

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L40100GJ1996PLC030533

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCA2957L

(ii) (a) Name of the company

ADANI POWER LIMITED

(b) Registered office address

Adani Corporate House, Shantigram, Near Vaishno Devi Circle,
S. G. Highway, Khodiyar, NA
Ahmedabad
Ahmedabad
Gujarat
380021

(c) *e-mail ID of the company

deepak.pandya@adani.com

(d) *Telephone number with STD code

07925555696

(e) Website

www.adanipower.com

(iii) Date of Incorporation

22/08/1996

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

19/07/2023

(b) Due date of AGM

17/08/2023

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	54.2
2	G	Trade	G1	Wholesale Trading	45.8

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 13

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Adani Power Resources Limite	U40100GJ2013PLC077749	Subsidiary	51

2	Adani Power (Jharkhand) Limited	U40100GJ2015PLC085448	Subsidiary	100
3	Adani Power Dahej Limited	U40100GJ2006PLC047672	Subsidiary	100
4	Pench Thermal Energy (MP) Limited	U40100GJ2009PLC058171	Subsidiary	100
5	Mahan Energen Limited (Formerly Mahanadi Energy Limited)	U40100DL2005PLC201961	Subsidiary	100
6	Alcedo Infra Park Limited	U70109GJ2022PLC129776	Subsidiary	100
7	Chandenvalle Infra Park Limited	U70109GJ2022PLC129631	Subsidiary	100
8	Emberiza Infra Park Limited	U70109GJ2022PLC129804	Subsidiary	100
9	Mahan Fuel Management Limited	U63020GJ2022PLC129726	Subsidiary	100
10	Resurgent Fuel Management Limited	U14290GJ2022PLC131210	Subsidiary	100
11	Kutchh Power Generation Limited	U40100GJ2009PLC057562	Subsidiary	100
12	Innovant Buildwell Private Limited	U60231MH2007PTC177037	Subsidiary	100
13	AVICEDA INFRA PARK LIMITED	U70100GJ2022PLC135219	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	24,800,000,000	3,856,938,941	3,856,938,941	3,856,938,941
Total amount of equity shares (in Rupees)	248,000,000,000	38,569,389,410	38,569,389,410	38,569,389,410

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	24,800,000,000	3,856,938,941	3,856,938,941	3,856,938,941
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	248,000,000,000	38,569,389,410	38,569,389,410	38,569,389,410

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	1,445,000,000	91,586,207	91,586,207	91,586,207
Total amount of preference shares (in rupees)	32,000,000,000	9,158,620,700	9,158,620,700	7,158,620,700

Number of classes

4

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Cumulative Compulsory Convertible Participatory Preference Shares				
Number of preference shares	500,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	5,000,000,000	0	0	0
Compulsory Convertible Preference Shares				
Number of preference shares	750,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	7,500,000,000	0	0	0
Redeemable Preference Shares				
Number of preference shares	100,000,000	50,000,000	50,000,000	50,000,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	10,000,000,000	5,000,000,000	5,000,000,000	3,000,000,000
Preference Shares				
Number of preference shares	95,000,000	41,586,207	41,586,207	41,586,207
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	9,500,000,000	4,158,620,700	4,158,620,700	4,158,620,700

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						

At the beginning of the year	428,450	3,856,510,4	3856938941	38,569,389,	38,569,389	
Increase during the year	0	34,235	34235	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	34,235	34235			
Dematerialization of Shares during the year						
Decrease during the year	34,235	0	34235	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	34,235		34235			
Dematerialization of Shares during the year						
At the end of the year	394,215	3,856,544,7	3856938941	38,569,389,	38,569,389	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	91,586,207	91586207	9,158,620,7	7,158,620,	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify	0	91,586,207	91586207	9,158,620,7	7,158,620,	
Allotted pursuant to Scheme of Arrangement appro						
Decrease during the year	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	91,586,207	91586207	9,158,620,7	7,158,620,	

ISIN of the equity shares of the company

INE814H01011

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year)

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

366,812,051,532.56

(ii) Net worth of the Company

135,261,511,745.05

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0

	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	1,470,000,112	38.11	0	0
10.	Others Trust	1,421,612,453	36.86	0	0
	Total	2,891,612,567	74.97	0	0

Total number of shareholders (promoters)

9

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	304,797,737	7.9	0	0
	(ii) Non-resident Indian (NRI)	6,834,528	0.18	0	0
	(iii) Foreign national (other than NRI)	1,108,898	0.03	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	2,718	0	41,586,207	45.41
5.	Financial institutions	0	0	0	0

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	493,551	0.01	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	199,626,467	5.18	50,000,000	54.59
10.	Others Clearing Member, Trusts and	452,462,475	11.73	0	0
	Total	965,326,374	25.03	91,586,207	100

Total number of shareholders (other than promoters)

1,790,679

**Total number of shareholders (Promoters+Public/
Other than promoters)**

1,790,688

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	9	9
Members (other than promoters)	1,174,854	1,790,679
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	2	0	2	0	0
B. Non-Promoter	1	3	1	3	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
GAUTAM SHANTILAL A	00006273	Director	1	
RAJESH SHANTILAL A	00006322	Director	1	
ANIL KUMAR SARDAN	00006867	Managing Director	0	
MUKESH MAHENDRAE	00084402	Director	6,895	
SUSHIL KUMAR ROOM	00309302	Director	0	
CHANDRA IYENGAR	02821294	Director	0	
SHERSINGH BHAGWA	ACXPK9399R	CEO	0	
SHAILESH SAWA NIHA	AAIPS3473M	CFO	0	
DEEPAKBHAI SANATK	AEAPP8903M	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
RAMINDER SINGH GU	07175393	Director	11/11/2022	Cessation
GAURI SURENDRA TR	06502788	Director	11/11/2022	Cessation
SUSHIL KUMAR ROOM	00309302	Additional director	11/11/2022	Appointment
CHANDRA IYENGAR	02821294	Additional director	11/11/2022	Appointment
SUSHIL KUMAR ROOM	00309302	Director	30/12/2022	Change in designation
CHANDRA IYENGAR	02821294	Director	30/12/2022	Change in designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/07/2022	1,499,725	91	86.26

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	05/05/2022	6	6	100
2	03/08/2022	6	6	100
3	11/11/2022	6	6	100
4	08/02/2023	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

35

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	04/05/2022	3	3	100
2	Audit Committee	05/05/2022	3	3	100
3	Audit Committee	02/08/2022	3	3	100
4	Audit Committee	03/08/2022	3	3	100
5	Audit Committee	10/11/2022	3	3	100
6	Audit Committee	11/11/2022	3	3	100
7	Audit Committee	07/02/2023	3	3	100
8	Audit Committee	08/02/2023	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Audit Committee	24/03/2023	3	3	100
10	Nomination and	04/05/2022	3	3	100

D. * ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	19/07/2023
								(Y/N/NA)
1	GAUTAM SHAH	4	4	100	0	0	0	Yes
2	RAJESH SHAH	4	4	100	4	4	100	Yes
3	ANIL KUMAR	4	4	100	24	24	100	Yes
4	MUKESH MAHAR	4	4	100	35	35	100	Yes
5	SUSHIL KUMAR	1	1	100	12	12	100	Yes
6	CHANDRA YADAV	1	1	100	11	11	100	Yes

X. * REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	SHAILESH SAWANI	CFO	42,648,828	0	0	2,213,712	44,862,540
2	DEEPAKBHAI SANAP	COMPANY SECRETARY	5,181,327	0	0	522,516	5,703,843
3	SHERSINGH BHARGAVA	CEO	35,264,175	0	0	578,796	35,842,971

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		83,094,330	0	0	3,315,024	86,409,354

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAMINDER SINGH	Independent Dir	0	0	0	675,000	675,000
2	MUKESH MAHEND	Independent Dir	0	0	0	1,325,000	1,325,000
3	GAURI SURENDR	Independent Dir	0	0	0	825,000	825,000
4	CHANDRA LYENG	Independent Dir	0	0	0	425,000	425,000
5	SUSHIL KUMAR R	Independent Dir	0	0	0	475,000	475,000
	Total		0	0	0	3,725,000	3,725,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Chirag Bhupendra Shah

Whether associate or fellow

Associate Fellow

Certificate of practice number

3498

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 20 dated 03/11/2015 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

ANIL
KUMAR
SARDANA
Digitally signed by
ANIL KUMAR
SARDANA
Date: 2015.09.16
16:14:08 +05'30'

DIN of the director

00006867

To be digitally signed by

DEEPAK
SANATKUM
AR PANDYA
Digitally signed by
DEEPAK
SANATKUM
PANDYA
Date: 2015.09.16
16:14:33 +05'30'

Company Secretary

Company secretary in practice

Membership number

5002

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

APL - MGT 8 - 2023.pdf
APL - Committee Meetings - 2022-23.pdf
Explanatory Note for point IV i b.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

C. COMMITTEE MEETINGS

Number of meeting held- 35

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1.	Audit Committee	04/05/2022	3	3	100
2.	Audit Committee	05/05/2022	3	3	100
3.	Audit Committee	02/08/2022	3	3	100
4.	Audit Committee	03/08/2022	3	3	100
5.	Audit Committee	10/11/2022	3	3	100
6.	Audit Committee	11/11/2022	3	3	100
7.	Audit Committee	07/02/2023	3	3	100
8.	Audit Committee	08/02/2023	3	3	100
9.	Audit Committee	24/03/2023	3	3	100
10.	Nomination and Remuneration Committee	04/05/2022	3	3	100
11.	Nomination and Remuneration Committee	10/11/2022	3	3	100
12.	Nomination and Remuneration Committee	24/03/2023	3	3	100
13.	Stakeholders' Relationship Committee	05/05/2022	3	3	100
14.	Stakeholders' Relationship Committee	27/07/2022	3	3	100
15.	Stakeholders' Relationship Committee	10/11/2022	3	3	100
16.	Stakeholders' Relationship Committee	07/02/2023	3	3	100
17.	Corporate Social Responsibility Committee	04/05/2022	4	4	100
18.	Corporate Social Responsibility Committee	07/02/2023	4	4	100

19.	Risk Management Committee	27/07/2022	4	4	100
20.	Risk Management Committee	10/11/2022	4	4	100
21.	Risk Management Committee	07/02/2023	4	4	100
22.	Information Technology & Data Security Committee	27/07/2022	3	3	100
23.	Information Technology & Data Security Committee	07/02/2023	3	3	100
24.	Merger & Acquisition Committee	27/07/2022	3	3	100
25.	Merger & Acquisition Committee	07/02/2023	4	4	100
26.	Legal, Regulatory & Tax Committee	27/07/2022	3	3	100
27.	Legal, Regulatory & Tax Committee	07/02/2023	4	4	100
28.	Reputation Risk Committee	27/07/2022	3	3	100
29.	Reputation Risk Committee	07/02/2023	4	4	100
30.	Corporate Responsibility Committee	04/05/2022	3	3	100
31.	Corporate Responsibility Committee	27/07/2022	3	3	100
32.	Corporate Responsibility Committee	10/11/2022	3	3	100
33.	Corporate Responsibility Committee	07/02/2023	3	3	100
34.	Commodity Price Risk Committee	27/07/2023	3	3	100
35.	Commodity Price Risk Committee	07/02/2023	3	3	100

Date: 16th September, 2023

To,
Registrar of Companies, Gujarat
ROC Bhavan,
Naranpura,
Ahmedabad.

Dear Sir / Madam,

Sub.: Explanation with regard to Preference Share Capital mentioned in Point No. IV(i)(b) of Form MGT-7 of Adani Power Limited

We wish to inform you that the Hon'ble National Company Law Tribunal, Bench at Ahmedabad ("**NCLT**") has pronounced its order on February 8, 2023, sanctioning the scheme of amalgamation of:

- (i) Adani Power Maharashtra Limited ("**APML**");
- (ii) Adani Power Rajasthan Limited ("**APRL**");
- (iii) Udupi Power Corporation Limited ("**UPCL**");
- (iv) Raipur Energen Limited ("**REL**");
- (v) Raigarh Energy Generation Limited ("**REGL**"); and
- (vi) Adani Power (Mundra) Limited ("**APMuL**")
[collectively referred to as the "**Transferor Companies**"]

with Adani Power Limited ("**APL**" or the "**Transferee Company**") [the "**Scheme**"] with effect from October 1, 2021, the Appointed Date as defined under the Scheme, pursuant to the provisions of Sections 230 – 232 and/or other applicable provisions of the Companies Act, 2013 (read with the rules and regulations made thereunder and shall include any statutory modification or re-enactment thereof for the time being in force) and in accordance with Section 2(1B) of the Income Tax Act, 1961.

The Transferor Companies under the Scheme are the wholly owned subsidiary companies of the Transferee Company.



Accordingly, the share capital of the respective Transferor Companies has also merged with the Transferee Company.

The share capital of Redeemable Preference Shares is:

Authorised Share Capital: 10,00,00,000 redeemable preference shares of Rs. 100/- each

Issued Share Capital: 5,00,00,000 redeemable preference shares of Rs. 100/- each

Subscribed Share Capital: 5,00,00,000 redeemable preference shares of Rs. 100/- each

Paid Up Share Capital: 5,00,00,000 redeemable preference shares of Rs. 60/- each

Now, while we are entering the Nominal Value per Share for the Share Capital of Preference Shares, in point no. IV(i)(b), in the respective tabs in the Form, it displays that 'Nominal Value per Share should be same for capital shares' and it is not allowing us to enter value of Rs. 60/- for Nominal Value under Paid Up Capital.

Hence, we have entered value of Rs. 100/- as Nominal Value per Share and Rs. 300,00,00,000 as total amount of Preference Shares i.e. 5,00,00,000 @60/- per share.

Please take note of the above.

Regards,

For Adani Power Limited,

DEEPAK Digitally signed by
DEEPAK
SANATKUMAR SANATKUMAR
PANDYA
AR PANDYA Date: 2023.09.16
16:04:49 +05'30'

Deepak S. Pandya
Company Secretary
Membership No. F5002

Adani Power Limited
"Adani Corporate House"
Shantigram, Near Vaishno Devi Circle,
S. G. Highway, Khodiyar,
Ahmedabad-382421, Gujarat India
CIN : L40100GJ1996PLC030533

Tel +91 79 2656 7555
Fax +91 79 2555 7177
info@adani.com
www.adanipower.com

Registered Office: "Adani Corporate House", Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad-382421



CHIRAG SHAH & ASSOCIATES

Company Secretaries

1213, Ganesh Glory, Nr. Jagatpur Crossing,

Besides Ganesh Genesis,

Off. S.G. Highway, Ahmedabad - 382 481.

Ph.: 079-40020304, 6358790040/41/42

E-mail : chi118_min@yahoo.com

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of
Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **ADANI POWER LIMITED (CIN: L40100GJ1996PLC030533)** (the Company) having its Registered Office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad - 382421, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **31st March, 2023**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. Its status under the Act;
2. Maintenance of registers/records & making entries therein within the time prescribed therefor;
3. filing of forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
4. calling/ convening/ holding meetings of Board of Directors or its committees, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;



5. Closure of Register of Members / Security holders, as the case may be.
6. As per information and explanation provide to us, the Company has provided loans/ guarantees/securities in compliance with the provisions of Section 185 of the Act; Not Applicable as the Company has not given any loans or advances to its Directors and /or persons or firms or companies referred in Section 185 of the Act.
7. As per information and explanation provide to us, all the related party transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business and thus they are in compliance with the provisions of Section 188 of the Act;
8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.: Not Applicable
10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act; Not Applicable
11. Signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. Appointment/Re-appointment of auditors as per the provisions of Section 139 of the Act: Not Applicable;
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act: Hon'ble National Company Law Tribunal, Bench at Ahmedabad, vide its Order dated February 8, 2023, approved the Scheme of Amalgamation of Six Wholly Owned Subsidiary Companies of Adani Power Limited ("APL"), viz. (i) Adani Power Maharashtra Limited; (ii) Adani Power Rajasthan Limited; (iii) Udupi Power



Corporation Limited; (iv) Raipur Energen Limited; (v) Raigarh Energy Generation Limited; and (vi) Adani Power (Mundra) Limited with APL.

15. Acceptance/ renewal/ repayment of deposits; - Not Applicable. The Company has not accepted any deposits from public or shareholders.
16. Borrowings from, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable:
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; Loans /guarantee or security is not applicable to the Company as the Company is engaged in providing infrastructural facilities and is exempted in the Section 186 of Companies Act, 2013. The Investment made during the year under review is in compliance with the provisions of Section 186 of the Act.
18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company; Not Applicable

Place: Ahmedabad

Date: 9th September, 2023

UDIN: F005545E000981113

Peer Review Cert. no.: 704/2020

Signature:

Company Secretary in Practice: CS CHIRAG SHAH

C. P. NO: 3498 FCS NO.: 5545

