23,565.34	23,326.43
Furniture and Fixtures	11.71	3.09	0.01	-	14.79	3.73	*	4.83	9.96	7.98
Railway sidings	6.39	-	-	-	6.39	1.12	-	1.45	4.94	5.27
Computer	19.49	2.19	-	*	21.68	3.14	*	10.65	11.03	11.98
Office Equipments	12.91	1.73	-	-	14.64	2.91	-	3.82	10.82	10.00
Electrical installation	22.86	-	-	-	22.86	3.38	-	4.59	18.27	19.48
Vehicles	8.37	0.49	0.17	-	8.69	1.84	0.08	2.61	6.08	6.53
Total tangible assets	26,111.74	543.82	2.91	1,202.73	27,855.38	1,430.00	0.40	3,391.61	24,463.77	24,149.73
Intangible assets (Other than internally generated)										
Computer software	3.82	2.50	-	-	6.32	2.43	-	3.25	3.07	1.39
Total intangible assets	3.82	2.50	-	-	6.32	2.43	0.82	3.25	3.07	1.39
Total fixed assets	26,115.56	546.32	2.91	1,202.73	27,861.70	1,430.82	0.40	3,394.86	24,466.84	24,151.12
Previous Year	15,517.06	8,125.66	2.72	2,475.56	26,115.56	821.94	0.42	1,964.44	24,151.12	-

Notes:

- (a) Depreciation for the current year includes depreciation on discontinuing operations of ₹ 242.99 Crores (Previous Year - ₹ 126.33 Crores).
- (b) Additions in Plant & Equipment during the year includes ₹ 1,169.47 Crores (Previous Year - ₹ 1,662.60 Crores) capitalised on account of foreign exchange fluctuations and ₹ 33.26 Crores (Previous Year - ₹ 812.96 Crores) capitalised on account of borrowing cost.
- (c) Depreciation of ₹ NIL Crores (Previous Year ₹ 4.47 Crores) relating to the Project Assets has been transferred to Project Development Expenditure.
- (d) The net book value of assets includes carrying amounts of assets related to the discontinued operations as referred in note 36.
- (Figures below ₹ 50,000 are denominated by *)

Notes to financial statements for the year ended 31st March, 2014

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
14. Capital Work In Progress		
14.1 Capital Work In Progress		
Plant & Equipment and Building Including other capital expenditure and capital items in stock (Including in transit ₹ Nil) (Previous Year - ₹ 12.22 Cr.)	146.40	589.09
Total (A)	146.40	589.09
14.2 Project Development Expenditure		
Interest and Finance Charges	-	24.01
Total (B)	-	24.01
Total (A+B)	146.40	613.10

Particulars	As at 31 st March 2014	As at 31 st March 2013	As at 31 st March 2014	As at 31 st March 2013
	No. shares / bonds	No. shares / bonds	(₹ in Crores)	(₹ in Crores)
15. Non-current Investments				
a. Trade investments (At cost)				
Investments in fully paid-up equity Shares (Unquoted)				
In subsidiary companies				
Adani Power Maharashtra Limited (APML) (See Note 1 below) (Face value of ₹ 10 each)	2,85,47,31,240	2,85,47,31,240	4,205.92	4,205.92
Adani Power Rajasthan Limited (APRL) (See Note 2 below) (Face value of ₹ 10 each)	70,00,00,000	70,00,00,000	700.00	700.00
Adani Transmission (India) Limited (Formerly known as Adani Transmission (Gujarat) Limited) (Face value of ₹ 10 each)	50,000	-	0.05	-
Adani Power Dahej Limited (Refer Note 35) (Face value of ₹ 10 each)	-	50,000	-	0.05
Adani Pench Power Limited (Refer Note 35) (Face value of ₹ 10 each)	-	50,000	-	0.05
Kutchh Power Generation Limited (Refer Note 35) (Face value of ₹ 10 each)	-	50,000	-	0.05
b. Other Investments (At cost)				
15 Years Yes Bank Bonds (quoted) (Face value of ₹ 10 Lacs each)	100	100	10.00	10.00
Investment in government securities (unquoted)				
* National savings certificate (lying with government authority) ₹ 42,699 (Previous Year ₹ 42,699)			*	*
Total			4,915.97	4,916.07

Notes to financial statements for the year ended 31st March, 2014

Particulars	As at 31 st March 2014	As at 31 st March 2013
	(₹ in Crores)	(₹ in Crores)
Aggregate value of quoted investments		
- Cost	10.00	10.00
- Market Value	10.00	10.00
Aggregate value of unquoted investments		
- Cost	4,905.97	4,906.07
<p>Note 1 : Of the above shares 87,31,01,400 shares (Previous Year 66,31,16,934 shares) have been pledged by the Company as additional security for secured term loans availed by APML.</p> <p>Note 2 : Of the above shares 21,00,00,000 shares (Previous Year 21,00,00,000 shares) have been pledged by the Company as additional security for secured term loans availed by APRL.</p> <p>Note 3 : There is no decline in value of long term investments in Adani Power Maharashtra Limited and Adani Power Rajasthan Limited based on the assessment performed having regard to expected increase in tariff by the said companies.</p>		

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
16. Long-term loans and advances (Unsecured, considered good, unless otherwise stated)		
Capital advances	24.70	151.80
Loans and advances to related parties	4,165.79	3,461.00
Advance Income Tax (Net of provision of ₹ 4.99 Crores) (Previous Year ₹ 4.99 Crores)	15.19	53.51
Other loans and advances (Also Refer Note 40)	294.75	292.89
Unamortised ancillary borrowing costs	109.75	119.54
Total	4,610.18	4,078.74
17. Other Non-current Assets		
Balances held as Margin Money	2.32	16.74
Unbilled Revenue	553.17	-
Total	555.49	16.74
18. Current Investments (At lower of Cost and Net Realisable Value)		
Investment in Mutual Funds - (Unquoted)		
Taurus Liquid Fund - Direct Plan - Super Institutional Growth	0.02	12.36
Total	0.02	12.36
Aggregate value of unquoted investments		
- Cost	0.02	12.36
- Market Value	0.02	12.36

Notes to financial statements for the year ended 31st March, 2014

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
19. Inventories		
(At lower of Cost and Net Realisable Value)		
Fuel	587.46	1,008.78
(Includes in transit ₹ 210.42 Crores) (Previous Year - ₹ 339.02 Crores)		
Stores & spares	314.02	254.47
(Includes in transit ₹ 0.51 Crores) (Previous Year - ₹ 0.15 Crores)		
Total	901.48	1,263.25
20. Trade receivables		
Outstanding for a period exceeding six months from the date due for payment		
Unsecured, considered good	4.64	212.79
Doubtful	13.82	-
	18.46	212.79
Less : Provision for doubtful receivables	(13.82)	-
(A)	4.64	212.79
Other trade receivables		
Unsecured, considered good	270.59	461.79
(B)	270.59	461.79
(A+B)	275.23	674.58
21. Cash and Bank balances		
Cash and cash equivalents		
Balances with banks		
In current accounts	81.27	79.01
	81.27	79.01
Other bank balances		
Unclaimed Share application money in escrow account	0.78	0.80
Balances held as Margin Money	330.74	1,204.76
Fixed Deposits (with original maturity for more than three months)	-	201.44
	331.52	1,407.00
Total	412.79	1,486.01
22. Short-term loans and advances		
(Unsecured, Considered Good, unless otherwise stated)		
Security deposits (non interest bearing)	6.33	12.44
Prepaid Expenses	17.58	19.94
Unamortised ancillary borrowing costs	37.01	35.71

Notes to financial statements for the year ended 31st March, 2014

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
Advances recoverable in cash or in kind or for value to be received	86.02	106.07
Balances with various Government authorities	141.94	73.16
Total	288.88	247.32
23. Other current assets		
Interest receivable	4.93	28.02
Unbilled revenue	2,200.80	487.59
Total	2,205.73	515.61
Particulars	For the year ended 31 st March 2014 (₹ in Crores)	For the year ended 31 st March 2013 (₹ in Crores)
24. Revenue		
Revenue from Operations		
Revenue from Power Supply	10,706.19	6,328.41
Other Operating Revenue		
Sale of Fly Ash	8.24	4.57
Total	10,714.43	6,332.98
25. Other income		
Interest Income	571.91	505.96
Income from mutual funds	9.94	8.38
Profit on Sale/Retirement of Assets (Net)	0.02	7.01
Sale of Scrap	3.46	7.15
Miscellaneous Income	4.80	6.61
Total	590.13	535.11
26. Employee benefit expenses		
Salaries, wages and allowances	140.15	118.85
Contribution to provident and other funds (Defined Contribution Plans)	6.55	6.58
Employee welfare expenses	10.19	9.66
Total	156.89	135.09
27. Finance costs		
(a) Interest Expenses on :		
Term Loans	2,553.71	1,293.96
Trade Credits	58.55	206.73
	2,612.26	1,500.69
(b) Other borrowing costs :		
Loss on derivatives contracts	333.78	56.51
Bank charges & other borrowing cost	77.57	88.21
	411.35	144.72
Total	3,023.61	1,645.41
28. Other Expenses		
Transmission Expenses	271.07	126.51
Stores and spares	76.32	57.90
Repairs and maintenance		
Plant and equipments	31.78	21.55
Others	23.52	10.53

Notes to financial statements for the year ended 31st March, 2014

Particulars	For the year ended 31 st March 2014 (₹ in Crores)	For the year ended 31 st March 2013 (₹ in Crores)
Rent	6.22	7.28
Rates and taxes	65.02	41.17
Custom duty on electrical energy	85.10	87.40
Legal & Professional expenses	30.89	34.29
Discount on prompt payment of bills	127.58	87.32
Directors' sitting fees	0.08	0.07
Payment to auditors - Audit Fee (Refer Note 43)	0.32	0.32
Communication expenses	1.12	0.89
Travelling & conveyance expenses	18.70	16.46
Insurance expenses	34.78	30.63
Office expenses	2.82	2.47
Bad Debt Written Off	0.01	-
Provision for Doubtful Trade Receivables	13.82	-
Net Foreign Exchange Fluctuation Loss	287.66	107.19
Miscellaneous expenses	30.11	41.47
Donations	0.74	6.75
Total	1,107.66	680.20
29. Exceptional items		
Profit on sale of Investment in Subsidiaries (Net)	-	51.59
Total	-	51.59

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
30. Contingent liabilities and commitments (to the extent not provided for) :		
(i) Contingent liabilities :		
1. Undertaking issued by the Company to Gujarat Urja Vikas Nigam Limited (GUVNL) to repay the amount received from GUVNL towards sales made prior to Scheduled Commercial Operation Date if Hon'ble Supreme Court gives decision in favour of the GUVNL.	135.20	-
2. Claims against the Company not acknowledged as debts in respect of:		
a. Income Tax	2.81	2.81
b. Service Tax	5.11	5.11
c. Rajasthan Entry Tax	6.25	6.25
d. Custom Duty	133.43	133.43
	282.80	147.60
(ii) Commitments :		
Estimated amount of contracts remaining to be executed on capital account and not provided for	24.58	111.38
Equity Infusion in Subsidiaries	-	215.22
	24.58	326.60

Notes to financial statements for the year ended 31st March, 2014

31. Operating lease:

The Company has entered into operating lease arrangements for right to use office premises, land and employees' accommodations. The lease agreements are executed for a period ranging between 1 year to 9 years with a renewal clause and also provide for termination by either party by giving a prior notice.

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
Future minimum lease payments under operating leases		
Not later than one year	5.26	7.89
Later than one year and not later than five years	24.59	24.82
Later than five years	5.30	9.60
	35.15	42.31

Particulars	For the year ended 31 st March 2014 (₹ in Crores)	For the year ended 31 st March 2013 (₹ in Crores)
Lease payments recognised in Statement of Profit and Loss (includes amount pertaining to discontinuing operation ₹ 0.32 Crores (Previous Year ₹ 0.16 Crores))	6.54	7.44

32 The Government of India (GOI) has, vide its letter dated 19th December 2006, granted approval to the Company's proposal for development, operation and maintenance of the sector specific Special Economic Zone (SEZ) for power over an area of 293-88-10 hectares of the Company's land at Village: Tunda & Siracha, Taluka Mundra, Gujarat. In view thereof, all the benefits available to SEZ developer under Special Economic Zones Act, 2005 and Special Economic Zones Rules, 2006 and amendment made there under are available to the Company.

33 Total number of electricity units sold during the year 27,125 MUs (Previous Year – 20,051 MUs)

34 The Company entered into an agreement (PPA) dated 2nd February, 2007 with Gujarat Urja Vikas Nigam Limited (GUVNL) for supply of Power on long term basis subject to certain conditions to be complied within stipulated time. Amongst others, one of the conditions was pertaining to tie- up of fuel supply based on coal to be provided by Gujarat Mineral Development Corporation (GMDC). This agreement did not materialize. Consequent to the same, the Company had terminated the PPA and offered to pay the liquidated damages. However, GUVNL has contested the termination and approached Gujarat Energy Regulatory Commission (GERC) to resolve the matter. GERC held that the agreement cannot be terminated. In response to the decision of GERC, the Company filed an appeal before Appellate Tribunal for Electricity (APTEL). APTEL upheld the decision of GERC. The Company has submitted a review petition with APTEL against its decision and has also challenged the decision of APTEL before the Hon'ble Supreme Court of India. Pending the decisions of the review petition filed before APTEL as well as the appeal filed before the Hon'ble Supreme Court, the Company continues to fulfill its obligations under the said PPA.

35 The Company has sold investments in the wholly owned subsidiaries Adani Pench Power Ltd, Kutchh Power Generation Ltd and Adani Power Dahej Ltd at a cost price of ₹ 0.05 crores each to its holding company Adani Enterprises Ltd on 28th September, 2013.

36 Board of Directors at their meetings held on 28th December, 2013 approved a Scheme of Arrangement ("Scheme") in nature of demerger, under Section 391 to 394 of the Companies Act, 1956. The Scheme with an appointed date of 31st March, 2014, subject to necessary approvals by the Hon'ble High Court of Gujarat & relevant statutory authorities, entails transfer of transmission line business of the Company and Adani Power Maharashtra Limited (wholly owned subsidiary of the Company) into Adani Transmission (India) Limited (Formerly known as Adani Transmission (Gujarat) Limited) (wholly owned subsidiary of the Company).

Notes to financial statements for the year ended 31st March, 2014

In accordance with Accounting Standard 24, "Discontinuing Operations", the financial results of the transmission line business during the year until discontinuation are as under :

Particulars	For the year ended 31 st March 2014 (₹ in Crores)	For the year ended 31 st March 2013 (₹ in Crores)
a. Statement of Profit and Loss		
Revenue		
Transmission Service Revenue	295.61	-
Total Revenue	295.61	-
Expenses		
Employee Benefits Expense	8.28	2.30
Depreciation & Amortisation Expense	242.99	126.33
Other Expenses	42.09	19.29
Finance Costs	140.41	93.77
Total Expenses	433.77	241.69
Loss from Ordinary Activities Before Tax	(138.16)	(241.69)
Less : Tax Expenses	-	-
Net Loss From Discontinuing Operations after tax	(138.16)	(241.69)
b. Carrying Amount of Assets and Liabilities :		
Carrying amount of assets as at the balance sheet date relating to the discontinued business to be disposed off	4,218.10	3,671.57
Carrying amount of liabilities as at the balance sheet date relating to the discontinued business to be settle	4,313.53	3,061.89
c. Net Cash Flow Attributable to the 'Discontinuing Operations' :		
Cash flow from Operating activities	171.16	31.04
Cash flow from Investing activities	744.74	11.83
Cash flow from Financing activities	(1,054.06)	(284.56)
Net Cash Inflow / (Outflow)	(138.16)	(241.69)

37 As at 31st March, 2014, the current liabilities (including ₹ 4390.06 Crores to related parties) exceeded the current assets by ₹ 8656.17 Crores. The Company plans to meet the working capital requirement for the forthcoming year by using undrawn credit limits, rescheduling the payments to certain related parties, generating internal accruals from future tariff and receiving the continual financial support from the holding company. Having regard to the above, the financial statements have been prepared by the Management of the Company on a going concern basis.

38 The Company, under long term Power Purchase Agreements ("the PPAs"), has committed 712 MW capacity each with Uttar Haryana Bijli Vidyut Nigam Limited and Dakshin Haryana Bijli Vidyut Nigam Limited ("Haryana Discoms"), and 1000 MW with Gujarat Urja Vikas Nigam Limited ("GUVNL") in Mundra Plant with a substantially fixed tariff for twenty five years.

The Company had made an application on 5th July, 2012 under Section 79 of the Electricity Act, 2003 to the Central Electricity Regulatory Commission ("CERC") for evolving a mechanism for regulating and revising the power tariff on account of frustration and / or occurrence of "Force Majeure" and / or "Change in Law" events under the PPAs with Haryana Discoms and with GUVNL ("the customers"), due to the change in circumstances for the allotment of domestic coal by the Government of India and the enactment of new coal pricing regulations by Indonesian Government.

Notes to financial statements for the year ended 31st March, 2014

The CERC has, after considering the recommendations of a committee appointed for the purpose, vide its order dated 21st February, 2014, decided that the Company is entitled to the Compensatory Tariff from Scheduled Commercial Operation Date (SCOD), over and above the tariff agreed under the PPAs entered into with the customers for a limited period till the events which occasioned such compensation exists. The said order states that the Compensatory Tariff till 31st March, 2013 aggregating ₹ 829.75 Crores shall be paid by the customers in equal monthly installments over a period of not more than 36 months from the date of the order and the Compensatory Tariff for the period from 1st April, 2013 onwards shall be determined as per the formula prescribed in the said order. The amount of Compensatory Tariff from 1st April, 2013 to 31st March, 2014 shall be paid to the Company in equal monthly instalments over a period of not less than 12 months from the date of the order and the Compensatory Tariff for subsequent periods commencing from 1st April, 2014 shall be paid on a monthly basis based on claims submitted by the Company.

Subsequent to the above CERC order, the customers have filed appeals with the Appellate Tribunal for Electricity ("APTEL") challenging the CERC order and have also requested APTEL to grant a stay on the enforcement of the order. APTEL has sought replies from the Company and has set the next date of hearing on 22nd May, 2014. As of date, APTEL has neither granted the stay nor has passed an order setting aside the said CERC order.

The Management of the Company has been legally advised that the CERC order is enforceable as on date and is in operation and that the Company has a good arguable case in support of the CERC order with respect to the appeals filed by the customers against the said order with APTEL considering, inter alia, that:

- a) Ld. Attorney General of India in his opinion dated 7th August, 2012 on the request of Forum of Regulators has opined that "regulate' under Section 79(1)(b) can even take within its ambit regulation/revision in price of rate adopted in Section 63 of the Electricity Act, 2003.
- b) The CERC has observed that under Section 79(1)(b) of the Electricity Act, 2003, CERC has the power to regulate the tariff of generating companies. Although the tariff of the PPAs are determined under Section 63 of the Electricity Act, 2003 (i.e. competitive bidding), it does not eclipse or take away the regulatory powers of CERC under Section 79(1)(b) and 79(1)(f), to be exercised on the basis of the principles envisaged in Section 61 of the Electricity Act, 2003.

In view of the above, and the assessment by the Management of the Company that it would not be unreasonable to expect ultimate collection of the amount involved as detailed below, the Management of the Company has recognized aggregate revenue of ₹ 1843.12 Crores comprising lump sum compensation of ₹ 829.75 Crores towards the Compensatory Tariff till 31st March 2013 and an amount of ₹ 1013.37 Crores being the Compensatory Tariff for the period from 1st April, 2013 to 31st March, 2014 as revenue from operations.

The Company has also filed a similar petition seeking additional tariff with the CERC under another long term Power Purchase Agreement with GUVNL for committed capacity aggregating to 1000 MW. The Management of the Company expects a favourable order on similar lines as the aforesaid order dated 21st February, 2014 considering that the salient facts and circumstances are the same.

39 The Company has determined the Recoverable Amounts of the Power Plants under Accounting Standard (AS) 28, Impairment of Assets on the basis of their Value in Use by estimating the future cash inflows over the estimated useful life of the Power Plants. Further, the cash flow projections are based on estimates and assumptions relating to tariff, operational performance of the Plants, market prices of coal and other fuels, exchange variations, inflation, terminal value etc. which are considered reasonable by the Management.

On a careful evaluation of the aforesaid factors, the Management of the Company has concluded that the Recoverable Amounts of the Power Plants are higher than their carrying amounts as at 31st March, 2014. However, if these estimates and assumptions change in future, there could be a corresponding impact on the Recoverable Amounts of the Plants.

Notes to financial statements for the year ended 31st March, 2014

40 In an earlier financial year, based on the Memorandum of Understanding ("MOU") signed between the Company and Brakel Kinnaur Power Private Limited ("Brakel"), the Company had given interest free advance aggregating ₹ 288 Crores which in turn was deposited by Brakel with Government of Himachal Pradesh (GoHP) in relation to 960 MW hydro power plant awarded to it by GoHP. As per the MOU, the Company was to become a co-venturer for the project at a later date. In 2009, Brakel had filed an application with GoHP to seek approval to add the Company as a consortium partner, which was not responded by GoHP.

In March 2014, GoHP issued a show cause notice to Brakel for forfeiture of the said deposit / advance amount of ₹ 281 Crores for the losses caused to GoHP due to non-compliance of the terms of the agreement. In the meanwhile, Brakel had conveyed it's no objection to GoHP to grant the refund of the aforesaid deposit / advance directly to the Company. However, based on legal opinion obtained, the Management of the Company is confident of recovery of the aforesaid amount and, accordingly, no provision has been considered necessary at this stage.

41 The Company has taken various derivatives to hedge its risks associated with foreign currency fluctuations and interest rates. The outstanding position of derivative instruments are as under:

Nature	Purpose	As at 31 st March 2014		As at 31 st March 2013	
		(₹ in Crores)	Foreign Currency (in Million)	(₹ in Crores)	Foreign Currency (in Million)
Principal only swaps	Hedging of loans	2,338.87	USD 441.09	3,862.06	USD 775.17
Cross currency swaps	Hedging of loans	161.71	USD 35.00	161.71	USD 35.00
Forward covers	Hedging of LC, Collection Bills & Creditors	3,368.59	USD 562.22	2,868.99	USD 528.51
Option structure	Hedging of ECB loans	149.79	USD 25.00	-	-
	Hedging of ECB loans	124.32	USD 20.75	-	-
		6,143.28		7,378.86	

The details of foreign currency exposures not hedged by derivative instruments as at 31st March, 2014 and 31st March, 2013 are as under :

Nature	As at 31 st March 2014		As at 31 st March 2013	
	(₹ in Crores)	Foreign Currency (in Million)	(₹ in Crores)	Foreign Currency (in Million)
1. Import Creditors & Collection Bills	1,254.94	USD 209.45	1,646.50	USD 303.31
	47.98	EUR 5.80	51.24	EUR 7.37
	0.04	CNY 0.05		
	0.02	GBP 0.002		
	0.75	SEK 0.81		
2. Loans under letters of credit	146.11	USD 24.39	2,602.39	USD 479.39
			1.89	EUR 0.27
3. Foreign currency loans	6,408.51	USD 1069.60	6,339.40	USD 1167.80
4. Interest accrued but not due	51.41	USD 8.58	76.31	USD 14.06
			0.71	EUR 0.10

Notes to financial statements for the year ended 31st March, 2014

42 Value of Fuel, Stores and Spares Parts Consumed (including Fuel Consumed and Stores Consumption) :

Particulars	For the year ended 31 st March 2014		For the year ended 31 st March 2013	
	(₹ in Crores)	%	(₹ in Crores)	%
(i) Imported	5,490.75	88.05%	4,427.38	93.04%
(ii) Indigenous	744.96	11.95%	331.32	6.96%
Total*	6,235.71	100.00%	4,758.70	100.00%

* includes amount pertaining to discounting operation ₹ 3.61 Crores (Previous Year ₹ 1.92 Crores)

Particulars	For the year ended 31 st March 2014 (₹ in Crores)	For the year ended 31 st March 2013 (₹ in Crores)
43 Payment to auditors (excluding service tax) Comprise of :		
Audit fees	0.32	0.32
Fees for Certificates	0.10	0.05
	0.42	0.37

44 There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding as at the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

45 Pursuant to the Accounting Standard (AS- 20) – Earnings per Share, the disclosure is as under:

Particulars		For the year ended 31 st March 2014 (₹ in Crores)	For the year ended 31 st March 2013 (₹ in Crores)
a. Basic and Diluted EPS - From Continuing Operations			
Profit / (Loss) attributable to equity shareholders	(₹ in Crores)	733.42	(1,710.34)
Weighted average number of equity shares outstanding during the year	No	2,79,71,74,028	2,39,32,72,110
Nominal Value of equity share	₹	10	10
Basic and Diluted EPS	₹	2.62	(7.15)
b. Basic and Diluted EPS - From Total Operations			
Profit / (Loss) attributable to equity shareholders	(₹ in Crores)	595.26	(1,952.03)
Weighted average number of equity shares outstanding during the year	No	2,79,71,74,028	2,39,32,72,110
Nominal Value of equity share	₹	10	10
Basic and Diluted EPS	₹	2.13	(8.16)

46 The Company's activities during the year revolve around power generation. Considering the nature of Company's business and operations, there is no reportable segments (business and/or geographical) in accordance with the requirements of Accounting Standard 17 – 'Segment Reporting', prescribed under Company (Accounting Standards) Rules, 2006.

Notes to financial statements for the year ended 31st March, 2014

47 Interest Income comprises of interest from fixed deposits with banks ₹ 71.92 Crores (Previous Year ₹ 136.70 Crores), Interest from loans and advances ₹ 494.18 Crores (Previous Year ₹ 368.07 Crores), interest on tax refunds ₹ 4.41 Crores (Previous Year ₹ NIL) and interest on others ₹ 1.40 Crores (Previous Year ₹ 1.19 Crores)

48 In the opinion of the management and to the best of their knowledge and belief, the value under the head of current assets are approximately of the value stated, if realised in ordinary course of business, unless stated otherwise. The provision for all the known liabilities is adequate and not in excess of amount considered reasonably necessary.

49 The Company operates a defined benefit plan (the Gratuity plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The status of gratuity plan as required under AS-15 (revised):

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
i. Reconciliation of Opening and Closing Balances of defined benefit obligation		
Present Value of Defined Benefit Obligations at the beginning of the Year	4.01	2.23
Current Service Cost	1.32	0.98
Interest Cost	0.32	0.19
Liability Transferred in	-	-
Liability Transferred out	-	-
Benefit paid	(0.85)	(0.01)
Net Actuarial loss / (gain) Recognised	5.48	0.62
Present Value of Defined Benefit Obligations at the end of Year	10.28	4.01
ii. Reconciliation of Opening and Closing Balances of the Fair value of Plan assets		
Fair value Plan assets at the beginning of the Year	7.55	4.04
Expected return on plan assets	0.66	0.34
Contributions	2.30	2.63
Benefit paid	(0.08)	(0.01)
Actuarial gain / (loss) on plan assets	0.02	0.55
Fair Value Plan assets at the end of the Year	10.45	7.55
iii. Reconciliation of the Present value of defined benefit obligation and Fair value of plan assets		
Present Value of Defined Benefit Obligations at the end of the year	10.28	4.01
Fair Value Plan assets at the end of the Year	10.45	7.55
Net Asset recognized in balance sheet as at the end of the year	0.17	3.54
iv. Composition of Plan Assets		
100% of Plan Assets are administered by LIC		
v. Gratuity Cost for the Year		
Current service cost	1.32	0.98
Interest cost	0.32	0.19
Expected return on plan assets	(0.66)	(0.34)
Actuarial Gain / (Loss)	5.46	0.07
Net Gratuity cost recognised in the statement of Profit and Loss	6.44	0.90

Notes to financial statements for the year ended 31st March, 2014

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
vi. Actuarial Assumptions		
Discount Rate (per annum)	9.38%	8.00%
Expected rate of return on plan assets	8.70%	8.70%
Annual Increase in Salary Cost	14.00%	6.00%
Mortality Rates as given under Indian Assured Lives Mortality (2006-08) Ultimate Retirement Age 58 Years		

vii. The Company has defined benefit plans for Gratuity to eligible employees. The contributions for which are made to Life Insurance Corporation of India who invests the funds as per Insurance Regulatory Development Authority guidelines.

Past five years data for experience adjustments :

Particulars	2008-09 (₹ in Crores)	2009-10 (₹ in Crores)	2010-11 (₹ in Crores)	2011-12 (₹ in Crores)	2012-13 (₹ in Crores)
Present value of defined benefit obligation at the end of the year	0.87	1.41	1.58	2.23	4.01
Fair value of plan assets at the end of the year	0.98	1.94	2.22	4.04	7.55
Net assets / (liability) at the end of year	0.11	0.53	0.64	1.81	3.54
Experience gain / (loss) adjustments on plan liabilities	#	#	(0.95)	20.04	0.40
Experience gain / (loss) adjustments on plan assets	#	#	(0.29)	(0.08)	0.55

Not Available

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations.

The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2013-14.

The actuarial liability for compensated absences (Privilege Leave) as at the year ended 31st March 2014 is ₹ 9.20 Crores (Previous Year ₹ 3.46 Crores).

The actuarial liability for compensated absences (Sick Leave) as at the year ended 31st March 2014 is ₹ 4.02 Crores (Previous Year ₹ NIL).

Notes to financial statements for the year ended 31st March, 2014

Particulars	For the year ended 31 st March 2014 (₹ in Crores)	For the year ended 31 st March 2013 (₹ in Crores)
50 Foreign Currency Transactions		
(a) C.I.F. Value of imports		
Capital goods	4.93	287.97
Fuel	5,208.50	3,469.72
Components and Spare Parts	55.29	25.25
	5,268.72	3,782.94
(b) Expenditure in foreign currency		
Professional and Consultation charges	0.14	0.68
Interest	391.09	442.25
Other Payments	3.41	1.83
	394.64	444.76
	5,663.36	4,227.70

51 The details of loans and advances of the Company outstanding at the end of the year as required by the amendment to the clause 32 of the listing agreement vide SEBI circular No. 2/2003 of 10th January, 2003.

Name of the Company	Relation-ship	Outstanding amount as at		Maximum amount outstanding during the year	
		As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)	2013-14 (₹ in Crores)	2012-13 (₹ in Crores)
Adani Power Maharashtra Limited	Subsidiary	2,390.03	1,325.24	2,649.99	2,978.81
Adani Power Rajasthan Limited	Subsidiary	1,775.76	1,678.88	1,981.56	1,678.88
Adani Power Dahej Limited	Fellow subsidiary	-	420.45	576.30	420.45
Kutchh Power Generation Limited	Fellow subsidiary	-	6.30	42.98	6.30
Adani Pench Power Limited	Fellow subsidiary	-	30.13	190.90	30.13
Adani Shipping Pte Limited	Fellow subsidiary	-	-	-	301.73
Adani Power (Overseas) Limited	Subsidiary wound up in FY 2012-13	-	-	-	0.03
		4,165.79	3,461.00		

Notes to financial statements for the year ended 31st March, 2014

52 Related party transactions

a. List of related parties and relationship

(I) Related parties where control exist

Subsidiaries and step down subsidiaries: Adani Power Maharashtra Limited
 Adani Power Rajasthan Limited
 Adani Transmission (India) Ltd.(w.e.f. 2nd December, 2013)
 (Formerly known as Adani Transmission (Gujarat) Limited)
 Adani Transmission (Maharashtra) Limited
 (w.e.f. 4th December, 2013)
 Adani Power Dahej Limited (up to 27th September, 2013)
 Adani Pench Power Limited (up to 27th September, 2013)
 Kutchh Power Generation Ltd (up to 27th September, 2013)

(II) Other related parties

Holding Company	Adani Enterprises Limited
Ultimate Controlling Entity	Shantilal Bhudhermal Adani Family Trust (SBAFT)
Fellow subsidiaries	Adani Power Dahej Limited (w.e.f. 28 th September, 2013)
	Adani Pench Power Limited (w.e.f. 28 th September, 2013)
	Kutchh Power Generation Ltd (w.e.f. 28 th September, 2013)
	Maharashtra Eastern Grid Power Transmission Company Limited
	Adani Hazira Port Pvt. Limited
	Adani Mining Pvt. Limited
	Adani Shipping Pte Limited
	Adani Welspun Exploration Limited
	Adani Infra (India) Limited
	Adani Gas Limited
	Chemoil Adani Private Limited
	Adani Ports and Special Economic Zone Limited (Formerly known as Mundra Port and Special Economic Zone Limited)
	MPSEZ Utilities Private Limited
	Karnavati Aviation Private Limited
	Adani Global Pte Limited
	Adani Kandla Bulk Terminal Private Limited

Entities on which one or more Key Management Personnel have a significant influence / controls

Adani Wilmar Limited
 Adani Properties Private Limited
 Shanti Builders - Partnership firm
 Adani Foundation
 Adani Advisory LLP

Key management personnel and their Relatives

Mr. Gautam S. Adani, Chairman
 Mr. Rajesh S. Adani, Managing Director
 Mr. Vneet S Jaain, Executive Director
 Mr. Vinod S. Adani (Relative of Key management personnel)

Notes to financial statements for the year ended 31st March, 2014

b. Transactions with related parties				
Related Party	Relation	Nature of Transaction	For the year 31 st March 2014 (₹ in Crores)	For the year 31 st March 2013 (₹ in Crores)
Adani Global Pte Ltd.	Fellow Subsidiary	Coal purchased	3,736.87	3,493.58
		Sale of Investment in Adani Shipping Pte Ltd	-	51.78
Adani Enterprises Ltd.	Holding Company	Purchase of Project Material	0.01	*
		Open access charges	32.83	22.72
		Sale of Project Material	*	0.83
		Sale of power	1,753.11	1,538.79
		Interest expenses on loan	762.59	274.48
		Employee loan transfer	0.02	*
		Loan taken	4,222.45	5,731.12
		Loan repay	4,567.40	1,458.43
		Reimbursement of expenses	0.06	12.90
		Training Charges	0.12	0.33
		Coal handling charges	-	3.30
		Purchase of coal	-	529.82
		Sale of Scrap material	-	0.39
		Lease rent received	3.00	3.75
		Professional Charges	3.57	2.96
		Discount on Prompt Payment of Bills	14.96	9.92
		Advance Received for power sale	331.82	-
		Sale of Investment	0.15	-
		Issue of Share (Including Security Premium)	2,389.15	-
Adani Ports and Special Economic Zone Limited (Formerly known as Mundra Port & SEZ Ltd)	Fellow Subsidiary	Sale of fly ash	0.05	0.23
		Interest expense on loan	12.25	27.41
		Reimbursement of expenses	0.11	-
		Purchase of project material	0.82	2.84
		Employee loan transfer	-	0.02
		Loan taken	437.68	416.67
		Loan repay	506.66	343.00
		Interest expense on other current payables	15.46	-
		Interest expense on coal handling charges	31.62	-
		Horticulture expenses at plant	0.02	0.68
		Reimbursement of Land Revenue Tax	0.12	0.14
		Sale of project material	0.01	0.12
		Electricity & Fuel Expense	0.72	0.63
		Lease rent, infrastructure usage charges & land charges	1.71	2.07

Notes to financial statements for the year ended 31st March, 2014

Related Party	Relation	Nature of Transaction	For the year 31 st March 2014 (₹ in Crores)	For the year 31 st March 2013 (₹ in Crores)
		Storage charges, terminal/coal handling charges, wharf age, crane hiring, water front dredging, royalty, Operational & Maintenance, etc.	438.67	358.91
Adani Gas Ltd.	Fellow Subsidiary	Gas Purchase Expense	*	0.01
		Employee loan transfer	*	-
Adani Hazira Port Pvt. Ltd.	Fellow Subsidiary	Employee loan transfer	*	-
Karnavati Aviation Pvt Ltd.	Fellow Subsidiary	Air Craft hiring charges	13.91	12.40
Maharashtra Eastern Grid Power Transmission Company Limited	Fellow Subsidiary	Employee loan transfer	*	-
Adani Infra (India) Ltd.	Fellow Subsidiary	Employee loan transfer	0.35	0.12
		Project consultancy expense	-	3.75
		Loan taken	20.56	-
		Interest Expense	0.96	-
Adani Wilmar Ltd.	Entities on which one or more Key Management Personnel have a significant influence / controls	Reimbursement of expenses	0.03	0.04
Adani Properties Pvt Ltd.		Rent Expense	0.05	0.05
Shanti Builders		Rent Expense	0.06	0.06
		Site Development expense	5.15	6.33
		Reimbursement of expenses	*	*
Adani Foundation		Donation	-	6.50
Adani Advisory LLP Adani Renewable Energy LLP#		Employee loan transfer	0.05	0.06
		Write off of investment	-	*
Chemoil Adani Pvt Ltd.	Fellow Subsidiary	Purchase of HSD	31.49	55.56
Adani Power Rajasthan Ltd.	Subsidiary Company	Reimbursement of expenses	0.03	0.09
		Loan given	496.88	574.44
		Loan repay	400.00	0.03
		Interest Income on loan given	194.39	124.59
		Sale of Project material	0.54	1.09
		Sale of Scrap	-	0.03
		Employee loan transfer	*	0.01
		Purchase of assets	1.81	-
Adani Power (Overseas) Ltd.#	Subsidiary Company	Loan repayment	-	0.03
		Sale of Investment	-	0.04

Notes to financial statements for the year ended 31st March, 2014

Related Party	Relation	Nature of Transaction	For the year 31 st March 2014 (₹ in Crores)	For the year 31 st March 2013 (₹ in Crores)
Adani Shipping Pte Ltd.	Fellow Subsidiary	Sale of Investment Loan repayment Freight charges	- - 8.33	0.08 301.73 -
Adani Power Pte Ltd. #	Subsidiary Company	Write off of investment	-	*
Adani Power Dahej Ltd.	Subsidiary Company (up to 27 th September, 2013) and Fellow subsidiary (w.e.f. 28 th September, 2013)	Loan given Loan repay Interest Income on loan given Employee loan transfer	156.01 576.46 49.89 *	116.71 - 30.43 0.01
Kutchh Power Generation Ltd.	Subsidiary Company (up to 27 th September, 2013) and Fellow subsidiary (w.e.f. 28 th September, 2013)	Loan given Loan repay Interest Income on loan given	56.68 62.98 3.37	1.02 - 0.50
Adani Power Maharashtra Ltd.	Subsidiary Company	Loan given Loan repay Interest Income on loan given Sale of project material Sale of Coal Employee loan transfer Reimbursement of expenditure Purchase of project material Sale of scrap Increase in Investment	1,584.15 519.35 233.63 0.86 138.15 0.04 1.55 - 0.04 -	1,175.51 2,065.61 210.39 0.01 - 0.04 * 0.01 - 2,591.27
Adani Transmission (India) Ltd. (Formerly known as Adani Transmission (Gujarat) Ltd)	Subsidiary Company	Reimbursement of Expenditure	*	-
Adani Pench Power Ltd.	Subsidiary Company (up to 27 th September, 2013) and Fellow subsidiary (w.e.f. 28 th September, 2013)	Loan given Loan Repay Interest Income on loan given Employee loan transfer Purchase of material	160.94 191.08 12.89 * 1.29	10.44 - 2.15 * -
Adani Welspun Exploration Ltd.	Fellow Subsidiary	Employee Expenses transfer	*	*
MPSEZ Utilities Pvt Ltd.	Fellow Subsidiary	Electricity Expense Sale of power Reimbursement of expenses	- 72.87 2.19	3.71 55.39 0.05

Notes to financial statements for the year ended 31st March, 2014

Related Party	Relation	Nature of Transaction	For the year 31 st March 2014 (₹ in Crores)	For the year 31 st March 2013 (₹ in Crores)
		Employee loan transfer	-	0.01
		Discount on Prompt Payment of Bills	1.19	-
Adani Kandla Bulk Terminal Pvt Ltd.	Fellow Subsidiary	Sale of Fly Ash	0.12	*
		Sale of Material	0.56	0.24
Adani Mining Pvt. Ltd.	Fellow Subsidiary	Reimbursement of expenses	-	0.01
Mr. Ravi Sharma	Key Management Personnel (Up to 30-06-2012)	Salary And Allowance	-	6.37
Mr. Vinod S Adani	Relatives of Key Management Personnel	Issue of Share (Including Security Premium)	152.96	-

(Figures below ₹ 50, 000 are denominated by *)

The transactions with related parties during the year are shown net of taxes.

These entities were wound up in the financial year 2012-13 and hence do not appear in the list of related parties in (a) above.

c. Balances with related parties

Related Party	Relation	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
Adani Global Pte Ltd	Fellow Subsidiary	1495.02 Cr.	1455.84 Cr
Adani Enterprises Ltd.	Holding Company	5482.35 Cr.	5775.72 Cr.
Adani Ports & SEZ Ltd.	Fellow Subsidiary	843.99 Cr.	210.89 Cr.
Adani Gas Ltd.	Fellow Subsidiary	*	*
Karnavati Aviation Pvt Ltd.	Fellow Subsidiary	18.08 Cr.	7.28 Cr.
Adani Infra (India) Ltd.	Fellow Subsidiary	20.58 Cr.	0.02 Dr.
Adani Wilmar Ltd.	Entities on which one or more Key Management Personnel have a significant influence / controls	-	0.01 Cr.
Shanti Builders		2.19 Cr.	0.52 Dr.
Adani Properties Pvt. Ltd.	Fellow Subsidiary	1.00 Dr.	1.00 Dr.
Adani Advisory LLP		0.06 Dr.	0.06 Cr.
Chemoil Adani Pvt Ltd.	Fellow Subsidiary	14.93 Cr.	6.99 Cr.
Adani Power Rajasthan Ltd.	Subsidiary Company	1775.76 Dr.	1679.16 Dr.
Adani Power Dahej Ltd.	Subsidiary Company (up to 27 th September, 2013) and Fellow subsi diary (w.e.f. 28 th September, 2013)	*	420.45 Dr.
Kutchh Power Generation Ltd.	Subsidiary Company (up to 27 th September, 2013) and Fellow subsi diary (w.e.f. 28 th September, 2013)	-	6.30 Dr.
Adani Power Maharashtra Ltd.	Subsidiary Company	2418.03 Dr.	1325.23 Dr.
Adani Transmission (India) Ltd. (Formerly known as Adani Transmission (Gujarat) Ltd)	Subsidiary Company	*	-
Adani Pench Power Ltd.	Subsidiary Company (up to 27 th September, 2013) and Fellow subsi diary (w.e.f. 28 th September, 2013)	1.29 Cr.	30.14 Dr.
Adani Welspun Exploration Ltd.	Fellow Subsidiary	-	*
MPSEZ Utilities Pvt Ltd	Fellow Subsidiary	6.49 Dr.	5.23 Dr.
Adani Kandla Bulk Terminal Pvt Ltd.	Fellow Subsidiary	0.03 Dr.	*
Maharashtra Eastern Grid Power Transmission Company Ltd.	Fellow Subsidiary	*	-

(Figures below ₹ 50, 000 are denominated by *)

53 Previous year figures have been regrouped and rearranged wherever necessary to conform to this year's classification.

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

Samir R. Shah
Partner

Place : Ahmedabad
Date : 15th May, 2014

For and on behalf of the Board of Directors

Gautam S. Adani
Chairman

Vinod Bhandawat
Chief Financial Officer

Place : Ahmedabad
Date : 15th May, 2014

Rajesh S. Adani
Managing Director

Rajash Shah
Company Secretary

Independent Auditors' Report

To
The Board of Directors of
Adani Power Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **ADANI POWER LIMITED** ("the Company") and its subsidiaries (the Company and its subsidiaries constitute "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2014, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Management of the Company is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and read with our comments in the Emphasis of Matters paragraph below, and based on the consideration of the reports of the other auditors on the financial statements / financial information of the subsidiaries referred to below in the Other Matter paragraph, the aforesaid consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at 31st March, 2014;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the loss of the Group for the year ended on that date; and

- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Emphasis of Matters

1. We draw attention to Note 36 to the consolidated financial statements regarding recognition of revenue aggregating ₹ 1,843.12 crore on account of Compensatory Tariff consequent to the favorable order of the Central Electricity Regulatory Commission ("the CERC") dated 21st February, 2014, based on legal advice obtained by the Management that the CERC order is enforceable as on date and is in operation and that the Company has a good arguable case in support of the CERC order with respect to the appeals filed by the customers against the said order with the Appellate Tribunal For Electricity for the reasons stated in the said Note and the assessment by the Management that it would not be unreasonable to expect ultimate collection of the amount.
2. We draw attention to Note 37 to the consolidated financial statements regarding recognition of revenue aggregating ₹ 177 crores on account of Compensatory Tariff as per the interim order of the Maharashtra Electricity Regulatory Commission ("the MERC") dated 21st August, 2013 based on the assessment by the Management that it would not be unreasonable to expect ultimate collection of this amount and the reasons for not recognising revenue during the year based on the final order of the MERC dated 5th May, 2014.

Our opinion is not qualified in respect of these matters.

Other Matter

We did not audit the financial statements / financial information of three subsidiaries, whose financial statements / financial information reflect total assets (net) of ₹ 8,521.08 crores as at 31st March, 2014, total revenues of ₹ 1,704.79 crores and net cash flows amounting to ₹ 128.23 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.

Our opinion is not qualified in respect of this matter.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm Registration No. 117365W)

Samir R. Shah
Partner
Membership No. 101708

Place : Ahmedabad
Date : 15th May, 2014

Consolidated Balance Sheet as at 31st March, 2014

Particulars	Notes	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	2,871.92	2,393.27
Reserves and Surplus	4	3,671.47	1,900.14
		6,543.39	4,293.41
Non-Current Liabilities			
Long-term Borrowings	5	33,131.48	33,191.60
Deferred Tax Liabilities (Net)	6	-	1,078.99
Other Long-term Liabilities	7	396.84	343.59
Long-term Provisions	8	378.25	166.05
		33,906.57	34,780.23
Current Liabilities			
Short-term Borrowings	9	6,637.28	4,411.19
Trade Payables	10	3,750.87	2,825.92
Other Current Liabilities	11	7,383.20	8,055.87
Short-term Provisions	12	517.63	321.24
		18,288.98	15,614.22
TOTAL		58,738.94	54,687.86
ASSETS			
Non Current Assets			
Fixed Assets			
Tangible Assets	13	46,354.51	29,080.26
Intangible Assets	13	3.07	1.39
Capital Work-In-Progress	14	3,659.83	18,976.50
		50,017.41	48,058.15
Goodwill on Consolidation		6.95	6.95
Non-current Investments	15	10.01	10.01
Long-term Loans and Advances	16	904.91	1,405.47
Other Non-current Assets	17	695.43	154.87
		51,634.71	49,635.45
Current Assets			
Current Investments	18	105.31	12.36
Inventories	19	1,280.96	1,555.67
Trade Receivables	20	1,543.27	758.48
Cash and Bank Balances	21	830.63	1,718.09
Short-term Loans and Advances	22	506.82	371.85
Other Current Assets	23	2,837.24	635.96
		7,104.23	5,052.41
TOTAL		58,738.94	54,687.86

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

Samir R. Shah
Partner

Place : Ahmedabad
Date : 15th May, 2014

For and on behalf of the Board of Directors

Gautam S. Adani
Chairman

Vinod Bhandawat
Chief Financial Officer

Place : Ahmedabad
Date : 15th May, 2014

Rajesh S. Adani
Managing Director

Rajash Shah
Company Secretary

Consolidated Statement of Profit & Loss for the year ended 31st March, 2014

Particulars	Notes	For the year ended 31 st March 2014 (₹ in Crores)	For the year ended 31 st March 2013 (₹ in Crores)
Revenue			
Revenue from Operations	24	15,768.08	6,779.36
Other Income	25	186.32	190.65
Total Revenue		15,954.40	6,970.01
Expenses			
Fuel Cost		9,167.47	4,924.20
Purchase of Traded Goods		329.02	-
Employee Benefits Expenses	26	247.84	148.97
Finance Costs	27	4,010.00	1,702.86
Depreciation and Amortisation Expenses		2,218.45	1,289.68
Other Expenses	28	1,351.16	746.58
Total Expenses		17,323.94	8,812.29
Loss before exceptional items and tax		(1,369.54)	(1,842.28)
Exceptional items	29	-	24.06
Loss before tax		(1,369.54)	(1,818.22)
Tax Expense:			
Current Tax		-	0.11
Deferred Tax		(1,078.99)	476.68
		(1,078.99)	476.79
Loss after tax		(290.55)	(2,295.01)
Earnings Per Share (EPS) (Face Value ₹ 10 Per Share)	46		
Basic and Diluted EPS (₹)		(1.04)	(9.59)

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

Samir R. Shah
Partner

Place : Ahmedabad
Date : 15th May, 2014

For and on behalf of the Board of Directors

Gautam S. Adani
Chairman

Vinod Bhandawat
Chief Financial Officer

Place : Ahmedabad
Date : 15th May, 2014

Rajesh S. Adani
Managing Director

Rajash Shah
Company Secretary

Consolidated Cash Flow Statement for the year ended 31st March, 2014

Particulars	For the year ended 31 st March 2014 (₹ in Crores)	For the year ended 31 st March 2013 (₹ in Crores)
A. Cash flow from operating activities		
Loss before tax and exceptional items as per Statement of Profit and Loss	(1,369.54)	(1,842.28)
Adjustments for:		
Depreciation and amortisation	2,218.45	1,289.68
Loss on foreign exchange fluctuations	95.67	90.45
Income from Mutual Funds	(16.63)	(10.29)
Gain on sale of fixed assets	(0.02)	(6.89)
Provision for Doubtful Trade Receivables	13.82	-
Finance Costs	4,010.00	1702.86
Interest income	(153.16)	(155.45)
Operating profit before working capital changes	4,798.59	1,068.08
Changes in Working Capital:		
(Increase) / Decrease in Operating Assets :		
Inventories	274.71	(728.92)
Trade Receivables	(798.61)	(309.28)
Long-term Loans and Advances	(177.37)	481.50
Other Non Current Assets	(584.52)	-
Short-term Loans and Advances	(134.97)	583.26
Other Current Assets	(2,217.32)	(93.42)
Increase / (Decrease) in Operating Liabilities :		
Trade Payables	1,141.86	2,066.06
Other Current Liabilities	635.24	57.35
Other Long Term Liabilities	396.84	(338.77)
Long-term Provisions	12.40	74.97
Short-term Provisions	(151.48)	149.65
Cash generated from operations	3,195.37	3,010.48
Tax Refund received / (Tax Paid) (net)	42.47	(9.94)
Net cash from operating activities (A)	3,237.84	3,000.54
B. Cash flow from investing activities		
Capital Expenditure on Fixed assets, Capital work in Progress and Capital Advance	(6,168.71)	(6,812.75)
Proceeds from Sale of fixed assets	260.86	1,083.88
Proceeds from withdrawal of Fixed Deposits	1,100.20	1,591.14
Interest income received	184.09	42.24
Proceeds from sale of Investment in Subsidiaries	0.15	24.06
Purchase of Current Investments	(21,617.04)	(11,053.39)
Proceeds from sale of Current Investments	21,540.71	11,060.32
Net cash (used in) / from investing activities (B)	(4,699.74)	(4,064.50)

Consolidated Cash Flow Statement for the year ended 31st March, 2014

Particulars	For the year ended 31 st March 2014 (₹ in Crores)	For the year ended 31 st March 2013 (₹ in Crores)
C. Cash flow from financing activities		
Proceeds from Long-term borrowings	5,906.01	13,473.38
Repayment of Long-term borrowings	(6,154.56)	(8,268.97)
Proceeds from Short-term borrowings	8,385.48	5,280.55
Repayment of Short-term borrowings	(6,424.44)	(7,399.22)
Finance Costs Paid	(2,623.59)	(2,225.17)
Proceeds from Issue of Equity Shares	2,542.13	-
Net cash used in financing activities (C)	1,631.03	860.57
Net increase in cash and cash equivalents (A+B+C)	169.13	(203.39)
Cash and cash equivalents at the beginning of the year	143.02	346.41
Cash and cash equivalents at the end of the year	312.15	143.02
Notes to Cash Flow Statement :		
1. Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance Sheet (Refer Note 21)	312.15	143.02
	312.15	143.02
2. Previous year's figures have been regrouped wherever necessary, to confirm to this year's classification.		
3. The Cash Flow Statement has been prepared under the 'Indirect Method' set out in Accounting Standard 3 'Cash Flow Statement' prescribed under Companies (Accounting Standard) Rules, 2006.		

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

Samir R. Shah
Partner

Place : Ahmedabad
Date : 15th May, 2014

For and on behalf of the Board of Directors

Gautam S. Adani
Chairman

Vinod Bhandawat
Chief Financial Officer

Place : Ahmedabad
Date : 15th May, 2014

Rajesh S. Adani
Managing Director

Rajash Shah
Company Secretary

Notes to Consolidated financial statements for the year ended 31st March, 2014

1. Corporate information

Adani Power Limited ("the Company") is a public company domiciled in India and incorporated under the provisions of Companies Act, 1956. The Company together with its subsidiaries currently has three power projects with a combined installed capacity of 9240 MW, out of which 8580 MW has been commissioned. The parent company, Adani Power Limited and the subsidiaries (together referred to as "the Group") intends to sell the power generated from these projects under a combination of long term Power Purchase Agreements and on merchant basis. The Group gets synergetic benefit of the integrated value chain of Adani group.

2. Significant accounting policies

a. Basis of Preparation of Consolidated Financial Statements

The consolidated financial statements which comprise of the financial statements of the parent company, Adani Power Limited and the subsidiaries (together referred to as " the Group") have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Section 211 (3C) of the Companies Act, 1956 ("the 1956 Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 ("the 2013 Act") in terms of the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs) and the relevant provisions of the 1956 Act / 2013 Act, as applicable. The consolidated financial statements have been prepared on accrual basis under historical cost convention and going concern basis. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

b. Use of Estimates

The preparation of the consolidated financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

c. Principles of Consolidation

The consolidated financial statements relate to Adani Power Limited ("the Company") and its subsidiary companies. The consolidated financial statements have been prepared on the following basis:

The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses in accordance with Accounting Standard-21 - "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India.

As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

The difference between the cost of investment in the Subsidiaries over the net assets at the time of acquisition of the investment in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve as the case may be.

Investments made by the parent company in subsidiary companies subsequent to the holding-subsidiary relationship coming into existence are eliminated while preparing the consolidated financial statement.

Intragroup balances, intragroup transactions and resulting unrealised profits or losses, unless cost cannot be recovered, are eliminated to the extent of share of the parent company in full.

Notes to Consolidated financial statements for the year ended 31st March, 2014

Unrealised profits on account of intra group transactions have been accounted for depending upon whether the transaction is an upstream or a downstream transaction.

d. Tangible Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets comprises of its purchase price, any non-refundable duties and taxes and any attributable cost for bringing the assets ready for their intended use. Borrowing costs directly attributable to qualifying assets / capital projects are capitalized and included in the cost of fixed assets to the extent they relate to the period till such assets are ready for their intended use.

The Group has adopted the provisions of para 46 / 46A of AS 11 The Effects of Changes in Foreign Exchange Rates, accordingly, exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable fixed assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets. Subsequent expenditure on fixed assets after its purchase / completion is capitalized only if such expenditure results in an increase in the future benefits from such assets beyond its previously assessed standard of performance.

e. Project Development Expenditure/ Capital Work in Progress

Expenditure related to and incurred during implementation of capital projects is included under "Capital Work in Progress" or "Project Development Expenditure" as the case may be. The same is allocated to the respective fixed assets on completion of construction/ erection of the capital project/ fixed assets.

f. Intangible assets

Intangible assets are stated at cost, less accumulated amortization and impairment losses, if any.

g. Depreciation / Amortisation

i) Depreciation in respect of assets related to electricity generation business is provided on a straight line basis at the rates provided in Appendix III of Central Electricity Regulatory Commission (Terms and conditions of Tariff) Regulations, 2009.

ii) Assets costing less than ₹ 5,000/- are written off in the year of purchase.

iii) Cost of Leasehold land is amortized over a period of lease.

iv) Intangible assets are amortised over the useful economic life of the assets.

h. Leases

Assets acquired on leases where a significant portion of risks and rewards incidental to ownership is retained by the lessor are classified as operating lease. Lease rentals under operating leases are recognised in the consolidated Statement of Profit and Loss on a straight-line basis.

i. Investments

Long term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if, such a decline is permanent in the opinion of the management. Current Investments are carried at lower of cost or fair value.

Notes to Consolidated financial statements for the year ended 31st March, 2014

j. Revenue recognition

- i) Revenue from Power Supply is accounted for on the basis of sales to State Distribution Companies in terms of the Power Purchase Agreements (PPA) or on the basis of sales under merchant trading based on the contracted rates, as the case may be.
- ii) Interest income is accounted for on an accrual basis. Dividend income is accounted for when the right to receive income is established.
- iii) Delayed payment charges and interest on delayed payment for power supply are recognized, on grounds of prudence, as and when recovered.

k. Inventories

Inventories are valued at weighted average cost or net realizable value, whichever is lower. Costs includes all non refundable duties and all charges incurred in bringing the goods to the their present location and condition.

l. Borrowing costs

Borrowing costs includes interest on borrowings and amortisation of ancillary costs incurred for borrowings. Such costs to the extent not directly related to the acquisition of qualifying assets are charged to the Consolidated Statement of Profit and Loss over the tenure of the borrowings. Borrowing costs that are attributable to construction / acquisition of qualifying assets are capitalized as part of the cost of such assets up to the date the assets are ready for their intended use.

m. Impairment of Assets

The carrying values of assets / cash generating units are reviewed for impairment at each balance sheet date. If any indication of impairment exists, the recoverable amount is estimated. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Consolidated Statement of Profit and Loss in the period in which an asset is identified as impaired. The impairment loss, if any, recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

n. Foreign exchange transactions

- i) Transactions denominated in foreign currencies are normally recorded at the exchange rates prevailing on the date of the transaction.
- ii) Monetary items denominated in foreign currencies outstanding at the balance sheet date are restated at the rates prevailing on that date. The exchange differences arising on settlement / restatement of long term foreign currency monetary items are capitalized as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets. If such monetary items do not relate to acquisition of depreciable fixed assets, the exchange differences are accumulated in "Foreign Currency Monetary Item Translation Difference Account" and is amortised over the maturity period / up to the date of settlement of such monetary items, whichever is earlier and charged to the Consolidated Statement of Profit and Loss. Exchange differences arising on settlement / restatement of short term foreign currency monetary items are recognized as income or expense in the Consolidated Statement of Profit and Loss
- iii) Premium / discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as the balance sheet date.

Notes to Consolidated financial statements for the year ended 31st March, 2014

iv) Non monetary foreign currency items are carried at cost.

o. Derivative transactions

The Group enters into derivative contracts in the nature of foreign currency swaps, currency options, interest rate swaps with an intention to hedge its existing assets and liabilities, firm commitments and highly probable forecast transactions. Pursuant to the announcement on accounting for derivatives issued by the Institute of Chartered Accountants of India, the Group, in accordance with the principle of prudence as enunciated in AS – 1, "Disclosure of Accounting Policies", provides for losses in respect of all outstanding derivative contracts at the Balance Sheet date by marking them to market. Any net unrealized gains arising on such mark to market are not recognized as income, until realised on grounds of prudence.

p. Employee Benefits

- i) Defined benefit plans: The Group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees through Group Gratuity Scheme of Life Insurance Corporation of India. The Group accounts for the liability for the gratuity benefits payable in future based on an independent actuarial valuation carried out using Projected Unit Credit Method considering discounting rate relevant to Government Securities at the Balance Sheet Date. Actuarial gains and losses are immediately taken to the Consolidated Statement of Profit and Loss.
- ii) Defined contribution plan: Retirement Benefits in the form of Provident Fund and Family Pension Fund, which are defined contribution schemes, are charged to the Project Development Expenditure Account till the commencement of commercial production otherwise, the same is charged to the Consolidated Statement of Profit and Loss for the period, in which the contributions to the respective funds accrue.
- iii) Leave Encashment: Provision for Leave Encashment and its classifications between current and non current liabilities based on independent actuarial valuation. The actuarial valuation is done as per the projected unit credit method.
- iv) Sick Leave : Provision for Sick Leave and its classifications between current and non-current liabilities based on independent actuarial valuation. The actuarial valuation is done as per the projected unit credit method.
- v) Short term employee benefits are recognised at an undiscounted amount in the Consolidated Statement of Profit and Loss for the year in which the related services are received.

q. Earnings per share:

Basic earnings per share is computed by dividing the profit / loss after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for the effects dividend, interest and other charges relating to the dilutive potential equity shares.

r. Taxes on Income

Current Tax represents the amount of Income Tax Payable in respect of the taxable income for the reporting period as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets.

Notes to Consolidated financial statements for the year ended 31st March, 2014

Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Group has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

s. Provisions, contingent liabilities and contingent assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the consolidated financial statements.

Particulars	As at	As at
	31 st March 2014 (₹ in Crores)	31 st March 2013 (₹ in Crores)
3. Share Capital		
Authorised Share Capital 3,50,00,00,000 (As at 31 st March 2013 - 3,50,00,00,000) equity shares of ₹ 10 each	3,500.00	3,500.00
50,00,00,000 (As at 31 st March 2013 - 50,00,00,000) Cumulative Compulsorily Convertible Participatory Preference shares of ₹ 10 each	500.00	500.00
Total	4,000.00	4,000.00
Issued, Subscribed and fully paid-up equity shares 2,87,19,22,110 (As at 31 st March 2013 - 2,39,32,72,110) fully paid up equity shares of ₹ 10 each	2,871.92	2,393.27
Total	2,871.92	2,393.27

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Particulars	As at 31 st March 2014		As at 31 st March 2013	
	No. Shares	(₹ in Crores)	No. Shares	(₹ in Crores)
Equity Shares				
At the beginning of the year	2,39,32,72,110	2,393.27	2,18,00,35,200	2,180.04
Issued during the year on account of Amalgamation Scheme (Refer Footnote to Note 4)	-	-	21,32,36,910	213.23
Issued during the year	47,86,50,000	478.65	-	-
Outstanding at the end of the year	2,87,19,22,110	2,871.92	2,39,32,72,110	2,393.27

b. Terms / rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders

Notes to Consolidated financial statements for the year ended 31st March, 2014

c. Shares held by holding company

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
Out of equity shares issued by the Company, shares held by its holding company are as under:		
Adani Enterprises Limited 1,98,12,90,000 (As at 31 st March 2013 - 1,53,14,40,000) Equity Shares of ₹ 10 each fully paid	1,981.29	1,531.44

d. Details of shareholders holding more than 5% shares in the Company

Particulars	As at 31 st March 2014		As at 31 st March 2013	
	No. Shares	% holding in the class	No. Shares	% holding in the class
Equity shares of ₹ 10 each fully paid				
Adani Enterprises Limited, Holding Company	1,98,12,90,000	68.99%	1,53,14,40,000	63.99%
3i Power Investments A1 Limited	16,05,98,342	5.59%	16,05,98,342	6.71%
OPAL Investment Pvt. Limited	21,32,36,910	7.42%	21,32,36,910	8.91%
Total	2,35,51,25,252	82.00%	1,90,52,75,252	79.61%

- e. During the year, the Company has allotted 44,98,50,000 Equity Shares of ₹ 10 each with premium of ₹ 43.11 per share to Adani Enterprises Limited and 2,88,00,000 Equity Shares of ₹10 each with premium of ₹ 43.11 per share to Mr. Vinod S. Adani. These equity shares were issued on preferential basis under section 81(1A) of the Companies Act, 1956.

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
4. Reserves and surplus		
a. Securities Premium Account		
Opening Balance	3,450.94	3,450.94
Add: Addition on account of issue of shares during the year	2,063.48	-
Closing Balance	5,514.42	3,450.94
b. Surplus/(Deficit) in the Consolidated Statement of Profit and Loss		
Opening Balance	(1,910.60)	391.42
(Less) : Loss for the year	(290.55)	(2,295.01)
(Less) : Consol adjustment on sale of subsidiaries	(1.60)	-
(Less) : Loss on account of amalgamation (See Note below)	-	(7.01)
Closing Balance	(2,202.75)	(1,910.60)
c. Capital Reserve		
Opening Balance	359.80	-
Add : Addition on account of amalgamation (See Note below)	-	359.80
Closing Balance	359.80	359.80
Total	3,671.47	1,900.14

Notes to Consolidated financial statements for the year ended 31st March, 2014

Note :

Capital Reserve of ₹ 359.80 Crores and debit balance of ₹ 0.02 Crores were created due to amalgamation of Growmore Trade and Investment Private Limited with the Company in the financial year 2012-13 as per Section 391 to 394 of the Companies Act, 1956. As per the order of the Hon'able High Court of Gujarat, the Capital Reserve created on amalgamation shall be treated as free reserve of the Company.

Particulars	Non-current portion		Current maturities	
	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
5. Long-term Borrowings				
Secured borrowings				
Term Loans				
From Banks	22,148.19	13,802.36	3,427.43	2,182.34
From Others	3,429.50	1,476.38	496.09	171.81
Trade Credits				
From Banks	4,073.68	12,485.09	319.60	1,145.77
	29,651.37	27,763.83	4,243.12	3,499.92
Unsecured borrowings				
Term Loans				
From Banks	286.36	-	13.64	-
From Related Party	3,190.46	5,311.79	-	-
Trade Credits				
From Banks	3.29	115.98	124.71	692.73
	3,480.11	5,427.77	138.35	692.73
Total	33,131.48	33,191.60	4,381.47	4,192.65
Amount disclosed under the head "Other current liabilities" (Refer note 11)			(4,381.47)	(4,192.65)
Net amount	33,131.48	33,191.60	-	-

Notes :

1. Secured Term Loans and Trade Credits availed by various entities of the Group from the banks and others are secured / in the process of being secured by first / second charge on all present and future immovable and moveable assets of the respective entities and some of them are additionally secured by pledge of shares of the Company held by the holding company.
2. The Classification of loans between current liabilities and non-current liabilities continuous based on repayment schedule under respective agreements unless loans have been recalled due to non-compliance of conditions under any of the loan agreements. This is in accordance with the guidance issued by the Institute of Chartered Accountants of India on Revised Schedule VI to the Companies Act, 1956.

Notes to Consolidated financial statements for the year ended 31st March, 2014

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
6. Deferred Tax Liabilities (Net)		
Deferred Tax Liabilities		
Timing difference between book and tax depreciation	3484.10	1,082.49
Gross deferred tax liabilities	3,484.10	1,082.49
Deferred Tax Assets		
Tax benefit on share issue expenses set off against securities premium	-	3.50
On unabsorbed depreciation	3,484.10	-
Gross Deferred Tax Assets	3,484.10	3.50
Net Deferred Tax Liabilities	-	1,078.99
Total		

The Group has recognised deferred tax assets on unabsorbed depreciation to the extent of the corresponding deferred tax liability on the difference between the book balance and the written down value of fixed assets under IncomeTax.

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
7. Other Long-term Liabilities		
Retention Money	-	343.59
Trade Payables - Other than Acceptances (Refer Note 45)	376.85	-
Other Payables	19.99	-
	396.84	343.59
8. Long-term Provisions		
Provision for Employee Benefits	18.16	5.76
Provision for Derivative Contracts	360.09	160.29
Total	378.25	166.05
9. Short-term Borrowings		
Secured Borrowings		
Trade Credits		
From Banks	1,824.61	1,738.66
Cash Credit From Banks	505.78	-
	2,330.39	1,738.66
Unsecured Borrowings		
Trade Credits		
From Banks	150.95	633.58
Other Loans and Advances		
From Others	1,104.94	1,063.68
From Banks	-	141.14
From Related Parties	3,051.00	834.13
Total	4,306.89	2,672.53
	6,637.28	4,411.19

Notes to Consolidated financial statements for the year ended 31st March, 2014

Notes :

- Secured Trade Credit and Cash Credits availed by various entities of the Group from the banks and others are secured / in the process of being secured by first / second charge on all present and future immoveable and moveable assets of the respective entities and some of them are additionally secured by pledge of shares of the Company held by the holding company.

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
10. Trade Payables		
Trade Payables (Refer Note 45)		
Acceptances	1,665.33	1,161.46
Other than Acceptances	2,085.54	1,664.46
Total	3,750.87	2,825.92
11. Other Current Liabilities		
Current maturities of long-term borrowings (Secured) (Refer note 5)	4,243.12	3,499.92
Current maturities of long-term borrowings (Unsecured) (Refer note 5)	138.35	692.73
Interest accrued but not due on borrowings	246.63	148.54
Interest accrued and due on borrowings	-	0.02
Equity share application money refundable (Refer note below)	0.78	0.80
Statutory liabilities (net of ₹ 359.00 Cr (Previous Year ₹ 276.60 Cr) deposited under protest)	142.22	84.72
Retention money payable on purchase of fixed assets	1,606.69	2,834.50
Payable on purchase of fixed assets	344.56	711.55
Others*	660.85	83.09
(* Includes advance from customers and security deposits)		
Total	7,383.20	8,055.87
Note :		
These do not include any amounts due and outstanding to be credited to "Investors' Education and Protection Fund".		
12. Short-term Provisions		
Provision for Employee Benefits	7.43	0.42
Provision for Derivative Contracts	510.20	320.82
Total	517.63	321.24

Notes to Consolidated financial statements for the year ended 31st March, 2014

13. FIXED ASSETS :

(₹ in Crores)

PARTICULARS	GROSS BLOCK (at cost)					DEPRECIATION & AMORTISATION				NET BLOCK	
	As at 1 st April 2013	Additions during the year	Deductions during the year	Adjustment during the year (Refer note a below)	As at 31 st March, 2014	As at 1 st April 2013	for the year	Deductions during the year	As at 31 st March 2014	As at 31 st March, 2013	
Tangible assets											
Land (Lease hold)	530.06	9.95	196.87	-	343.14	55.84	12.28	5.87	280.89	474.22	
Land (Free hold)	185.39	5.95	61.33	-	130.01	-	-	-	130.01	185.39	
Building	668.35	319.19	0.29	18.89	1,006.14	43.95	28.65	0.29	933.83	624.40	
Plant & Equipment	29,713.33	14,200.17	8.07	4,982.78	48,888.21	1,999.82	2,163.43	1.76	44,726.72	27,713.51	
Furniture and Fixtures	19.68	5.42	0.72	0.02	24.40	6.33	1.61	0.27	16.73	13.35	
Railway sidings	6.39	194.18	-	7.47	208.04	1.12	4.34	-	202.58	5.27	
Computer	26.79	3.00	0.80	-	28.99	9.82	4.28	0.25	13.85	15.14	
Office Equipments	20.78	5.51	0.69	-	25.60	4.11	1.61	0.10	5.61	19.99	
Electrical installation	23.35	-	-	-	23.35	3.49	1.23	-	4.72	18.63	
Vehicles	13.34	1.26	0.79	-	13.81	2.72	1.28	0.18	3.82	9.99	
Total tangible assets	31,207.46	14,744.63	269.56	5,009.16	50,691.69	2,127.20	2,218.71	8.72	4,337.18	29,080.26	
Intangible assets (Other than internally generated)											
Computer software	3.82	2.50	-	-	6.32	2.43	0.82	-	3.25	1.39	
Total intangible assets	3.82	2.50	-	-	6.32	2.43	0.82	-	3.25	1.39	
Total	31,211.28	14,747.13	269.56	5,009.16	50,698.01	2,129.63	2,219.53	8.72	4,340.43	29,081.65	
Previous Year	16,702.18	12,436.22	1,154.79	3,227.67	31,211.28	897.98	1,309.45	77.80	2,129.63	29,081.65	

- (a) Additions in Plant & Equipment during the year includes ₹ 3,656.69 Crores (Previous Year - ₹ 2,118.06 Crores) capitalised on account of foreign exchange fluctuations and ₹ 1,373.47 Crores (Previous Year - ₹ 1,109.62 Crores) capitalised on account of borrowing cost
- (b) Depreciation of ₹ 1.08 Crores (Previous Year ₹ 19.77 Crores) relating to the Project Assets has been transferred to Project Development Expenditure.

Notes to Consolidated financial statements for the year ended 31st March, 2014

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
14. Capital Work In Progress		
14.1 Capital Work In Progress		
Plant & Equipment and Building Including other capital expenditure and capital items in stock (Including in transit ₹ 0.23 Cr.) (Previous Year - ₹ 35.76 Cr.)	3,470.67	17,237.32
Total (A)	3,470.67	17,237.32
14.2 Project Development Expenditure		
(a) Expenses		
Salaries, Wages and Allowances	7.89	73.32
Contribution to Provident and Other Funds	0.47	4.27
Employee Welfare Expenses	1.66	13.17
Sub-lease Rent for Land	-	1.65
Project Insurance	8.67	49.93
Professional Fees	7.07	53.95
Payment to Auditors	-	0.01
Statutory Expenses	-	0.05
Communication Expenses	-	1.22
Administration and Office Expenses	3.36	84.01
Stationery & Courier Expenses	0.02	0.94
Vehicle Running Expenses	0.26	9.96
Travelling Expenses	0.11	2.68
Loss on Damaged Goods	-	46.79
Miscellaneous Expenses	3.43	4.27
Depreciation	-	25.12
Interest and Finance Charges	168.99	1,474.23
Total (a)	201.93	1,845.57
(b) Less : Other Income		
Interest	12.71	88.22
Miscellaneous Income	0.06	18.17
Total (b)	12.77	106.39
Total (B) (a-b)	189.16	1,739.18
Total (A+B)	3,659.83	18,976.50

Particulars	As at 31 st March 2014	As at 31 st March 2013	As at 31 st March 2014	As at 31 st March 2013
	No. shares / bonds	No. shares / bonds	(₹ in Crores)	(₹ in Crores)
15 Non-current Investments				
Other Investments (At Cost)				
15 Years Yes Bank Bonds (quoted) (Face value of ₹ 10 Lacs each)	100	100	10.00	10.00

Notes to Consolidated financial statements for the year ended 31st March, 2014

Particulars	As at 31 st March 2014	As at 31 st March 2013	As at 31 st March 2014	As at 31 st March 2013
	No. shares / bonds	No. shares / bonds	(₹ in Crores)	(₹ in Crores)
Investment in government securities (unquoted) National Savings Certificate (lying with Government Authorities)			0.01	0.01
Total			10.01	10.01
Aggregate value of quoted investments				
- Cost			10.00	10.00
- Market value			10.00	10.00
Aggregate value of unquoted investments				
- Cost			0.01	0.01

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
16. Long-term loans and advances (Unsecured, considered good, unless otherwise stated)		
Capital advances	221.28	856.74
Advance Income Tax (Net of provision of ₹ 5.05 Crores) (Previous Year ₹ 9.78 Crores)	20.00	62.47
Other loans and advances (Also Refer Note 43)	446.88	304.42
Balances with Government authorities	32.33	56.98
Security deposit (non interest bearing)	4.45	5.32
Unamortised ancillary borrowing costs	179.97	119.54
Total	904.91	1,405.47
17. Other Non-current Assets		
Balances held as margin money	110.70	154.31
Unabsorbed derivative premium (net of payable)	31.35	-
Unbilled Revenue	553.17	-
Interest accrued but not due	0.21	0.56
Total	695.43	154.87
18. Current Investments (At lower of Cost and Net Realisable Value)		
Investment in Mutual Funds (Unquoted)		
Taurus Liquid Fund - Direct Plan - Super Institutional Growth	0.02	12.36
Peerless Liquid Fund- Direct- Growth	10.00	-
Religare Invesco Liquid Fund Direct- Growth	10.00	-
Birla Sun Life Cash Plus-Direct-Growth	10.00	-
Reliance Liquidity Fund-Direct- Growth	10.00	-
Baroda Pioneer Liquid Fund Plan B - Growth	10.00	-
SBI Premier Liquid Fund - Direct - Growth	10.00	-
Principal Cash Management Fund-Direct -Growth	10.00	-
JM High Liquidity Fund Direct - Growth	10.00	-
Tata Money Market Fund Direct - Growth	10.00	-

Notes to Consolidated financial statements for the year ended 31st March, 2014

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
Investment in Mutual Funds (Quoted)		
BOI AXA Liquid Fund Direct Plan - Growth-LF-DG	10.29	-
BOI AXA Treasury Advantage Fund Direct Plan - Growth Plan-TF-DG	5.00	-
	105.31	12.36
Aggregate repurchase value of unquoted investments		
- Cost	90.02	12.36
Aggregate repurchase value of quoted investments		
- Cost	15.29	-
- Market Value	15.35	-
19. Inventories (At lower of Cost and Net Realisable Value)		
Fuel (Includes in transit ₹ 324.02 Cr.) (Previous Year - ₹ 339.02 Cr.)	588.63	1,260.26
Stores & spares (Includes in transit ₹ 0.51 Cr.) (Previous Year - ₹ 0.15 Cr.)	692.33	295.41
Total	1,280.96	1,555.67
20. Trade receivables		
Outstanding for a period exceeding six months from the date due for payment		
Unsecured, considered good	82.19	212.79
Doubtful	13.82	-
	96.01	212.79
Less : Provision for doubtful receivables	(13.82)	-
(A)	82.19	212.79
Other trade receivables		
Unsecured, considered good	1,461.08	545.69
(B)	1,461.08	545.69
(A+B)	1,543.27	758.48
21. Cash and bank balances		
Cash and cash equivalents		
Balances with banks		
In current accounts	173.18	137.22
Fixed Deposits (with original maturity for less than three months)	138.97	5.80
	312.15	143.02
Other bank balances		
Unclaimed Share application money in escrow account	0.78	0.80
Balances held as Margin Money	510.23	1,372.83
Fixed Deposits (with original maturity for more than three months)	7.47	201.44
	518.48	1,575.07
Total	830.63	1,718.09
22. Short-term Loans and Advances (Unsecured, considered good, unless otherwise stated)		
Security deposits (non interest bearing)	11.62	22.34
Prepaid Expenses	42.23	51.14
Unamortised ancillary borrowing costs	37.01	35.71

Notes to Consolidated financial statements for the year ended 31st March, 2014

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
Advances recoverable in cash or in kind or for value to be received	273.34	189.50
Balances with various Government authorities	142.62	73.16
Total	506.82	371.85
23. Other current assets		
Interest receivable	29.64	45.68
Unbilled Revenue	2,807.60	590.28
Total	2,837.24	635.96

Particulars	For the year ended 31 st March 2014 (₹ in Crores)	For the year ended 31 st March 2013 (₹ in Crores)
24. Revenue from Operations		
Revenue from Power Supply	15,311.74	6,584.83
Revenue from Transmission Line	442.33	82.04
Revenue from Fleet Operations	-	107.92
Other Operating Revenue		
Sale of Fly Ash	14.01	4.57
Total	15,768.08	6,779.36
25. Other Income		
Interest Income	153.16	155.45
Income from Mutual Funds	16.63	10.29
Profit on Sale/Retirement of Assets (Net)	0.02	6.89
Sale of Scrap	12.57	11.30
Dividend Income	-	0.02
Miscellaneous Income	3.94	6.70
Total	186.32	190.65
26. Employee Benefit Expenses		
Salaries, Wages and Allowances	218.96	132.24
Contribution to Provident and Other Funds (Defined Contribution Plans)	15.36	6.85
Employee Welfare Expenses	13.52	9.88
Total	247.84	148.97

Notes to Consolidated financial statements for the year ended 31st March, 2014

Particulars	For the year ended 31 st March 2014 (₹ in Crores)	For the year ended 31 st March 2013 (₹ in Crores)
27. Finance costs		
(a) Interest Expenses on :		
Term Loans	3,360.85	1,296.22
Trade Credit	102.59	234.03
Others	2.25	-
	3,465.69	1,530.25
(b) Other borrowing costs :		
Loss on Derivatives Contracts	354.46	56.51
Bank Charges & Other Borrowing Cost	189.85	116.10
Total	4,010.00	1,702.86
28. Other Expenses		
Transmission Expenses	289.57	126.55
Stores and Spares	117.12	65.79
Vessel Operating Expenses	-	15.19
Repairs and Maintenance		
Plant and Equipments	55.67	32.21
Others	31.89	13.81
Rent	9.42	7.56
Rates and Taxes	65.23	41.65
Custom Duty on Electrical Energy	85.10	87.40
Legal & Professional Expenses	45.09	39.89
Discount on Prompt Payment of Bills	135.82	87.32
Directors' Sitting Fees	0.08	0.07
Payment to Auditors	0.48	0.39
Communication Expenses	2.01	1.10
Travelling & Conveyance Expenses	28.37	19.00
Insurance Expenses	52.35	34.16
Office Expenses	8.09	2.71
Bad Debt Written Off	0.01	-
Provision for Doubtful Trade Receivables	13.82	-
Net Foreign Exchange Fluctuation Loss	304.77	108.40
Miscellaneous Expenses	101.81	55.99
Donations	4.46	7.39
Total	1,351.16	746.58
29. Exceptional items		
Profit on sale of Investment in Subsidiaries (Net) (Refer note 42)	-	24.06
Total	-	24.06

Notes to Consolidated financial statements for the year ended 31st March, 2014

30 Details of Subsidiaries:

The consolidated financial statements comprise the financial statements of the parent company, Adani Power Limited and the following subsidiaries (together referred to as "the Group")

Name of the subsidiaries	Effective ownership in subsidiary as at	
	31 st March 2014	31 st March 2013
Adani Power Maharashtra Limited	100%	100%
Adani Power Rajasthan Limited	100%	100%
Kutchh Power Generation Limited (Refer note 42)	-	100%
Adani Power Dahej Limited (Refer note 42)	-	100%
Adani Pench Power Limited (Refer note 42)	-	100%
Adani Transmission (India) Limited	100%	-
Adani Transmission (Maharashtra) Limited	100%	-

Particulars	As at	As at
	31 st March 2014 (₹ in Crores)	31 st March 2013 (₹ in Crores)
31 Contingent liabilities and commitments (to the extent not provided for):		
(i) Contingent liabilities :		
1. Undertaking issued by the Group to Gujarat Urja Vikas Nigam Limited (GUVNL) to repay the amount received from GUVNL towards sales made prior to Scheduled Commercial Operation Date if Hon'ble Supreme Court gives decision in favour of the GUVNL.	135.20	-
2. Claims against the Group not acknowledged as debts in respect of:		
a. Income Tax	3.97	5.07
b. Service Tax	5.11	5.11
c. Rajasthan Entry Tax	11.63	11.63
d. Custom Duty	133.43	139.20
	289.34	161.01
(ii) Commitments :		
Estimated amount of contracts remaining to be executed on capital account and not provided for	1,739.29	2,466.99
Other commitments	19.61	-
	1,758.90	2,466.99

32 Operating lease:

The Group has entered into operating lease arrangements for right to use office premises, land and employees' accommodations. The lease agreements are executed for a period ranging between 11 months to 9 years with a renewal clause and also provide for termination by either party by giving a prior notice.

Notes to Consolidated financial statements for the year ended 31st March, 2014

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
Future minimum lease payments under operating leases		
Not later than one year	6.50	7.09
Later than one year and not later than five years	25.31	9.70
Later than five years	5.30	5.84
	37.11	22.63

Particulars	For the year ended 31 st March 2014 (₹ in Crores)	For the year ended 31 st March 2013 (₹ in Crores)
Lease payments recognised in the Consolidated Statement of Profit and Loss	9.43	7.44

33 The Government of India (GOI) has, vide its letter dated 19th December 2006, granted approval to the Group's proposal for development, operation and maintenance of the sector specific Special Economic Zone (SEZ) for power over an area of 293-88-10 hectares of the Group's land at Village: Tunda & Siracha, Taluka Mundra, Gujarat. In view thereof, all the benefits available to SEZ developer under Special Economic Zones Act, 2005 and Special Economic Zones Rules, 2006 and amendment made there under are available to the Group.

34 Total number of electricity units sold during the year 40,148 MUs (Previous Year – 20,684 MUs)

35 The Company entered into an agreement (PPA) dated 2nd February, 2007 with Gujarat Urja Vikas Nigam Limited (GUVNL) for supply of Power on long term basis subject to certain conditions to be complied within stipulated time. Amongst others, one of the conditions was pertaining to tie-up of fuel supply based on coal to be provided by Gujarat Mineral Development Corporation (GMDC). This agreement did not materialize. Consequent to the same, the Company had terminated the PPA and offered to pay the liquidated damages. However, GUVNL has contested the termination and approached Gujarat Energy Regulatory Commission (GERC) to resolve the matter. GERC held that the agreement cannot be terminated. Against the decision of GERC, the Company filed an appeal before Appellate Tribunal for Electricity (APTEL). APTEL upheld the decision of GERC. The Company has submitted a review petition with APTEL against its decision and has also challenged the decision of APTEL before the Hon'ble Supreme Court of India. Pending the decisions of the review petition filed before APTEL as well as the appeal filed before the Hon'ble Supreme Court. The Company continues to fulfill its obligation under the said PPA.

36 The Company, under long term Power Purchase Agreements ("the PPAs"), has committed 712 MW capacity each with Uttar Haryana Bijli Vidyut Nigam Limited and Dakshin Haryana Bijli Vidyut Nigam Limited ("Haryana Discoms"), and 1000 MW with Gujarat Urja Vikas Nigam Limited ("GUVNL") in Mundra Plant with a substantially fixed tariff for twenty five years.

The Company had made an application on 5th July, 2012 under Section 79 of the Electricity Act, 2003 to the Central Electricity Regulatory Commission ("CERC") for evolving a mechanism for regulating and revising the power tariff on account of frustration and / or occurrence of "Force Majeure" and / or "Change in Law" events under the PPAs with Haryana Discoms and with GUVNL ("the customers"), due to the change in circumstances for the allotment of domestic coal by the Government of India and the enactment of new coal pricing regulations by Indonesian Government.

The CERC has, after considering the recommendations of a committee appointed for the purpose, vide its order dated 21st February, 2014, decided that the Company is entitled to the Compensatory Tariff from Scheduled Commercial Operation Date (SCOD), over and above the tariff agreed under the PPAs entered into with the customers for a limited period till the events which occasioned such compensation exists. The said order states that the Compensatory Tariff till 31st March, 2013 aggregating ₹ 829.75 Crores shall be paid by the customers in equal monthly installments over a period of not more than 36 months from the

Notes to Consolidated financial statements for the year ended 31st March, 2014

date of the order and the Compensatory Tariff for the period from 1st April, 2013 onwards shall be determined as per the formula prescribed in the said order. The amount of Compensatory Tariff from 1st April, 2013 to 31st March, 2014 shall be paid to the Company in equal monthly installments over a period of not less than 12 months from the date of the order and the Compensatory Tariff for subsequent periods commencing from 1st April, 2014 shall be paid on a monthly basis based on claims submitted by the Company.

Subsequent to the above CERC order, the customers have filed appeals with the Appellate Tribunal for Electricity ("APTEL") challenging the CERC order and have also requested APTEL to grant a stay on the enforcement of the order. APTEL has sought replies from the Company and has set the next date of hearing on 22nd May, 2014. As of date, APTEL has neither granted the stay nor has passed an order setting aside the said CERC order.

The Management of the Company has been legally advised that the CERC order is enforceable as on date and is in operation and that the Company has a good arguable case in support of the CERC order with respect to the appeals filed by the customers against the said order with APTEL considering, inter alia, that:

- a) Ld. Attorney General of India in his opinion dated 7th August, 2012 on the request of Forum of Regulators has opined that "regulate" under Section 79(1)(b) can even take within its ambit regulation/revision in price of rate adopted in Section 63 of the Electricity Act, 2003.
- b) The CERC has observed that under Section 79(1)(b) of the Electricity Act, 2003, CERC has the power to regulate the tariff of generating companies. Although the tariff of the PPAs are determined under Section 63 of the Electricity Act, 2003 (i.e. competitive bidding), it does not eclipse or take away the regulatory powers of CERC under Section 79(1)(b) and 79(1)(f), to be exercised on the basis of the principles envisaged in Section 61 of the Electricity Act, 2003.

In view of the above, and the assessment by the Management of the Company that it would not be unreasonable to expect ultimate collection of the amount involved as detailed below, the Management of the Company has recognized aggregate revenue of ₹ 1843.12 Crores comprising lump sum compensation of ₹ 829.75 Crores towards the Compensatory Tariff till 31st March, 2013 and an amount of ₹ 1013.37 Crores being the Compensatory Tariff for the period from 1st April, 2013 to 31st March, 2014 as revenue from operations.

The Company has also filed a similar petition seeking additional tariff with the CERC under another long term Power Purchase Agreement with GUVNL for committed capacity aggregating to 1000 MW. The Management of the Company expects a favourable order on similar lines as the aforesaid order dated 21st February, 2014 considering that the salient facts and circumstances are the same.

- 37 Adani Power Maharashtra Limited(referred as "APML"), has under a long term Power Purchase Agreement ("the PPA") with Maharashtra State Electricity Distribution Company Limited (MSEDCL), committed 1,320 MW capacity from Phase I & II of the Power Plants of the Company at Tiroda, Maharashtra for 25 years, with one of the sources of coal from Lohara Coal Block. Terms of Reference ("TOR") for Lohara Coal Block was withdrawn on 25th November, 2009 by the Ministry of Environment and Forest ("MOEF"). Subsequently, the MOEF in January 2010 confirmed that Lohara Block will not be considered for environment clearance. Thereafter, the Company sent a notice for termination of the PPA to MSEDCL on 16th February, 2011 and also requested MSEDCL on 11th April, 2012 to return the performance guarantee submitted at the time of bidding. Based on the aforementioned disputes, APML approached the Maharashtra Electricity Regulatory Commission ("Commission") on 16th July, 2012 under Section 86 (1) (f) of the Electricity Act, 2003, with a prayer to direct Commission to (a) return the performance guarantee to the Company; (b) without prejudice to prayer (a), in alternate, consider revision in the tariff based on the revised fuel cost. The Commission, vide an interim order dated 21st August, 2013, granted an interim compensatory tariff of ₹ 0.57 per KWH. In response to the review petition filed by MSEDCL against the said interim order, the Commission kept payments of interim compensatory tariff in abeyance till Final Order of the Commission

Notes to Consolidated financial statements for the year ended 31st March, 2014

for compensatory tariff is issued although in view of the Management of the Company the invoices for the same could be raised. Accordingly, the Company raised invoices on MSEDCL for compensatory tariff amounting to ₹ 177 crores from date of the interim order till 31st March, 2014 and recognised the same as revenue from operation having regard to assessment by the management that it would not be unreasonable to expect ultimate collection of at least the said amount.

The Commission has, after considering the recommendations of a committee appointed for the purpose, vide its final order dated 5th May, 2014, decided that the Company is entitled to the compensatory tariff from the Scheduled Commercial Operations Dates ("SCODs") of the power plants, over and above the tariff agreed under the PPAs entered into for a limited period till the events which occasioned such compensation exists. The compensatory tariff from the SCODs till 31st March, 2014 in excess of the aforementioned amount recognised during the year, is being measured and will be recognised during the year 2014-15 as reasonable certainty to expect its ultimate collection is achieved on the date of the final order.

- 38 Adani Power Rajasthan Limited (Referred as "APRL") has been compelled to use costly imported coal due to non availability of domestic coal linkage for generation of electricity. APRL has filed petition with Rajasthan Electricity Regulatory Commission (RERC) for tariff revision to compensate for higher coal cost. The matter is being heard at RERC. However, no financial impact is given in the the books of accounts as matter is not yet finalized.
- 39 APML had been granted a Licence to develop 400 KV Transmission line from Tiroda to Warora in July 2009 by Maharashtra Electricity Regulatory Commission (MERC). The commission had issued an order for approval of Multi Year Tariff (MYT) Business Plan for the second control period 2012-13 to 2015 16. APML had submitted a petition for approval of Aggregate Revenue Requirement (ARR) as per Multi Year Tariff (MYT) principles. The honorable commission has, subject to fulfillment of certain conditions, approved the ARR and approved a net aggregate revenue requirement for ₹ 146.72 Crores for the year 2013-14. APML has recognized the revenue based on the said order.
- 40 The Group has determined the Recoverable Amounts of the Power Plants under Accounting Standard (AS) 28, Impairment of Assets on the basis of their Value in Use by estimating the future cash inflows over the estimated useful life of the Power Plants. Further, the cash flow projections are based on estimates and assumptions relating to tariff, operational performance of the Plants, market prices of coal and other fuels, exchange variations, inflation, terminal value etc. which are considered reasonable by the Management. On a careful evaluation of the aforesaid factors, the Management of the Group has concluded that the Recoverable Amounts of the Power Plants are higher than their carrying amounts as at 31st March, 2014. However, if this estimates and assumption change in future, there could be corresponding impact on the Recoverable Amounts of the plants.
- 41 As at 31st March, 2014, the current liabilities (including ₹ 6042.58 Crores to related parties) exceeded the current assets by ₹ 11,184.75 Crores. The Group plans to meet this deficit in the forthcoming year by using undrawn credit limits and undrawn sanctioned loans, rescheduling the payment to certain related parties, generating internal accruals from future tariff and continual financial support from the holding company.
- 42 The Group has sold investments in the wholly owned subsidiaries Adani Pench Power Ltd, Kutchh Power Generation Ltd and Adani Power Dahej Ltd at a cost price of ₹ 0.05 crores each to its holding company Adani Enterprises Ltd on 28th September, 2013.
- 43 In an earlier financial year, based on the Memorandum of Understanding ("MOU") signed between the Company and Brakel Kinnaur Power Private Limited ("Brakel"), the Company had given interest free advance aggregating ₹ 288 Crores which in turn was deposited by Brakel with Government of Himachal Pradesh (GoHP) in relation to 960 MW hydro power plant awarded to it by GoHP. As per the MOU, the Company was to become a co-venturer for the project at a later date. In 2009, Brakel had filed an application with GoHP to seek approval to add the Company as a consortium partner, which was not responded by GoHP.
- In March 2014, GoHP issued a show cause notice to Brakel for forfeiture of the said deposit / advance amount of ₹ 281 Crores for the losses caused to GoHP due to non-compliance of the terms of the agreement. However, based on legal opinion obtained, the Management of the Company is confident of recovery of the aforesaid amount and, accordingly, no provision has been considered necessary at this stage.

Notes to Consolidated financial statements for the year ended 31st March, 2014

44 The Group has taken various derivatives to hedge its risks associated with foreign currency fluctuations and interest rates. The outstanding position of derivative instruments are as under:

Nature	Purpose	As at 31 st March 2014		As at 31 st March 2013	
		(₹ in Crores)	Foreign Currency (in Million)	(₹ in Crores)	Foreign Currency (in Million)
Principal only swaps	Hedging of loans	2,338.87	USD 441.09	3,862.06	USD 775.17
Cross currency swaps	Hedging of loans	161.71	USD 35.00	161.71	USD 35.00
Forward covers	Hedging of LC, Collection Bills & Creditors	6,574.55	USD 1097.31	5660.13	USD 1042.67
	Hedging of ECB loans	221.57	USD 36.98	-	-
Option structure	Hedging of ECB loans	3,296.67	USD 550.22	-	-
		12,593.37		10,170.00	

The details of foreign currency exposures not hedged by derivative instruments as at 31st March, 2014 and 31st March, 2013 are as under :

Nature	As at 31 st March 2014		As at 31 st March 2013	
	(₹ in Crores)	Foreign Currency (in Million)	(₹ in Crores)	Foreign Currency (in Million)
1. Import Creditors & Collection Bills	2220.49	USD 370.60	4270.52	USD 303.31
	47.98	EUR 5.80	51.24	EUR 7.37
	0.04	CNY 0.05	-	CNY -
	0.02	GBP 0.002	0.16	GBP 0.02
	0.75	SEK 0.81	-	SEK -
2. Loans under letters of credit	2174.91	USD 363.00	10,330.27	USD 1902.96
			1.89	EUR 0.27
3. Foreign currency loans	7214.30	USD 1204.09	6,882.07	USD 1267.77
4. Interest accrued but not due	102.16	USD 17.05	120.01	USD 22.11
			0.71	EUR 0.10

45 There are no Micro, Small and Medium Enterprises, to whom the Group owes dues, which are outstanding as at the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information available with the Group. This has been relied upon by the auditors.

46 Pursuant to the Accounting Standard (AS- 20) – Earnings per Share, the disclosure is as under:

Particulars		For the year ended 31 st March 2014 (₹ in Crores)	For the year ended 31 st March 2013 (₹ in Crores)
a. Basic and Diluted EPS			
(Loss) attributable to equity shareholders	(₹ in Crores)	(290.55)	(2,295.01)
Weighted average number of equity shares outstanding during the year	No	2,79,71,74,028	2,39,32,72,110
Nominal Value of equity share	₹	10	10
Basic and Diluted EPS	₹	(1.04)	(9.59)

Notes to Consolidated financial statements for the year ended 31st March, 2014

47 In the opinion of the management and to the best of their knowledge and belief, the value under the head of current assets are approximately of the value stated, if realised in ordinary course of business, unless stated otherwise. The provision for all the known liabilities is adequate and not in excess of amount considered reasonably necessary.

48 Interest Income comprises of interest from fixed deposits with banks ₹ 79.77 Crores (Previous Year ₹ 137.44 Crores), Interest from loans and advances ₹ 67.55 Crores (Previous Year ₹ 14.53 Crores), interest on tax refunds ₹ 4.44 Crores (Previous Year ₹ NIL) and interest on others ₹ 1.40 Crores (Previous Year ₹ 1.19 Crores).

49 The Group operates a defined benefit plan (the Gratuity plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The status of gratuity plan as required under AS-15 (revised):

Particulars	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
i. Reconciliation of Opening and Closing Balances of defined benefit obligation		
Liability at the beginning of the Year	5.48	2.77
Current Service Cost	1.98	1.32
Interest Cost	0.43	0.23
Liability Transferred in	-	0.53
Liability Transferred out	-	(0.11)
Benefit paid	(1.15)	(0.05)
Net Actuarial loss / (gain) Recognised	9.37	0.87
Present Value of Defined Benefits Obligation at the end of the Year	16.11	5.56
ii. Reconciliation of Opening and Closing Balances of the Fair value of Plan assets		
Fair Value of Plan assets at the beginning of the Year	7.55	4.04
Expected return on plan assets	0.66	0.34
Contributions	2.30	2.63
Benefit paid	(0.08)	(0.01)
Actuarial gain/(loss) on plan assets	0.02	0.55
Fair Value of Plan assets at the end of the Year	10.45	7.55
iii. Reconciliation of the Present value of defined benefit obligation and Fair value of plan assets		
Present Value of Defined Benefit Obligations at the end of the year	16.11	5.56
Fair Value of Plan assets at the end of the year	10.45	7.55
Net Asset / (Liability) recognized in Consolidated Balance Sheet as at the end of the year	(5.66)	1.99
iv. Composition of Plan Assets		
100% of Plan Assets are administered by LIC		
v. Gratuity Cost for the Year		
Current service cost	1.98	1.32
Interest cost	0.43	0.23
Expected return on plan assets	(0.66)	(0.34)
Actuarial Gain / (Loss)	9.35	0.32
Net Gratuity cost recognised in the Consolidated Statement of Profit and Loss	11.10	1.53
vi. Actuarial Assumptions		
Discount Rate (per annum)	9.38%	8.00%
Expected rate of return on plan assets	8.70%	8.70%
Annual Increase in Salary Cost	14.00%	6.00%
Mortality Rates as given under Indian Assured Lives Mortality (2006-08) Ultimate Retirement Age 58 Years		

Notes to Consolidated financial statements for the year ended 31st March, 2014

- vii The Group has defined benefit plans for Gratuity to eligible employees. The contributions for which are made to Life Insurance Corporation of India who invests the funds as per Insurance Regulatory Development Authority guidelines.

Past five years data for defined benefit obligation and fair value of plan:

Particulars	2008-09 (₹ in Crores)	2009-10 (₹ in Crores)	2010-11 (₹ in Crores)	2011-12 (₹ in Crores)	2012-13 (₹ in Crores)
Present value of defined benefit obligation at the end of the year	0.97	1.58	1.77	2.77	5.56
Fair value of plan assets at the end of the year	0.98	1.94	2.22	4.04	7.55
Net assets / (liability) at the end of year	0.01	0.36	0.45	1.27	1.99
Experience gain / (loss) adjustments on plan liabilities	#	#	(0.90)	19.90	0.21
Experience gain / (loss) adjustments on plan assets	#	#	(0.29)	(0.08)	0.55

Not available

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations.

The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2013-14.

The actuarial liability for compensated absences (Privilege Leave) as at the year ended 31st March 2014 is ₹ 14.01 Crores (Previous Year ₹ 4.63 Crores).

The actuarial liability for compensated absences (Sick Leave) as at the year ended 31st March 2014 is ₹ 5.92 Crores (Previous Year ₹ NIL).

50 Related party transactions

a. List of related parties and relationship

(i) Other related parties

Holding Company

Ultimate Controlling Entity

Fellow subsidiaries

Adani Enterprises Limited

Shantilal Bhudhermal Adani Family Trust (SBAFT)

Adani Power Dahej Limited (w.e.f. 28th September, 2013)

Adani Pench Power Limited (w.e.f. 28th September, 2013)

Kutchh Power Generation Limited (w.e.f. 28th September, 2013)

Maharashtra Eastern Grid Power Transmission Company Limited

Adani Hazira Port Pvt. Limited

Adani Mining Pvt. Limited

Adani Shipping Pte. Limited

Adani Welspun Exploration Limited

Adani Infra (India) Limited

Adani Gas Limited

Chemoil Adani Private Limited

Adani Ports and Special Economic Zone Limited

(Formerly known as Mundra Port and Special

Economic Zone Limited)

Adani Petronet (Dahej) Port Pvt. Limited

MPSEZ Utilities Private Limited

Karnavati Aviation Private Limited

Adani Global Pte Limited

Adani Kandla Bulk Terminal Private Limited

Mundra International Airport Private Limited

Entities on which one or more Key

Management Personnel have a

significant influence / controls

Adani Wilmar Limited

Adani Properties Private Limited

Shanti Builders - Partnership firm

Adani Foundation

Adani Advisory LLP

Notes to Consolidated financial statements for the year ended 31st March, 2014

Key management personnel and their Relatives

Mr. Gautam S. Adani, Chairman
 Mr. Rajesh S. Adani, Managing Director
 Mr. Vneet S Jaain, Executive Director
 Mr. Vinod S. Adani (Relative of Key management personnel)

b. Transactions with related parties				
Related Party	Relation	Nature of Transaction	For the year 31 st March 2014 (₹ in Crores)	For the year 31 st March 2013 (₹ in Crores)
Adani Global Pte Ltd.	Fellow Subsidiary	Coal purchased	4,901.37	3,778.40
		Sale of Investment in Adani Shipping Pte Ltd	-	51.78
Adani Enterprises Ltd.	Holding Company	Purchase of Project Material	0.01	*
		Purchase of Material	-	21.05
		Open access charges	32.83	22.74
		Sale of Project Material	*	0.83
		Sale of power	1,753.11	1,638.82
		Interest expenses on loan	786.98	314.39
		Interest income	-	16.26
		Employee loan transfer	0.04	0.03
		Loan taken	5,084.48	4,278.86
		Loan repay	4,894.89	744.52
		Reimbursement of expenses	0.08	16.08
		Training Charges	0.12	0.33
		Coal handling charges	-	3.30
		Purchase of coal	-	603.93
		Sale of Scrap material	-	0.39
		Lease rent received	3.00	3.75
		Professional Charges	3.57	2.96
		Discount on Prompt Payment of Bills	14.96	9.92
		Advance Received for Power Sale	331.82	-
		Sale of Investment	0.15	-
		Issue of Share (Including Securities Premium)	2,389.15	-
		Advance Given for fly ash	140.27	-
		Advance Refund against fly ash	140.27	-
		Purchase of assets	0.15	0.64
		Purchase of Power	329.02	-
Adani Ports and Special Economic Zone Limited (Formerly known as Mundra Port & SEZ Ltd)	Fellow Subsidiary	Sale of fly ash	0.05	0.23
		Interest expense on loan	12.25	27.41
		Reimbursement of expenses	0.11	-
		Project Service taken	-	17.04
		Purchase of project material	1.15	3.36

Notes to Consolidated financial statements for the year ended 31st March, 2014

Related Party	Relation	Nature of Transaction	For the year 31 st March 2014 (₹ in Crores)	For the year 31 st March 2013 (₹ in Crores)
		Employee loan transfer	-	0.02
		Loan taken	437.68	416.67
		Loan repay	506.66	343.00
		Interest expense on other current payables	15.46	-
		Interest expense on coal handling charges	31.62	-
		Horticulture expenses at plant	0.02	0.68
		Reimbursement of Land Revenue Tax	0.12	0.14
		Sale of project material	0.01	1.14
		Electricity & Fuel Expense	0.72	0.63
		Lease rent, infrastructure usage charges & land charges	1.71	2.07
		Storage charges, terminal/coal handling charges, wharf age, crane hiring, water front dredging, royalty, Operational & Maintanc, etc.	459.27	358.91
Adani Gas Ltd.	Fellow Subsidiary	Gas Purchase Expense	0.01	0.03
		Employee loan transfer	*	-
		Purchase of material	-	0.87
Adani Hazira Port Pvt. Ltd.	Fellow Subsidiary	Employee loan transfer	*	0.01
Karnavati Aviation Pvt. Ltd.	Fellow Subsidiary	Air Craft hiring charges	13.91	12.40
Maharashtra Eastern Grid Power Transmission Company Ltd.	Fellow Subsidiary	Employee loan transfer	*	-
Adani Infra (India) Ltd.	Fellow Subsidiary	Employee loan transfer	1.08	0.28
		Project consultancy expense	24.00	43.75
		Loan taken	20.56	-
		Interest Expense	0.96	-
		Advance given for material	74.00	-
		Adv. Refund against material	49.85	-
		Purchase of material and services	244.35	619.02
		Reimbursement of expenses	*	0.01

Notes to Consolidated financial statements for the year ended 31st March, 2014

Related Party	Relation	Nature of Transaction	For the year 31 st March 2014 (₹ in Crores)	For the year 31 st March 2013 (₹ in Crores)
Adani Wilmar Ltd.	Entities on which one or more Key Management Personnel have a significant influence / controls	Reimbursement of expenses	0.03	0.04
Adani Properties Pvt. Ltd.		Rent Expense	0.05	0.05
Shanti Builders		Rent Expense	0.06	0.06
Adani Foundation		Site Development expense	5.15	6.33
Adani Advisory LLP		Reimbursement of expenses	*	*
Adani Renewable Energy LLP#		Donation	-	6.50
		Employee loan transfer	0.05	0.06
		Write off of investment	-	*
Chemoil Adani Pvt. Ltd.	Fellow Subsidiary	Purchase of HSD	31.49	55.56
Adani Shipping pte. Ltd.	Fellow Subsidiary	Freight Charges	8.33	-
Adani Power Dahej Ltd.	Fellow subsidiary (w.e.f. 28 th September, 2013)	Loan given	0.16	116.71
		Loan repay	576.46	-
		Interest Income on loan given	26.81	30.43
		Employee loan transfer	0.01	0.01
		Sales of assets	0.09	-
Kutchh Power Generation Ltd.	Fellow subsidiary (w.e.f. 28 th September, 2013)	Loan given	20.08	1.02
		Loan repay	62.98	-
		Interest Income on loan given	3.11	0.50
Adani Pench Power Ltd.	Fellow subsidiary (w.e.f. 28 th September, 2013)	Loan given	0.18	10.44
		Loan Repay	191.08	-
		Interest Income on loan given	12.12	2.15
		Employee loan transfer	0.01	*
		Purchase of material	3.60	-
Adani Welspun Exploration Ltd.	Fellow Subsidiary	Employee Expenses transfer	*	*
MPSEZ Utilities Pvt. Ltd.	Fellow Subsidiary	Electricity Expense	-	3.71
		Sale of power	72.87	55.39
		Reimbursement of expenses	2.19	0.05
		Employee loan transfer	-	0.01
		Discount on Prompt Payment of Bills	1.19	-
Adani Kandla Bulk Terminal Pvt. Ltd.	Fellow Subsidiary	Sale of Fly Ash	0.12	*
		Sale of Material	0.56	0.24

Notes to Consolidated financial statements for the year ended 31st March, 2014

Related Party	Relation	Nature of Transaction	For the year 31 st March 2014 (₹ in Crores)	For the year 31 st March 2013 (₹ in Crores)
Adani Mining Pvt. Ltd.	Fellow Subsidiary	Reimbursement of expenses Reloaction Advance	- 0.01	0.01 -
Adani Petronet Dahej (Port) Pvt. Ltd.	Fellow Subsidiary	Services received Interest on delayed payment Purchase of material	69.00 5.79 0.04	30.90 - 0.33
Mundra International Airport Pvt. Ltd.	Fellow Subsidiary	Lease rent	*	*
Mr. Ravi Sharma	Key Management Personnel	Salary And Allowance	-	6.37
Mr. Vinod S Adani	Relatives of Key Management Personnel	Issue of Share (Including Securities Premium)	152.96	-

(Figures below ₹ 50, 000 are denominated by *)

The transactions with related parties during the year are shown net of taxes.

This entity was wound up in the financial year 2012-13 and hence do not appear in the list of related parties in (a) above.

c. Balances with related parties

Related Party	Relation	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
Adani Global Pte Ltd.	Fellow Subsidiary	2023.88 Cr.	1633.70 Cr.
Adani Enterprises Ltd.	Holding Company	6445.87 Cr.	6254.64 Cr.
Adani Ports & SEZ Ltd.	Fellow Subsidiary	857.85 Cr.	225.00 Cr.
Adani Gas Ltd.	Fellow Subsidiary	*	0.02 Cr.
Karnavati Aviation Pvt. Ltd.	Fellow Subsidiary	18.08 Cr.	7.28 Cr.
Adani Infra (India) Ltd.	Fellow Subsidiary	48.04 Cr.	84.31 Cr.
Adani Wilmar Ltd.	Entities on which one or more Key Management Personnel have a significant influence / controls	-	0.01 Cr.
Shanti Builders		2.19 Cr.	0.52 Dr.
Adani Properties Pvt. Ltd.		1.00 Dr.	1.00 Dr.
Adani Advisory LLP		0.06 Dr.	0.06 Cr.
Chemoil Adani Pvt. Ltd.		14.93 Cr.	6.99 Cr.
Adani Power Dahej Ltd.	Fellow subsidiary (w.e.f. 28 th September, 2013)	*	-

Notes to Consolidated financial statements for the year ended 31st March, 2014

Related Party	Relation	As at 31 st March 2014 (₹ in Crores)	As at 31 st March 2013 (₹ in Crores)
Adani Pench Power Ltd.	Fellow subsidiary (w.e.f. 28 th September, 2013)	1.28 Cr.	-
Adani Welspun Exploration Ltd.	Fellow Subsidiary	-	*
MPSEZ Utilities Pvt. Ltd	Fellow Subsidiary	6.49 Dr.	5.23 Dr.
Adani Kandla Bulk Terminal Pvt. Ltd.	Fellow Subsidiary	0.03 Dr.	*
Maharashtra Eastern Grid Power Transmission Company Ltd.	Fellow Subsidiary	*	-
Adani Petronet Dahej (Port) Pvt. Ltd.	Fellow Subsidiary	95.68 Cr.	22.48 Cr.
Mundra International Airport Pvt. Ltd.	Fellow Subsidiary	*	*
Adani Hazira Port Pvt. Ltd.	Fellow Subsidiary	-	0.01 Dr.

(Figures below ₹ 50, 000 are denominated by *)

51 The details of financial statements of subsidiaries :

(₹ in Crores)

Name of the subsidiary company	Adani Power Maharashtra Limited	Adani Power Rajasthan Limited	Adani Transmission (India) Ltd.	Adani Transmission (Maharashtra) Ltd
As at 31st March 2014				
Paid up Capital	2854.73	700.00	0.05	0.05
Reserves and Surplus (adjusted for debit amount in Statement of Profit and Loss, where ever applicable)	391.54	(287.08)	*	*
Total Assets	20534.15	8520.97	0.05	0.05
Total Liabilities	17287.88	8108.05	*	*
Investments (excluding investments in subsidiaries)	15.29	90.00	-	-
For the year ended 31st March 2014				
Turnover	2914.78	1696.54	-	-
Profit / (Loss) Before Tax	(620.63)	(285.13)	*	*
Provision for Taxation	18.36	-	-	-
Profit / (Loss) after Tax	(602.27)	(285.13)	*	*
Proposed Dividend	-	-	-	-

(Figures below ₹ 50, 000 are denominated by *)

Notes to Consolidated financial statements for the year ended 31st March, 2014

52 Segment Reporting

1. Primary Segment

In respect of the Company's Consolidated financial results, the Company's activities during the year ended on 31st March, 2014 revolve around power generation & power transmission. Considering the nature of the Company's business and operations, there are no reportable segments (business and/or geographical) in accordance with the requirements of Accounting Standard 17 - 'Segment Reporting', prescribed under Company (Accounting Standards) Rules, 2006.

In respect of the Company's Consolidated financial results, the Company's activities during the year ended on 31st March, 2013, The Company has identified two reportable segments viz. Power and Shipping in line with Accounting Standard 17, "Segment Reporting". Segments have been identified and reported taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

Primary Segment Information

Particulars	For the year ended 31 st March 2014			For the year ended 31 st March 2013		
	Power	Shipping	Total	Power	Shipping	Total
	(₹ in Crores)					
(i) SEGMENT REVENUE						
Sales and Operating Earning	15,768.08	-	15,768.08	6,671.44	107.92	6,779.36
Total Segment Revenue	15,768.08	-	15,768.08	6,671.44	107.92	6,779.36
(ii) SEGMENT RESULT						
Segment Result	2,454.14	-	2,454.14	(322.66)	(7.41)	(330.07)
Add : Other income	186.32	-	186.32	190.65	-	190.65
Less : Finance Cost	4,010.00	-	4,010.00	1,686.15	16.71	1,702.86
Add : Exceptional Items	-	-	-	24.06	-	24.06
Profit / (Loss) before tax	(1,369.54)	-	(1,369.54)	(1,794.10)	(24.12)	(1,818.22)
Less : Tax Expense	(1,078.99)	-	(1,078.99)	476.79	-	476.79
Net Profit / (Loss) after tax	(290.55)	-	(290.55)	(2,270.89)	(24.12)	(2,295.01)
Less : Share of Minority Interest	-	-	-	-	-	-
Net Profit / (Loss) Attributable to Share holders	(290.55)	-	(290.55)	(2,270.89)	(24.12)	(2,295.01)
(iii) OTHER INFORMATION						
Segment assets	57,806.40	-	57,806.40	52,822.40	-	52,822.40
Segment liabilities	7,797.91	-	7,797.91	7,370.66	-	7,370.66
Depreciation/Amortisation	2,218.45	-	2,218.45	1,263.21	26.47	1,289.68
Capital Expenditure	3,804.16	-	3,804.16	7,083.37	-	7,083.37

Notes to Consolidated financial statements for the year ended 31st March, 2014

2. Secondary Segment

Two secondary segments have been identified based on geographical locations : within India and outside India
(₹ in Crores)

Particulars	For the year ended 31 st March 2014			For the year ended 31 st March 2013		
	Within India	Outside India	Total	Within India	Outside India	Total
	Segment Revenue	15,768.08	-	15,768.08	6,671.44	107.92
Segment Asset	57,806.40	-	57,806.40	52,822.40	-	52,822.40
Segment Liability	7,797.91	-	7,797.91	7,370.66	-	7,370.66
Capital Expenditure	3,804.16	-	3,804.16	7,083.37	-	7,083.37

Notes :

- (i) The reportable Segments are further described below :
- (a) Power Segment include Generation, and Distribution of Electricity under a combination of long term Power Purchase Agreements and on merchant basis.
- (b) Shipping Segment include chartering and owning of ships , barges and boats with crew.
- (ii) The Segment Revenue, Result, Assets and Liabilities include the respective amounts identifiable to each of the segment and amounts allocated on a reasonable basis.

53 Previous year figures have been regrouped and rearranged wherever necessary to conform to this year's classification

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

Samir R. Shah
Partner

Place : Ahmedabad
Date : 15th May, 2014

For and on behalf of the Board of Directors

Gautam S. Adani
Chairman

Vinod Bhandawat
Chief Financial Officer

Place : Ahmedabad
Date : 15th May, 2014

Rajesh S. Adani
Managing Director

Rajash Shah
Company Secretary



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'Shikhar', Near Adani House
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Gujarat, India

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