



September 21, 2017

BSE Limited

Floor 25, P J Towers,
Dalal Street,
Mumbai – 400001

Scrip Code: 533096

National Stock Exchange of India Limited

Exchange plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051

Scrip Code: ADANIPOWER

Dear Sirs,

Sub: Disclosure of:

- i) combined Voting Results of the Business transacted at the National Company Law Tribunal convened Meeting of the equity shareholders of Adani Power Limited ("the Company") held on Wednesday, 20th September, 2017; and
- ii) combined Voting Result pursuant to Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated 10th March, 2017 (SEBI Circular)

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

Pursuant to the Order dated 7th August, 2017 passed by the National Company Law Tribunal, a meeting of equity shareholders of the Company was held on Wednesday, 20th September, 2017 at 10:00 A.M. at J.B. Auditorium, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, ATIRA, Ahmedabad-380015, Gujarat, India

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

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

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

Adani Power Ltd
Achalraj
Opp. Mayor Bungalow, Law Garden
Ahmedabad – 380 006
Gujarat, India.
CIN : L40100GJ1996PLC030533

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

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



As per Regulation 44(3) of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the followings disclosures:-

- a. **In terms of the Companies Act, 2013 and NCLT Order** - voting results of the business transacted through (i) postal ballot; (ii) e-voting; and (iii) physical voting at the venue of the meeting along with the Scrutinizer's Report - **Annexure A**
- b. **In terms of the SEBI Circular** - voting results of the Public Shareholders, along with a separate Scrutinizer's Report, - **Annexure B**.

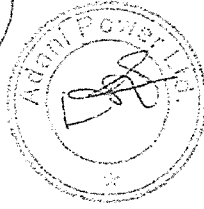
The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders of the Company (including Public Shareholders), as required by NCLT Order and the SEBI Circular.

This is for your information, please.

Thank you,

Yours faithfully,
For Adani Power Limited

Deepak Pandya
Company Secretary



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Achalraj
Opp. Mayor Bungalow, Law Garden
Ahmedabad - 380 006
Gujarat, India.
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Ammeasure - A

Date of the AGM/EGM	ADANI POWER LIMITED
Total number of shareholders on record date	20-09-2017
No. of shareholders present in the meeting either in person or through proxy:	354618
Promoters and Promoter Group:	5
Public:	59
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	Special- Resolution for approving the Scheme of Arrangement between Adani Power Limited and Adani Power (Mundra) Limited and their respective shareholders and creditors.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	00	0	0.0000	0.0000
	Poll	2627337565	1877880539	71.4747	1877880539	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	2627337565	1877880539	71.4747	1877880539	0	100.0000	0
Public- Institutions	E-Voting		618021272	88.8583	618021272	0	100.0000	0.0000
	Poll	695513359	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	695513359	618021272	88.8583	618021272	0	100	0
Public- Non Institutions	E-Voting		231452356	43.2267	231440142	12214	99.9947	0.0052
	Poll	534088017	19630	0.0037	19630	0	100.0000	0.0000
	Postal Ballot (if applicable)		1732443	0.3244	1732443	0	100.0000	0.0000
	Total	534088017	233204429	43.5547	233197215	12214	99.9948	0.0052
	Total	3856938941	2729106240	70.7583	2729094026	12214	99.9996	0.0004



**Ravi Kapoor
&
Associates**

4th Floor,
"Shaival Plaza",
Gujarat College Road,
Ellisbridge, Ahmedabad-380 006.
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**Company Secretaries
& Trade Mark Agent**

Report of Scrutinizer

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

To,

Mr. Deepak Pandya

Company Secretary

Adani Power Limited

Shikhar, Near Adani House,

Mithakhali Six Roads,

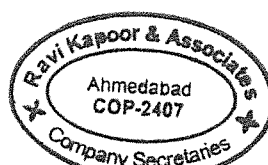
Navrangpura, Ahmedabad-380 009

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

Dear Sir,

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

- a) The voting through postal ballot and remote e-voting process (electronic voting) held between 21st August, 2017 to 19th September, 2017 pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR); and
- b) The poll conducted at NCLT convened meeting under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014; in respect of the resolution contained in the Notice dated 12th August, 2017 (the Notice) of the NCLT convened meeting of the Equity Shareholders of Adani Power Limited (the Company) held on Wednesday, 20th September, 2017 at 10.00 a.m. (1000 hours) at J.B. Auditorium, Ahmedabad Management Association, Dr. Vikram Sarabhai



Ravi Kapoor

Marg, ATIRA, Ahmedabad-380015, in terms of applicable provisions of the Companies Act, 2013 read with Rules.

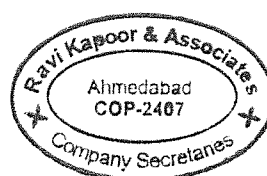
I submit my report with regard to the result of the postal ballot and e-voting and poll at NCLT convened meeting of equity shareholders in respect of **public shareholders** as under:

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

1. The e-voting period remained open from 9.00 a.m. (09.00 hours) of 21st August, 2017 to 19th September, 2017 till 5.00 p.m. (1700 hours)
2. The shareholders holding shares as on the "cut off" date i.e. 11th August, 2017 were entitled to vote on the proposed resolution as set out in the Notice.
3. The electronic votes were unblocked on 19th September, 2017 at 5.15 P.M. in the presence of two witnesses, namely Mr. Kinjal Shah and Mr. Dharmil Raval who are not in the employment of the Company.
4. The details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<http://evotingindia.co.in>).
5. After the time fixed for closing of poll by the Chairman, two ballot boxes kept for polling was locked in my presence with due identification marks placed by me.
6. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
7. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
8. **The results are as under:**

Item No. 1-

Resolution for approval of the Scheme of Arrangement between Adani Power Limited and Adani Power (Mundra) Limited and their respective Shareholders and Creditors.



A handwritten signature in black ink that reads "Ravi Kapoor".

**Ravi Kapoor
&
Associates**

4th Floor,
"Shaival Plaza",
Gujarat College Road,
Ellisbridge, Ahmedabad-380 006.
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E-mail : ravi@ravics.com www.ravics.com

Company Secretaries

& Trade Mark Agent

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Share holders	No. of Shares	% of total number of valid votes cast	No. of Share holders	No. of Shares	% of total number of valid votes cast	No. of Share holders	No. of Shares
Remote E-Voting	849473628	561	849461414	100	37	12214	Negligible	Nil	Nil
Voting by Postal Ballot	1732443	18	1732443	100	Nil	Nil	Nil	Nil	Nil
Poll at NCLT convened meeting	19770	25	19630	100	Nil	Nil	Nil	3	140
Total	851225841	604	851213487	100	37	12214	Negligible	3	140

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

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

Thanking you,

Yours faithfully,

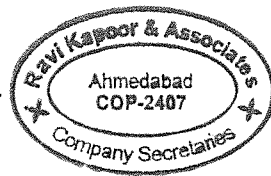


(Ravi Kapoor)

Company Secretary- Scrutinizer

FCS-2587

COP-2407



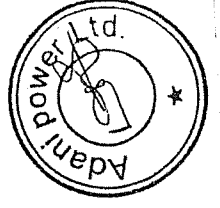
Place: Ahmedabad

Date: 20/09/2017

Annexure - B

	ADANI POWER LIMITED
Date of the AGM/EGM	20-09-2017
Total number of shareholders on record date	354618
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	59
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	Special- Resolution for approving the Scheme of Arrangement between Adani Power Limited and Adani Power (Mundra) Limited and their respective shareholders and creditors.									
Resolution required: (Ordinary/ Special)	Special- Resolution for approving the Scheme of Arrangement between Adani Power Limited and Adani Power (Mundra) Limited and their respective shareholders and creditors.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting			0	0	00	0	0.0000	0.0000	
	Poll	2627337565		0	0	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)			0	0	00	0	0.0000	0.0000	
	Total	2627337565		0	0	0	0	0.0000	0.0000	
Public- Institutions	E-Voting		618021272	88.8583	618021272	0	100.0000	0.0000	0.0000	
	Poll	695513359		0	0	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)			0	0	00	0	0.0000	0.0000	
	Total	695513359	618021272	88.8583	618021272	0	100.0000	0.0000	0.0000	
Public- Non Institutions	E-Voting		231452356	43.2267	231440142	12214	99.9947	0.0052	0.0052	
	Poll	534088017	19630	0.0037	19630	0	100.0000	0.0000	0.0000	
	Postal Ballot (if applicable)		1732443	0.3244	1732443	0	100.0000	0.0000	0.0000	
	Total	534088017	233204429	43.5547	233192215	12214	99.9948	0.0052	0.0052	
	Total	3856938941	851225701	22.0700	851213487	12214	99.9986	0.0014	0.0014	



**Ravi Kapoor
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**Company Secretaries
& Trade Mark Agent**

To,
The Chairman,
Adani Power Limited
Shikhar, Near Adani House,
Mithakhali Six Roads,
Navrangpura, Ahmedabad-380 009

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

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

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

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

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

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

Whereas in e-voting, 561 shareholders having 84,94,61,414 Equity Shares have voted for the resolution and 37 shareholders having 12,214 Equity Shares have given their dissent for the proposed resolution. Summary of the ballot papers received and e-voting with their pattern of voting is as per **Annexure-1**.



A handwritten signature in black ink, appearing to read "Ravi Kapoor".

**Ravi Kapoor
&
Associates**

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"Shaival Plaza",
Gujarat College Road,
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**Company Secretaries
& Trade Mark Agent**

As per Rule 22(7) of the Rules, if a resolution is assented to by a requisite majority of the shareholders by means of Postal Ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

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

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

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

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

Thanking you,

Yours truly,


Ravi Kapoor
(Ravi Kapoor)

Company Secretary- Scrutinizer
FCS-2587
COP-2407

Place: Ahmedabad

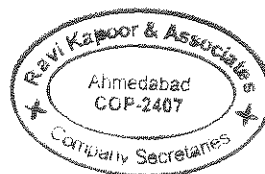
Date: 20/09/2017

K. A. Puj
Countersigned by
Mr. Justice K. A. Puj
Chairman
Adani Power Limited

Item No. 1

Resolution for approval of the Scheme of Arrangement between Adani Power Limited and Adani Power (Mundra) Limited and their respective Shareholders and Creditors.

Voting through Physical Postal Ballot forms						
Particulars	No. of Ballot Voted in favour	No. of shares in favour	% of shares in favour	No. of Ballots voted against	No. of shares against	% of shares against
Resolution for approval of the Scheme of Arrangement between Adani Power Limited and Adani Power (Mundra) Limited and their respective Shareholders and Creditors.	18	17,32,443	100	Nil	Nil	Nil
Voting through Electronic Voting						
Particulars	No. of Ballot Voted in favour	No. of shares in favour	% of shares in favour	No. of Ballots voted against	No. of shares against	% of shares against
Resolution for approval of the Scheme of Arrangement between Adani Power Limited and Adani Power (Mundra) Limited and their respective Shareholders and Creditors.	561	849461414	100	37	12214	Negligible



Ravi Kapoor

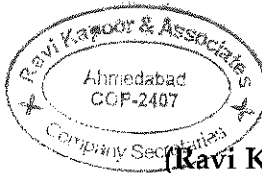
**Ravi Kapoor
&
Associates**

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E-mail : ravi@ravics.com www.ravics.com

**Company Secretaries
& Trade Mark Agent**

Combined Summary						
Particulars	No. of Ballot Voted in favour	No. of shares in favour	% of shares in favour	No. of Ballots voted against	No. of shares against	% of shares against
Resolution for approval of the Scheme of Arrangement between Adani Power Limited and Adani Power (Mundra) Limited and their respective Shareholders and Creditors.	579	851193857	100	37	12214	Negligible

Thanking you,
Yours Faithfully,



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

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

Place: Ahmedabad
Date: 20/09/2017