

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, EXCEPT TO "QUALIFIED INSTITUTIONAL BUYERS" ("QIBS") AS DEFINED IN RULE 144A ("RULE 144A") UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED ("SECURITIES ACT") OR IN INDIA OR ANY OTHER JURISDICTION IF SUCH AN ACTION IS PROHIBITED BY APPLICABLE LAW

Date: February 27, 2024

Τo,

| BSE Limited      | The National Stock Exchange of India Limited |
|------------------|--|
| P J Towers,      | "Exchange Plaza",                            |
| Dalal Street,    | Bandra – Kurla Complex,                      |
| Mumbai – 400 001 | Bandra (E), Mumbai – 400 051                 |

#### Scrip Code: 541450 Scrip Code: ADANIGREEN

Dear Sir,

#### Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 30(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), we wish to inform you that Adani Green Energy (UP) Limited ("AGEUPL"), Parampujya Solar Energy Private Limited ("PSEPL") and Prayatna Developers Private Limited ("PDPL", and collectively with AGEUPL and PSEPL, the "Issuers") are subsidiaries of Adani Green Energy Twenty-Three Limited, in which Adani Green Energy Limited (the "Company") and TotalEnergies Renewables Singapore Pte Limited, Singapore holds 50:50 shares. The Issuers have appointed Barclays Bank PLC, DBS Bank Ltd., Deutsche Bank AG, Singapore Branch, Emirates NBD Bank PJSC, First Abu Dhabi Bank PJSC, ING Bank N.V., Singapore Branch, Intesa Sanpaolo S.p.A., London Branch, MUFG Securities Asia Limited Singapore Branch, SMBC Nikko Securities (Hong Kong) Limited, Societe Generale and Standard Chartered Bank as Joint Bookrunners to arrange a series of fixed income investor meetings in Asia, the Middle East, Europe and the United States commencing on February 28, 2024.

Adani Green Energy Limited Adani Corporate House, Shantigram, Nr Vaishno Devi Circle, S G Highway Khodiyar, Ahmedabad 382 421 Gujarat, India CIN: L40106GJ2015PLC082007 Tel +91 79 2555 5555 Fax +91 79 2555 5500 investor.agel@adani.com www.adanigreenenergy.com



An offering of US\$409,000,000 Rule 144A / Regulation S senior secured notes (the "**Notes**") (the "**Offering**") with 18 years door to door tenor and 12.7 years weighted average life may follow, subject to market conditions. The Issuers intend to use the gross proceeds of the Offering for redeeming the US\$500,000,000 6.25% Senior Secured Notes due 2024 issued by the Issuers on June 10, 2019, in accordance with applicable laws in India, including the Reserve Bank of India guidelines on external commercial borrowings. The Notes are expected to be rated BBB- by Fitch. The eligible green projects to be refinanced with the gross proceeds of the Notes were evaluated and selected based on the Issuers' Green Finance Framework February 2024 (the "**Framework**"). The Issuers have received an independent second party opinion from Sustainable Fitch on the Framework.

Any offering of securities will be made by means of offering circular ("**OC**") which shall be made available to the prospective investors in relation to the contemplated issue of Notes. The OC includes (a) the audited combined financial statements of the Issuers as of and for the fiscal years ended March 31, 2022 and 2023 prepared in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time (except Ind AS 33 on Earnings Per Share), other accounting principles generally accepted in India and the Guidance Note on Combined and Carve-out Financial Statements issued by the Institute of Chartered Accountants of India ("ICAI"), and presented in rupees, and (b) unaudited combined condensed financial statements of the Issuers as of and for the nine months ended December 31, 2023 prepared in accordance with Ind AS and in accordance with the Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" ("SRE 2410") issued by ICAI, and presented in rupees, are available on the following link: https://www.adanigreenenergy.com/investors/investor-downloads

These materials are not an offer for sale of the securities in the United States.

These materials do not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended. Any public offering of securities to be made in the United States will be made by means of

Adani Green Energy Limited Adani Corporate House, Shantigram, Nr Vaishno Devi Circle, S G Highway Khodiyar, Ahmedabad 382 421 Gujarat, India CIN: L40106GJ2015PLC082007 Tel +91 79 2555 5555 Fax +91 79 2555 5500 investor.agel@adani.com www.adanigreenenergy.com



a prospectus that may be obtained from the Issuers and that will contain detailed information about the Issuers and their management, as well as financial statements. The issuers of the securities do not intend to register any portion of the offering in the United States or to conduct a public offering of the securities in the United States.

Please find enclosed a copy of the investor presentation for your records. A copy of the investor presentation is also available on the Company's website https://www.adanigreenenergy.com.

You are requested to take the same on your records.

Thanking You

Yours Faithfully, For, Adani Green Energy Limited

Pragnesh Darji Company Secretary

Adani Green Energy Limited Adani Corporate House, Shantigram, Nr Vaishno Devi Circle, S G Highway Khodiyar, Ahmedabad 382 421 Gujarat, India CIN: L40106GJ2015PLC082007 Tel +91 79 2555 5555 Fax +91 79 2555 5500 investor.agel@adani.com www.adanigreenenergy.com





Renewables

# Adani Green Energy Limited RG-1 Roadshow Presentation Feb-2024

#### **Confidentiality and Disclaimer**

#### Disclaimers

Not for release, publication or distribution, in whole or in part, directly or indirectly, in the United States except to "Qualified Institutional Buyers" ("QIBs") in reliance on Rule 144A ("Rule 144A") under the U.S. Securities act of 1933, as amended (the "Securities Act"), or in India or any other jurisdiction if such an action is prohibited by applicable law. The Information in this document has been prepared to assist the recipients in making their own assessment of Adani Green Energy (UP) Limited ("AGEUPL"), Parampujya Solar Energy Private Limited ("PSEPL") and Prayatna Developers Private Limited ("PDPL") (AGEUPL, PSEPL and PDPL, each, an "Issuer" and together, the "Issuers") and does not purport to contain all of the information that may be required.

The Issuers make no representation or warranty as to the accuracy or completeness of any information contained herein, including any estimates or projections, and nothing contained herein should be relied upon as a promise or a representation regarding future events or performance.

No responsibility or liability is assumed for any information contained herein or opinions or for any errors or omissions from this document. All information presented or contained in this document is subject to verification, correction, completion and change without notice. The information contained in this document should be considered in the context of the circumstances prevailing at the time and has not been, and will not be, updated to reflect material developments which may occur after the date of this document. None of the Issuers or Barclays Bank PLC, DBS Bank Ltd., Deutsche Bank, Emirates NBD Bank PJSC, First Abu Dhabi Bank PJSC, ING, IMI-Intesa Sanpaolo, Mizuho Securities (Singapore) Pte. Ltd., MUFG Securities Asia Limited Singapore Branch, SMBC Nikko, Societe Generale and Standard Chartered Bank (the "Joint Lead Managers") nor any of their respective affiliates advisers or representatives is under any obligation to keep current the information contained in this document and any opinions expressed in it are subject to change without notice. None of the Issuers, the Joint Lead Managers nor any of their respective affiliates, advisers or representatives accept any liability whatsoever (whether in contract, tort, strict liability or otherwise) for any direct, indirect, incidental, consequential, punitive or special damages howsoever arising from any use of this document or its contents or otherwise arising in connection with this document. Certain statements in this document may constitute "forwardlooking statements". These statements reflect the Issuers' (including where relevant in respect of Adani Green Energy Limited and/or TotalEnergies, Adani Green Energy Limited's and/or TotalEnergies') beliefs and expectations about the future and are subject to risks and uncertainties. These forward-looking statements are based on a number of assumptions about the Issuers' operations and factors beyond the Issuers' control, and accordingly, actual results may differ materially from these forward-looking statements. Certain data in this presentation was obtained from various external data sources, and neither the Issuers (including where relevant Adani Green Energy Limited and/or TotalEnergies) nor the Joint Lead Managers has verified such data with independent sources. Accordingly, neither the Issuers (including where relevant Adani Green Energy Limited and/or TotalEnergies) nor the Joint Lead Managers make any representations, whether express or implied, as to the accuracy or completeness of such data, and such data involves risks and uncertainties and is subject to change based on various factors. The replication of any views in this presentation should not be treated as an indication that the Issuers or the Joint Lead Managers agree with or concur with such views. Any prospective investor that intends to deal in any existing or prospective securities of the Issuers is required to make its own independent investigation and appraisal of the business and financial condition of the Issuers and the nature of the securities at the time of such dealing. No one has been authorised to give any information or to make any representations other than those contained in this presentation, and if given or made, such information or representations must not be relied upon as having been authorised by the Issuers (including where relevant Adani Green Energy Limited and/or TotalEnergies), the Joint Lead Managers or their respective affiliates. The information in this presentation does not constitute financial advice (nor investment, tax, accounting or legal advice) and does not take into account a prospective investor's individual investment objectives, including the merits and risks involved in an investment in the Issuers or their securities, or a prospective investor's financial situation, tax position or particular needs.

A rating is not a recommendation to buy, sell or hold the securities and may be subject to suspension, reduction or withdrawal at any time by the rating agency. The significance of each rating should be analysed independently from any other rating.

By accepting access to any copy of this presentation, you agree (I) that you have read and agree to comply with the requirements of this notice and disclaimer and (ii) to maintain absolute confidentiality regarding this presentation and the information disclosed in this presentation. If you do not accept these conditions and give the acknowledgements, representations and undertakings set out above, please immediately return this presentation to the Issuers or its advisers. Any failure to comply with these restrictions may result in violation of applicable laws and lead to legal or regulatory action or other material adverse consequences.

The information contained in this presentation is provided as at the date of this presentation and is subject to change without notice and its accuracy is not guaranteed.

## **RG1: Summary of Terms**

| The Co-Issuers            | 3 subsidiaries of Adani Green Energy Twenty-three Limited ("Parent") a 50:50 JV be<br>Reg S tranche  |  |  |
|---------------------------|--|--|--|
|                           | Prayatna Developers Private Limited ("PDPL"); Parampujya Solar Energy Private Lin  |  |  |
| Expected Issue Ratings    | BBB- (Exp)(Fitch)  |  |  |
| Format & Listing          | 144A/ REG S   India INX  |  |  |
| Ranking                   | Senior secured obligations of the co-issuers   |  |  |
| Use of Proceeds           | Proceeds from the Notes will be used for redemption of Existing Notes  |  |  |
| Tenor                     | 18 years   |  |  |
| Amount / Currency         | c. USD 409 million   |  |  |
| Coupon                    | [] % Fixed ; payable semi-annually   |  |  |
| Security                  | Pledge of 100% shares of Issuers held by Adani Green Energy Twenty-Three Ltd. Su   |  |  |
| Financial Covenant        | <ul> <li>Senior Debt Sizing: Senior secured debt quantum linked to NPV of EBITDA fored</li> <li>Senior Debt Service Cover Ratio ("DSCR") (EOD case) : Shall not be less than 1</li> <li>Senior Debt Service Cover Ratio (distribution lock-up) : Distribution linked to grad</li> <li>General Distribution Restriction: If FFO/Net Debt &lt; 6% then distribution restricted</li> </ul>  |  |  |
| Pool protection           | <ul> <li>Min. 55% of EBITDA from Sovereign Equivalent Counterparty</li> <li>CFADS from Sovereign Counterparties to be able to service 100% of Interest pluterest</li> </ul>  |  |  |
| Guarantor                 | Each issuer guarantees the primary obligations of all other issuers at each waterfall  |  |  |
| Key Structural Features   | <ul> <li>Forward 6 months Debt Service Reserve</li> <li>Cash Sweep Lock-up: In case Senior Debt Sizing covenant is not complied</li> <li>Liquidity Protection Lock-up: Graded DSCR linked lock-up and FFO/Net Debt link</li> <li>Cashflow Waterfall mechanism with Capex Liquidity Reserve Account covering not petailed information and compliance certificates semi-annually</li> <li>Swap gain / balance reserve in SDRA to protect against adverse movement in curve.</li> </ul> |  |  |
| Change of Control Put     | On the occurrence of a Change of Control Triggering Event, Note holders shall have to principal amount of each Note plus accrued and unpaid interest   |  |  |
| Governing Law             | English Law; Security Documents, Project Accounts Deed, Security Trustee and Inte  |  |  |
| Joint Global Coordinators | BARCLAYS DBS Deutsche Bank   |  |  |

AGEL: Adani Green Energy Limited; FFO: Funds From Operations; CFADS: Cash flow available for Debt Servicing; DSCR: Debt Service Coverage Ratio; EBITDA: Earning Before Interest tax Depreciation and amortization; EOD: Event of Default; SDRA: Senior Debt Redemption Account; PPA: Power Purchase Agreement; NPV: Net Present Value



#### between AGEL and TotalEnergies issuing green bonds under a single ISIN for each 144A/

imited ("PSEPL") and Adani Green Energy (UP) Limited ("AGEUPL")

ubstantially all of the Co-Issuers' asset, & contractual documents

ecast plus residual value of assets (based on 1.6x Project Life Cover Ratio - PLCR) 1.10x

aded DSCR

ed to 75% of amount available for distribution

lus 75% principal amortized on semi-annual basis, over remaining life of PPAs

level (Issuer's Support)

nked lock-up next six months, ahead of distribution

currency

e the right to require the Issuers to redeem their Notes at 101% of the aggregate

tercreditor Deed to be governed through Indian Law







#### **RG1: Existing Bond Key Terms and Performance**

| Structure                               | Existing Structure   | RG1 Performan  |
|---|--|--|
| Facility                                | <ul> <li>US\$ 500 Mn 144A / REG S</li> <li>Tenor: 5.5 years bullet repayment</li> </ul>  | Stipulated/<br>Threshold   |
| Use of Proceeds                         | <ul> <li>Refinancing of outstanding external commercial borrowings<br/>and payments of other liabilities in compliance with ECB<br/>guidelines</li> </ul>  | >55% of RG<br>EBITDA from<br>Sovereign<br>Equivalent<br>Counterparty                                       |
| Standard<br>Project Finance<br>Covenant | <ul> <li>Bankruptcy remote structure</li> <li>Cashflow waterfall mechanism</li> <li>6-month Debt Service Reserve and Mandatory capex reserve</li> </ul>  | <b>DSCR</b> 1.67   |
| Structured<br>Financial<br>Covenants    | <ul> <li>Maintenance Covenants:</li> <li>Graded Debt Service Cover Ratio for distributions</li> <li>FFO / Net Debt &gt;6%</li> <li>CFADS from Sovereign Off-taker to cover 75% bond principal + 100% interest</li> <li>Forward Looking Covenants at P90 level estimations:</li> <li>Project Life Cover Ratio (PLCR) &gt;1.60x</li> <li>Forward 6-month Capex covenant to maintain plant performance</li> </ul> | (min 1.55x)<br>PLCR<br>(min 1.60x)<br>1.73<br>1.73<br>0.1<br>0.1<br>0.1<br>0.1<br>0.1<br>0.1<br>0.1<br>0.1 |
| Information<br>Covenant                 | Submission of detailed Compliance Certificate on semi-annual basis   | FFO / Net<br>Debt<br>(min 6%)  |
| Rating                                  | Fitch BB+   Moody's Ba2   S&P BB-  | 10 June 20<br>69.45 INR/U<br>Robust hedgin   |

SGX: Singapore Exchange; ECB: External Commercial Borrowings; FFO: Funds From Operations; CFADS: Cash flow for Available for Debt Servicing; DSCR: Debt Service Coverage Ratio; EBITDA: Earning Before Interest tax Depreciation and amortization;



#### nce: Delivered robust performance despite global disruptive events Rising Rate period COVID-19 period Russia-Ukraine **US- Banking** Short seller event Actual Crisis War **Operating Covenants Performance** 65.9% 63.6% 61.<mark>5%</mark> **62.**2% 61.5% 61.7% 60.8% 59.7% Sep-22 Mar-20 Sep-20 Sep-23 Mar-22 Mar-23 Sep-21 Mar-21 **Financial Covenants Performance** 2.05 1.94 **1.**88 1.89 1.84 1.83 1.81 1.76 Sep-20 Mar-22 Sep-22 Mar-21 Sep-21 Mar-23 Sep-23 20 Mar-1.83 1.82 **1.**81 1.79 1.78 1.71 1.71 1.69 Mar-20 Sep-20 Mar-22 Sep-22 Mar-23 Sep-23 Mar-21 Sep-21 17.2% 15.0% 13.3% 12.4% 10.7% 9.<mark>9%</mark> 9.7% 8.1% Sep-22 Sep-20 Mar-22 Mar-23 Sep-23 -20 Sep-21 Mar-21 Var-31Dec2023; 2019 83.11 INR/USD /USD ng strategy demonstrated consistent DSCR in spite of Rupee depreciation

| 1Adani Portfolio and TotalEnergies Partnership2Adani Green Energy Limited (AGEL) – Overview3RG 1 : Overview4RG 1 : Proposed Credit StructureAnnexure AAnnexures BAnnexures C |   |   |
|--|---|---|
| 3       RG 1 : Overview         4       RG 1 : Proposed Credit Structure         Annexure A       Annexure B   | 1 | Adani Portfolio and TotalEnergies Partnership |
| 4 RG 1 : Proposed Credit Structure<br>Annexure A<br>Annexures B  | 2 | Adani Green Energy Limited (AGEL) – Overview  |
| Annexure A<br>Annexures B  | 3 | RG 1 : Overview                               |
| Annexures B  | 4 | RG 1 : Proposed Credit Structure              |
|  |   | Annexure A                                    |
| Annexures C  |   | Annexures B                                   |
|  |   | Annexures C                                   |





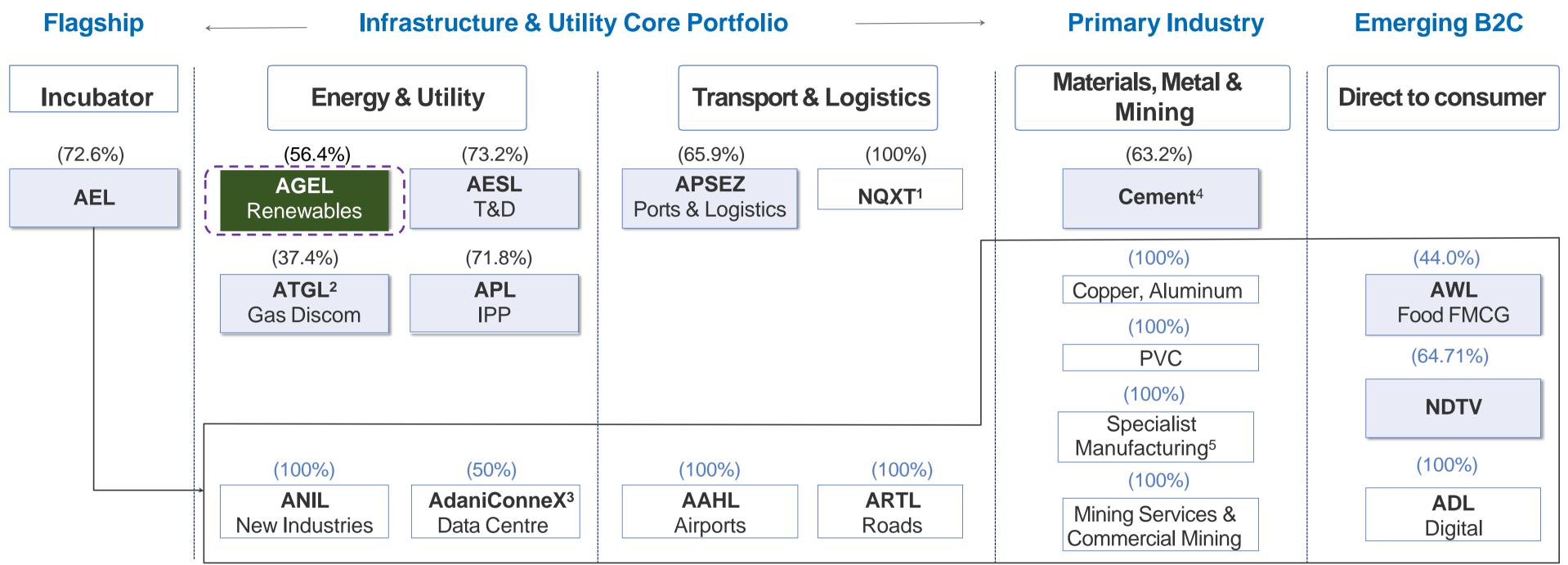
Renewables

# Adani Portfolio and TotalEnergies Partnership



## Adani Portfolio: A World Class Infrastructure & Utility Portfolio

# adani



(%): Promoter equity stake in Adani Portfolio companies

(%): AEL equity stake in its subsidiaries

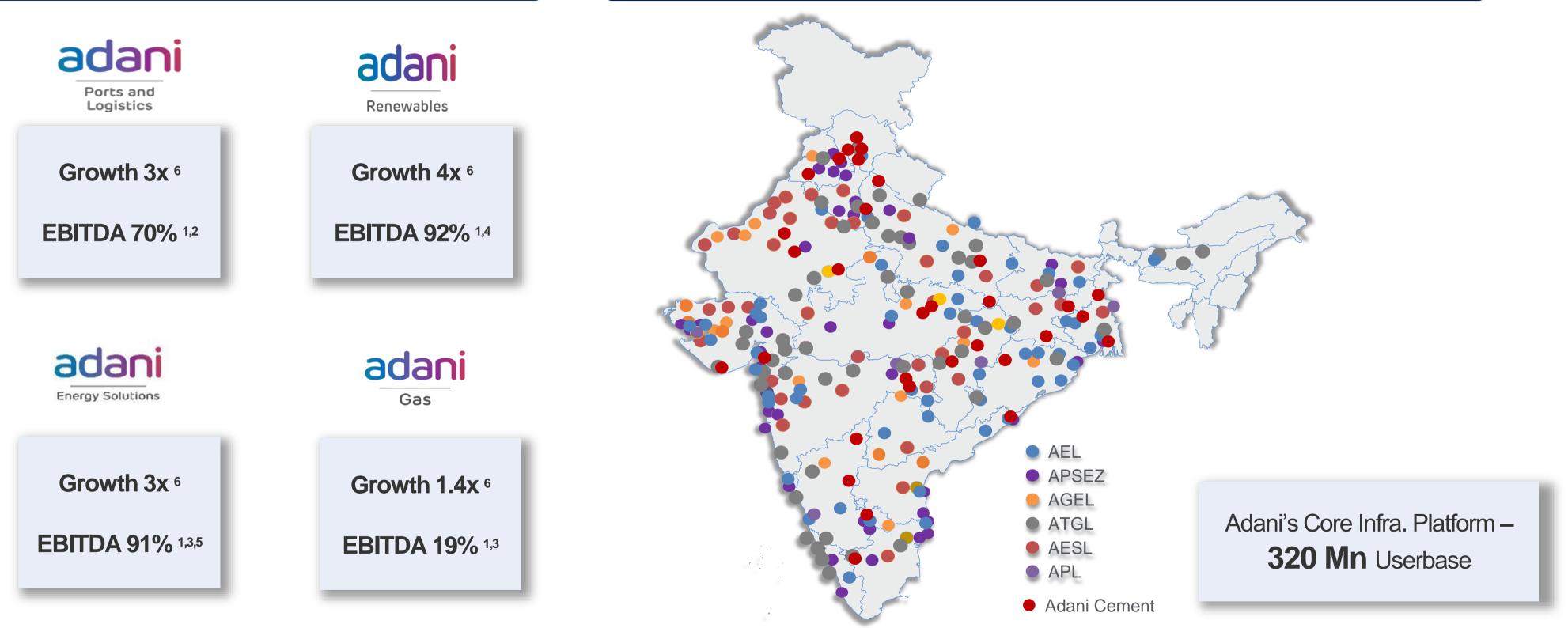
#### A multi-decade story of high growth centered around infrastructure & utility core

1. NQXT: North Queensland Export Terminal | 2. ATGL: Adani Total Gas Ltd, JV with Total Energies | 3. Data center, JV with EdgeConnex, | 4. Adani Cement includes 63.19% stake in Ambuja Cements which in turn owns 50.05% in ACC Limited. Adani directly owns 6.64% stake in ACC Limited | 5. Includes the manufacturing of Defense and Aerospace Equipment | AEL: Adani Enterprises Limited; APSEZ: Adani Ports and Special Economic Zone Limited; AESL: Adani Energy Solutions Limited; T&D: Transmission & Distribution; APL: Adani Power Limited; AGEL: Adani Green Energy Limited; AAHL: Adani Airport Holdings Limited; ARTL: Adani Roads Transport Limited; ANIL: Adani New Industries Limited; AWL: Adani Wilmar Limited; ADL: Adani Digital Limited; IPP: Independent Power Producer | NDTV: New Delhi Television Ltd | PVC: Polyvinyl Chloride I Promotors holding are as on 31<sup>st</sup> December,2023



#### Adani Portfolio: Decades long track record of industry best growth with national footprint

#### Secular growth with world leading efficiency



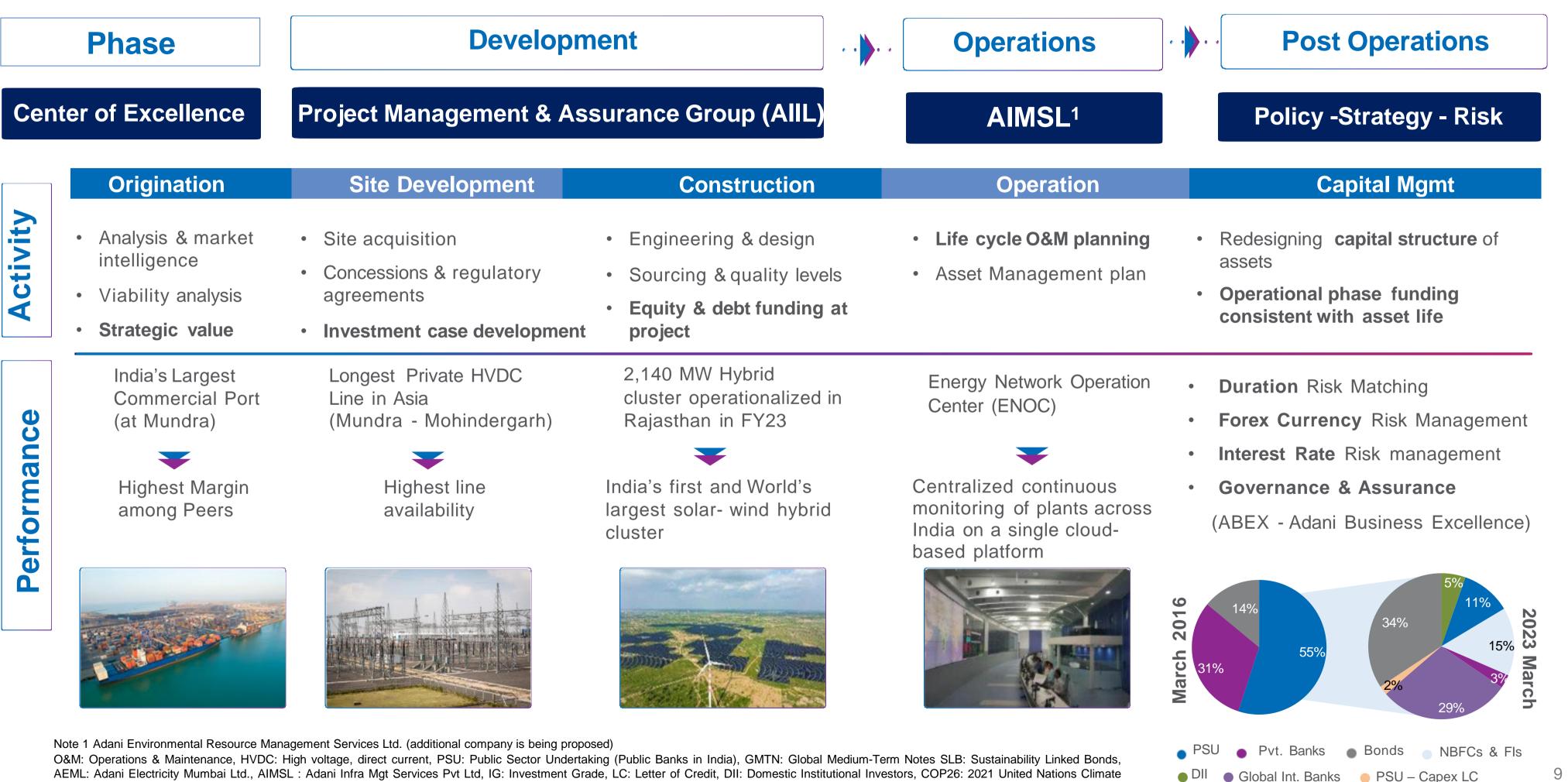
Note: 1. Data for FY23; 2. Margin for indian ports business only, Excludes forex gains/losses; 3. EBITDA = PBT + Depreciation + Net Finance Costs – Other Income; 4. EBITDA Margin represents EBITDA earned from power supply 5. Operating EBITDA margin of transmission business only, does not include distribution business, 6. Growth pertains to expansion and development aligned with market growth. Growth of respective Adani portfolio company vs. Industry growth is as follows: **APSEZ**'s cargo volume surged from 113 MMT to 339 MMT (13%) between 2014 and 2023, outpacing the industry's growth from 972 MMT to 1433 MMT (4%). **AGEL**'s operational capacity expanded from 0.3 GW to 8.1 GW (60%) between 2016 and 2023, surpassing the industry's growth from 46 GW to 125 GW (15%). AESL's transmission length increased from 6,950 ckm to 19,779 ckm (16%) between 2016 and 2023, surpassing the industry's growth from 3,41,551 ckm to 4,71,341 ckm (5%). **ATGL** expanded its geographical areas from 6 to 52 (31%) between 2015 and 2023, outperforming the industry's growth from 62 to 293 (21%). PBT- Profit before tax, ATGL-Adani Total Gas Limited, AEL: Adani Enterprises Limited, APSEZ: Adani Ports and Special Economic Zone Limited, AESL: Adani Energy Solutions Limited, APL: Adani Power Limited, AGEL: Adani Green Energy Limited I Growth represents the comparison with respective industry segment.

#### National footprint with deep coverage

adani

Renewables

## Adani Portfolio: Repeatable, Robust & Proven Transformative Model of Investment



Change Conference; AGEL: Adani Green Energy Ltd., NBFC: Non-Banking Financial Company; AIIL: Adani Infra India Limited



## Adani & TotalEnergies Renewable Partnership

#### Adani and TotalEnergies have a long-term partnership and commitment to expanding the renewable footprint through AGEL

# adani

- Amongst Largest infrastructure and real asset platform with deep expertise and experience in developing large scale infrastructure projects in India
- Fully integrated energy player in India
- Disciplined yet transformational capital management approach, applied across infrastructure sub sectors
- Strong supply chain integration
- Commenced renewable journey in India through AGEL in 2015 setting up the **then** largest solar power project in the world
- AGEL has signed UN Energy Compact committing to develop and operate Renewable Energy Generation Capacity of 45 GW by 2030 and to keep average tariff below Average Power Purchase Cost at national level
- AGEL has recently opened Khavda site in Gujarat, with a single location potential of 30 GW of which 551 MW is operational, once completed this would be the largest single location power plant (of any type) in the world

#### Embedded Teams in plant O&M and development for exchanging ideas and best practices

#### Adani and TotalEnergies jointly working to achieve global best practices of governance and HSE

TotalEneraie

- portfolio)



One of the largest energy players in the world with presence across 130 countries & a leading liquefied natural gas player globally

Net Zero ambition by 2050 and ambition to achieve more than 100 TWh power generation by 2030 by 2030.

Deep focus on new renewable energy technology **R&D** to reduce cost of energy and assist in grid adoption

Adani and TotalEnergies have formed a "strategic alliance" across renewables, city gas distribution, LNG terminals.

TotalEnergies owns **19.7% stake**<sup>1</sup> in AGEL and **50% Stake**<sup>2</sup> in Adani Green Energy Twenty-Three Limited (housing 2.3 GW of operating solar projects) and 50% Stake <sup>2</sup> in Adani Renewable Energy Nine Itd (ARE9L) (housing 1.05 GW

TotalEnergies has board representation in AGEL and is present on Audit Committee, Nomination and Remuneration Committee (NRC) and Risk Management Committee of AGEL. In addition, TotalEnergies has 50:50 board representation in the JVs – AGE23L / ARE9L

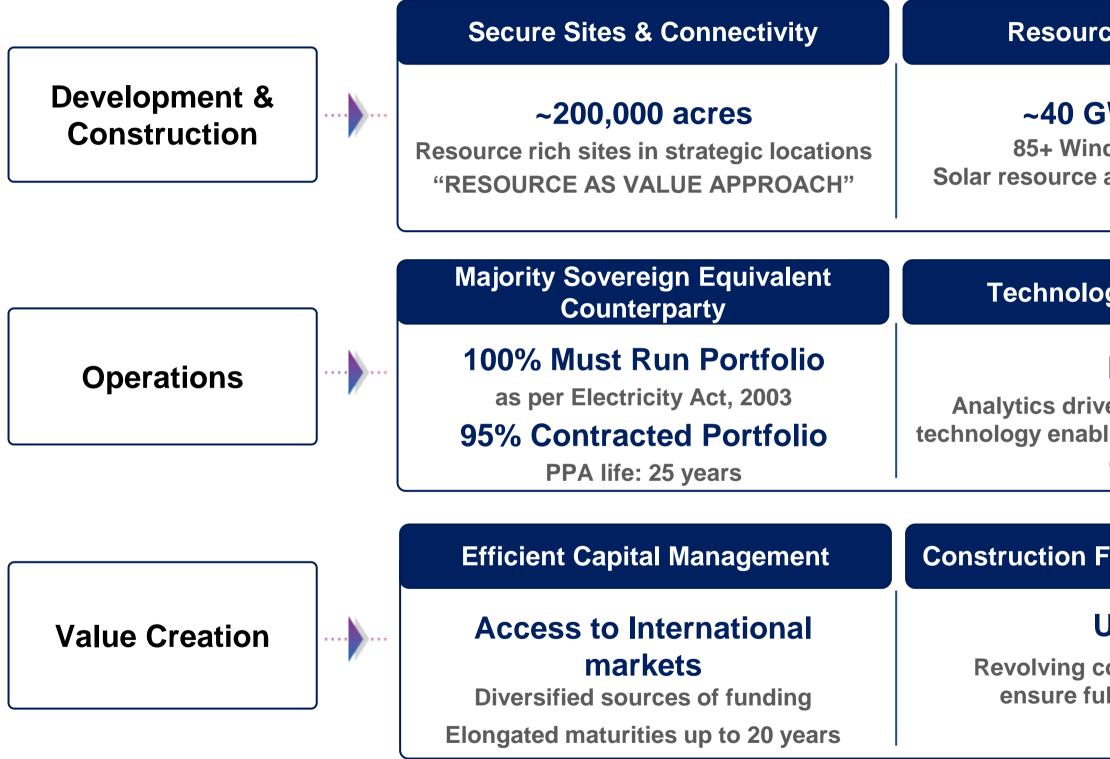


Renewables

## Adani Green Energy Limited (AGEL) – Overview



#### **AGEL: One of the Largest pureplay renewable companies**



#### Well positioned for industry leading de-risked growth

EBITDA margin from power supply in FY23

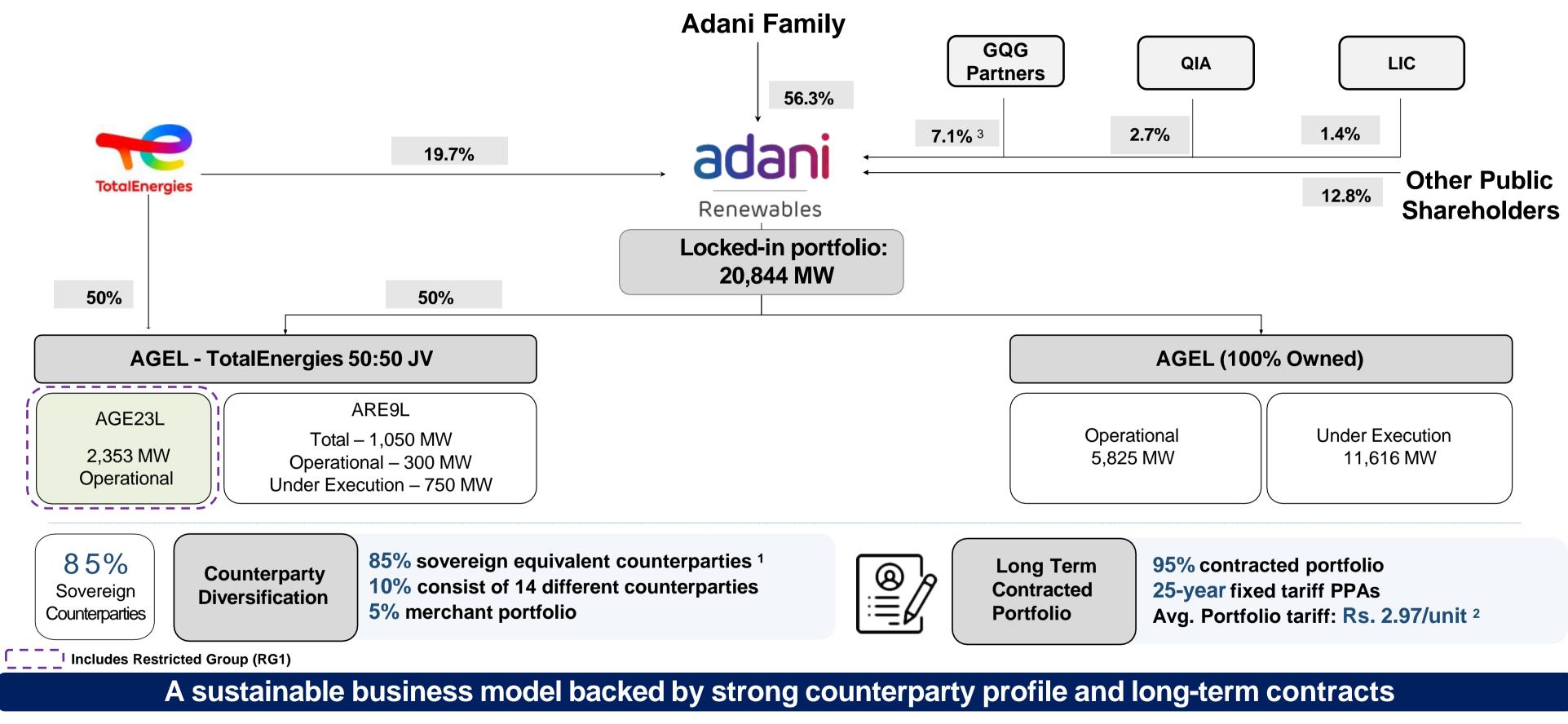
PPA: Power Purchase Agreement, ENOC: Energy Network Operations Centre, EBITDA: Earnings before Interest, tax, depreciation & amortization, IG: Investment Grade: AIIL: Adani Infra India Limited





| rce Assessment   | Construction Readiness  |
|--|---|
| GW potential<br>nd data locations<br>assessment completed                        | Geotechnical studies<br>& Special studies (AIIL)<br>evacuation infrastructure readiness and<br>detailed design planning completed,<br>including simulations |
| ogy enabled O&M  | Al Based Learning Capability  |
| ENOC<br>ven O&M with AI based<br>bling high EBITDA margin<br>(92% <sup>1</sup> ) | AIMSL - Edge computing<br>capability<br>Edge box at plant for<br>deep collection of data  |
| Framework Agreement  | IG Ratings & ESG Income   |
| US\$ 3 bn<br>construction facility to<br>ully funded growth                      | First IG rated Issuance – RG2<br>Largest HoldCo Issuance<br>Green Certificates<br>Broader capital pools – 144A, REG S                                       |

## AGEL – India's Largest Renewable Player and World's 2<sup>nd</sup> Largest Solar PV Developer <sup>1</sup>



Note: Shareholding details as on December 31, 2023

- 1. Includes 5% sovereign equivalent rated counterparties Gujarat Urja Vikas Nigam Limited (GUVNL) and Adani Electricity Mumbai Limited (AEML)
- 2. Average tariff for total contracted portfolio
- 3. Shareholding by funds managed by GQG Partners
- Capacity in MW<sub>AC</sub>; Under Execution projects include capacity where PPA is signed.



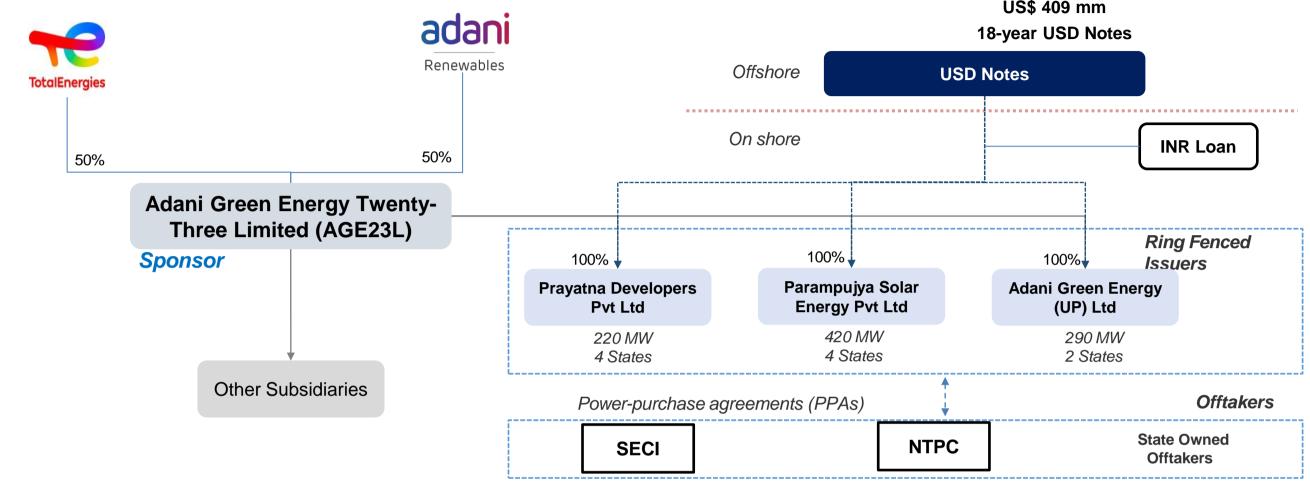


Renewables





#### **RG1: Issuance Structure**



|               | Issue Size:      | USD 409 Mn  | Particulars<br>(USD Mn) <sup>1</sup>    | 31-Dec-23 | Adjustment for<br>Proposed Notes | Proforma Post<br>Issuance |
|---------------|------------------|---|---|-----------|----------------------------------|---------------------------|
|               | Tenor:           | 18 Years  | Net Parent Investment                   | 163       | -                                | 163                       |
|               |                  |   | Sponsor Affiliate Debt <sup>3</sup>     | 129       | -                                | 129                       |
|               | Credit Rating:   | BBB- (EXP) (Fitch)  | Total Shareholders' Funds (A)           | 292       | -                                | 292                       |
|               |                  |   | Existing USD Notes <sup>2</sup>         | 500       | (500)                            | -                         |
| Issue Details |                  |   | INR Facilities and NCDs                 | 98        | -                                | 98                        |
|               |                  | <ul> <li>Proceeds of the Notes will be used pursuant to the terms<br/>of the Project Accounts Deed.</li> </ul>                | Proposed USD Notes                      | 0         | 409                              | 409                       |
|               |                  |   | Total Debt (B)                          | 598       | (91)                             | 507                       |
|               | Use of Proceeds: | <ul> <li>Subject to compliance with applicable laws and<br/>regulations, the proceeds of the Notes will be used to</li> </ul> | Total Capitalization (A+B) <sup>4</sup> | 890       | (91)                             | 799                       |
|               |                  | redeem the Existing Note  | Cash and Cash Eq.                       | 40        | (23)                             | 17                        |
|               |                  |   | DSRA and Capex Reserve                  | 40        | -                                | 40                        |
|               |                  |   | Derivatives Assets <sup>2</sup>         | 68        | (68)                             | -                         |

**ECB**: External Commercial Borrowings

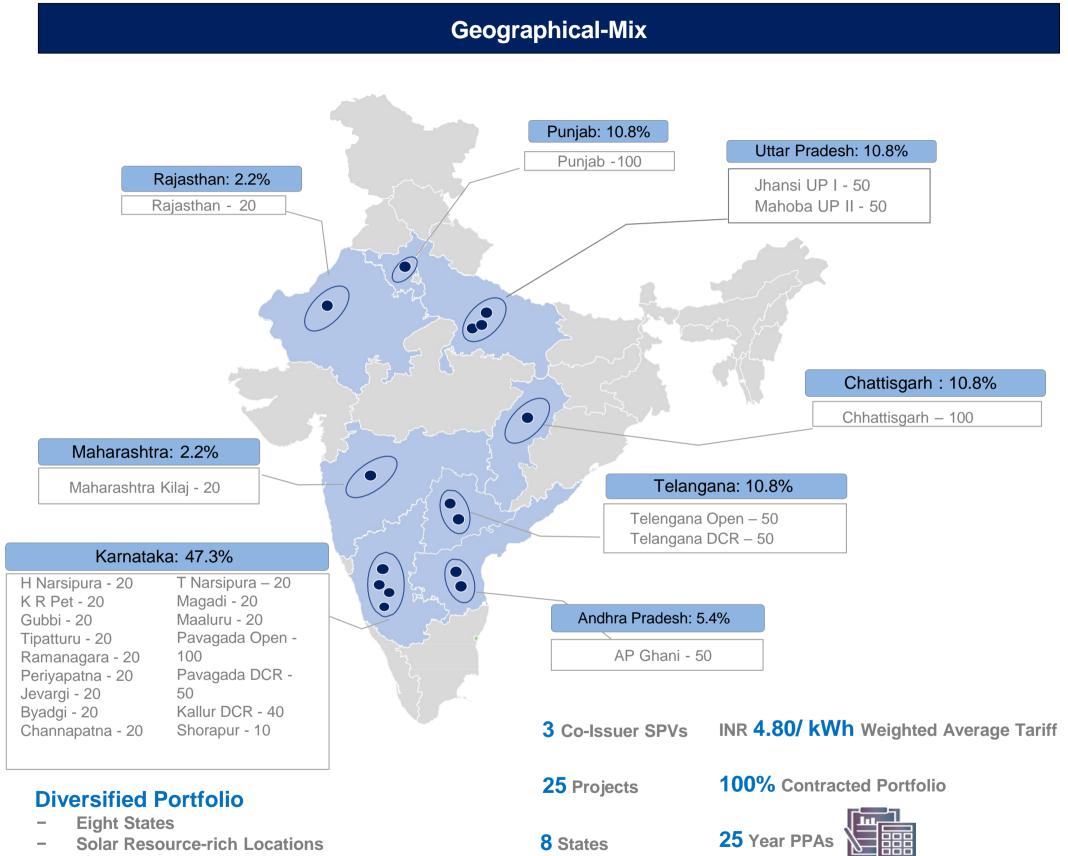
1. USD/INR: 83.1164; 2. As on December 31, 2023 as against the outstanding existing USD Notes, the Restricted Group has balance of ~USD 45 Mn in fair value of derivatives under other current financial assets and ~USD 23 mn in unrealized gain in profit and loss account; 3. The Sponsor Affiliate Debt of USD 129mn are unsecured borrowings from Adani Green Energy Twenty-Three Limited ("AGE23L"). None of the borrowings other than the Sponsor Affiliate Debt are from related parties of the Issuers; 4. Excludes existing balance of Senior Debt Redemption Account and gain on hedge roll overs



#### US\$ 409 mm

- Ring fenced group of operating solar \_ assets with no greenfield development risk
- **Restricted Group credit quality** maintained through amortizing debt and other structural protections
- Standard Project Finance features -Cash flow waterfall, restricted distribution, security and collateral package

#### **RG1: Diversified Pool of Operating Solar Assets**



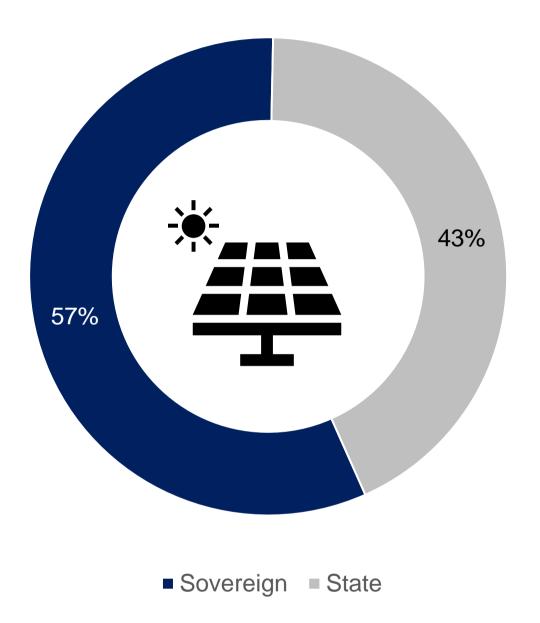
**Solar Resource-rich Locations** 

1 Represents PPA Capacity; \*USD/INR: 83.1164

SPV: Special Purpose Vehicle | MW: Megawatt; | PPA: Power Purchase Agreement | kWh: Kilo Watt Hour | CUF: Capacity Utilisation Factor | EBITDA: Earnings before Interest Tax, Depreciation & Amortization; SECI: Solar Energy Corporation of India; NTPC: National Thermal Power Corporation

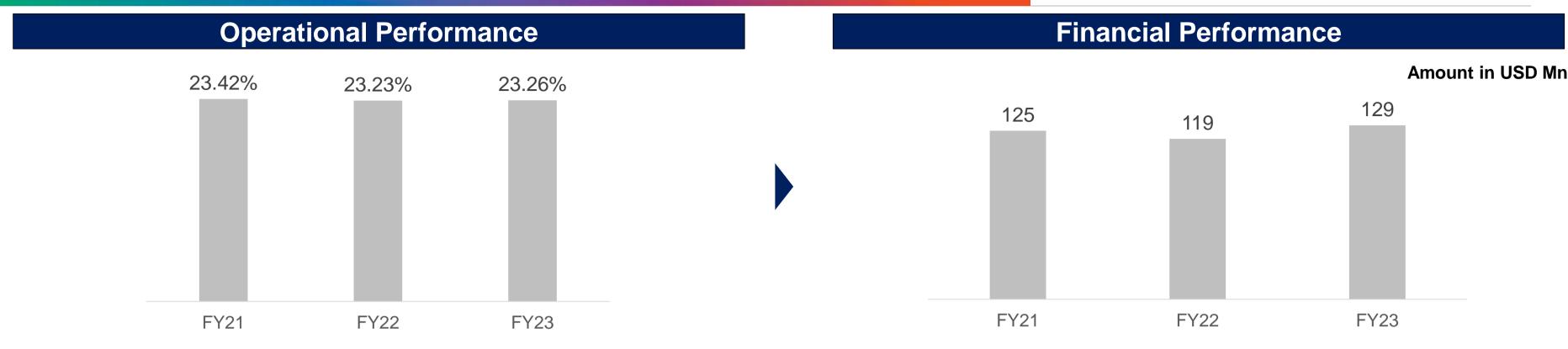


#### **Counterparty Mix<sup>1</sup>**

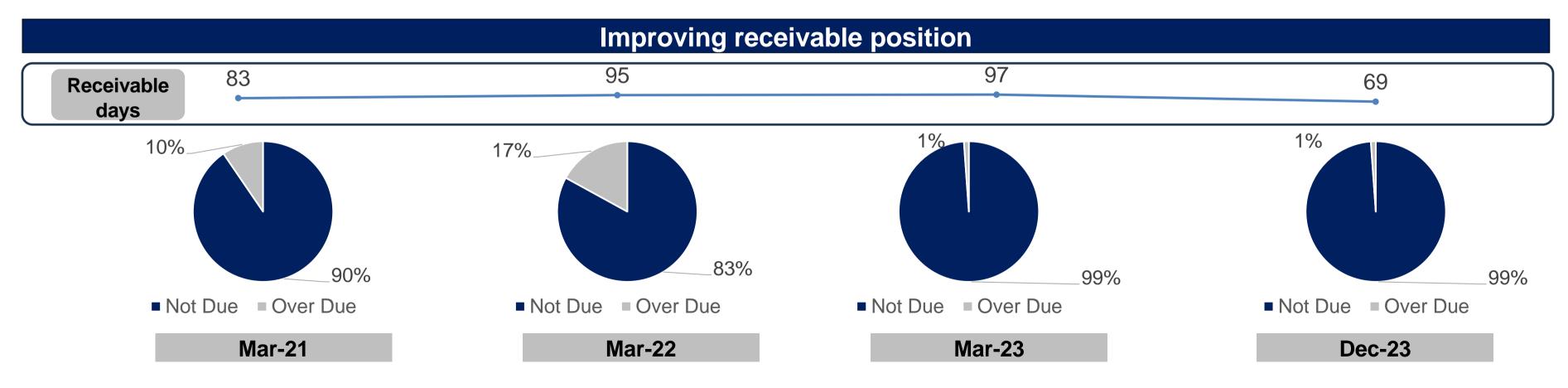


• > 55% of the EBITDA Mix from Sovereign equivalent counterparties

#### **RG1:** Robust operational and financial performance



CUF Achieved



#### Robust operational and financial performance with excellent receivable cycles

\*USD/INR: 83.1164 Adjusted EBITDA: Earnings before Interest Tax, Depreciation & Amortization is as per published compliance certificate; FY: Financial Year; SECI: Solar Energy Corporation of India; NTPC: National Thermal Power Corporation; CUF: Capacity Utilisation Factor



Adjusted EBITDA

#### **RG1: Green Bond – Second Party Opinion**

| Sustainable<br>Fitch<br>a FitchSolutions Company |  |                                    |  |  |   |  |
|--|--|------------------------------------|--|--|---|--|
|  | Use of Proceeds  | Excellent                          | Framewor   | k Type   | Green   |  |
|  | <ul> <li>Sustainable Fitch deems the proposed projects to be environmentally positive and to<br/>contribute to climate change mitigation</li> </ul>  |                                    | Date Assigned  |  | [21 February 2024]  |  |
|  | generation projects. Fitch view's this exclusion criteria po   | ositively as it minimizes the risk | Scale and I  | Definitions  |   |  |
|  | <ul> <li>of proceeds being used to finance controversial projects</li> <li>All proceeds will be allocated to refinance existing projects which have been operational for 6-7 years and the capex related to the projects were spent 2 years prior to the projects being operational</li> </ul>   |                                    | Excellent  | Sustainable finance framework and/or debt instrume<br>is fully aligned to all relevant core international princi<br>guidelines. Practices inherent to the structure meet e |   |  |
|  | Evaluation and Selection   | Excellent                          |  | levels of rigour and transparency in all respects and are well in  |   |  |
| Key Highlights                                   | <ul> <li>Fitch positively view that AGEL's project management and assurance group (PMAG) has representatives from various business units in AGEL which would provide a mix of expertise and perspectives</li> <li>PMAG evaluates eligible green projects based on whether the project is feasible, commercially viable (including based on resource assessment, energy yield assessment and counterparty credit profile evaluation) and aligns with AGEL's ESG purpose, goals and strategic pillars</li> </ul> |                                    |  | excess of the standards commonly followed by the market.   |   |  |
|  |  |                                    | Good   | is fully aligned to all relevent guidelines. Practices inhered   | ework and/or debt instrument structure<br>vant core international principles and<br>erent to the structure meet good levels of<br>in some instances, they go beyond the |  |
|  | Management of Proceeds   | Excellent                          |  |  | Jwed by the market.   |  |
|  | <ul> <li>Fitch positively view that the proceeds are segregated in<br/>be tracked appropriately, as per Green Bond Principles 2</li> <li>Any unallocated proceeds will be held temporarily in sho<br/>instruments defined in the framework</li> </ul>  | 2021 (ICMA) recommendations        | Aligned Sustainable finance framework and/or debt instrument strue is aligned to all relevant core international principles and guidelines. Practices inherent to the structure meet the ministandards in terms of rigour and transparency commonly for by the market. |  | core international principles and erent to the structure meet the minimum   |  |
|  | Reporting and Transparency   | Excellent                          |  |  |   |  |
|  | <ul> <li>Fitch positively views the issuer's commitment to publish<br/>reporting until the maturity of the bond, which is in line w<br/>recommended guidelines</li> </ul>  | -                                  | Not<br>Aligned   | is not aligned to relevant   | ework and/or debt instrument structure<br>core international principles and<br>erent to the structure fall short of   |  |



## **Operating in a Stable and Evolved Regulatory Framework**

|                               | of Power<br>OP)  | Empowered<br>Committee  | CEA                | Tariff Determination Methodology   |                                       | Tariff Determination Methodology |  |  | <ul> <li>Renewable power is power<br/>of choice for DISCOMs -</li> </ul> |
|-------------------------------|--|---|--------------------|--|---------------------------------------|----------------------------------|--|--|--|
| P                             | Participants/Sta   | atutory bodies under Ele  | ctricity Act, 2003 | Section 63 (Comp   | etitive bidding)                      |                                  | ranks among cheapest<br>sources of power   |  |  |
| ERC                           | <ul> <li>ERC</li> <li>– To regulate and determine/adopt the tariff and to grant license</li> <li>– CERC at national level and SERC at state level</li> </ul> |   |                    | <ul> <li>Tariff determined through transparent process of competitive bidding</li> <li>Standard bidding guidelines notified by</li> </ul>                            |                                       |                                  | <ul> <li>Renewable power enjoys a <i>must-run</i> status in India</li> <li>Government target of 500 GW renewable capacity by 2020</li> </ul> |  |  |
| CTU                           |  | transmission at inter-state tran  | -                  | <ul> <li>Ministry of Power in line</li> <li>Act 2003 and the Nation</li> <li>2016</li> <li>CERC or the state regulator</li> </ul>                                    | al Tariff Policy,<br>atory commission |                                  | <ul> <li>2030</li> <li>Rapid strides for adoption of renewable power - tenders conducted for</li> <li>Wind-solar hybrid PPAs</li> </ul>      |  |  |
| NLDC                          |  | cheduling and despatching of<br>bad Despatch Centres (RLDC<br>_DC)  |                    | <ul> <li>adopts tariffs determined through bidding</li> <li>Renewables PPA tenure of 25 years. No adjustment to tariff allowed aside from CIL adjustments</li> </ul> |                                       |                                  | <ul> <li>RTC PPAs</li> <li>Renewable + battery<br/>storage systems</li> </ul>  |  |  |
|                               | Tariff Determination Methodology for Renewable Projects  |   |                    |  |                                       |                                  |  |  |  |
| Section 63 of Electricity Act |  | xed for PPA life<br>(if any)  |                    |  |                                       |                                  |  |  |  |
|                               | termined throu<br>everse auctior   | brough a transparent<br>Stion process Bid tariff fixed over PPA tenure of 25 years<br>Provides revenue visibility |                    | -  | Any char                              |                                  | aw that has an impact<br>Tariff is allowed   |  |  |

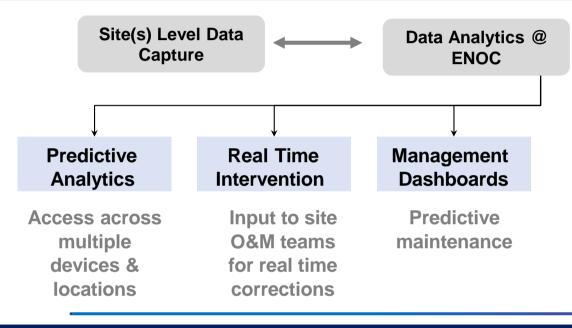
CEA: Central Electricity Authority of India; ERC: Electricity Regulatory Commission, CTU/STU: Centre/State Transmission Utility, NLDC: National Load Dispatch Centre, CERC: Central Electricity Regulatory Commission, SERC: State Electricity Regulatory Commission; RTC: Round the clock; PPA: Power Purchase Agreement; DISCOM: Distribution Company



#### **Robust Operational Performance led by Adani ENOC**

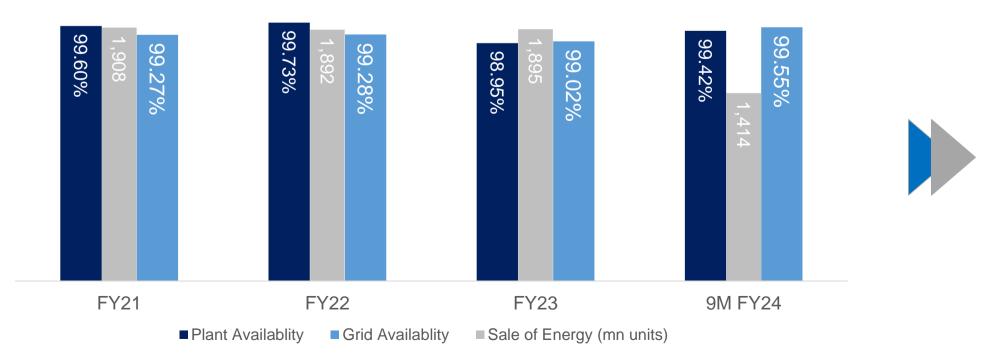
#### Adani ENOC (Energy Network Operation Centre) (AIMSL)

- Centralization of overall management of all Adani sites from a single location
- Data Analytics driven decision making
- Drive world class operational performance as sustainable competitive advantage





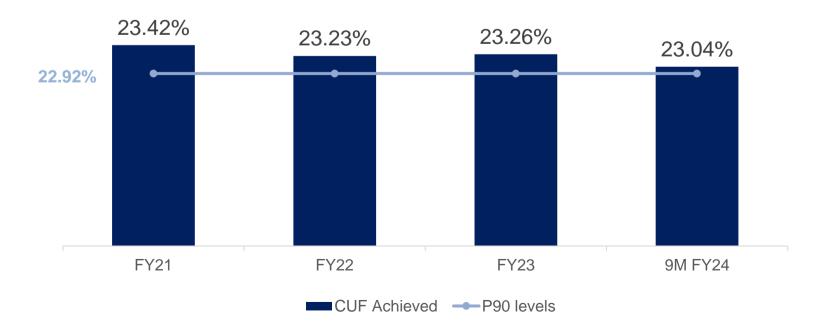
#### Analytics driven O&M through ENOC has enabled consistent and industry-leading profitability



**ENOC:** Energy Network Operations Center; **O&M** – Operations & Maintenance; **EBITDA** = Earning Before Interest tax Depreciation and amortization; **CUF:** Capacity Utilisation Factor; **PPA**: Power Purchase Agreement, See <u>annexure</u> to check asset-wise operational performance



- Real time monitoring of operating assets across 12 states through ENOC at Ahmedabad
- Granular performance insights
- Predictive Maintenance optimizing Mean time between failure (MTBF)
- Suggests corrective actions in real time reducing Mean time to repair (MTTR)
- Industrial cloud partnership with Google for ML & AI capabilities





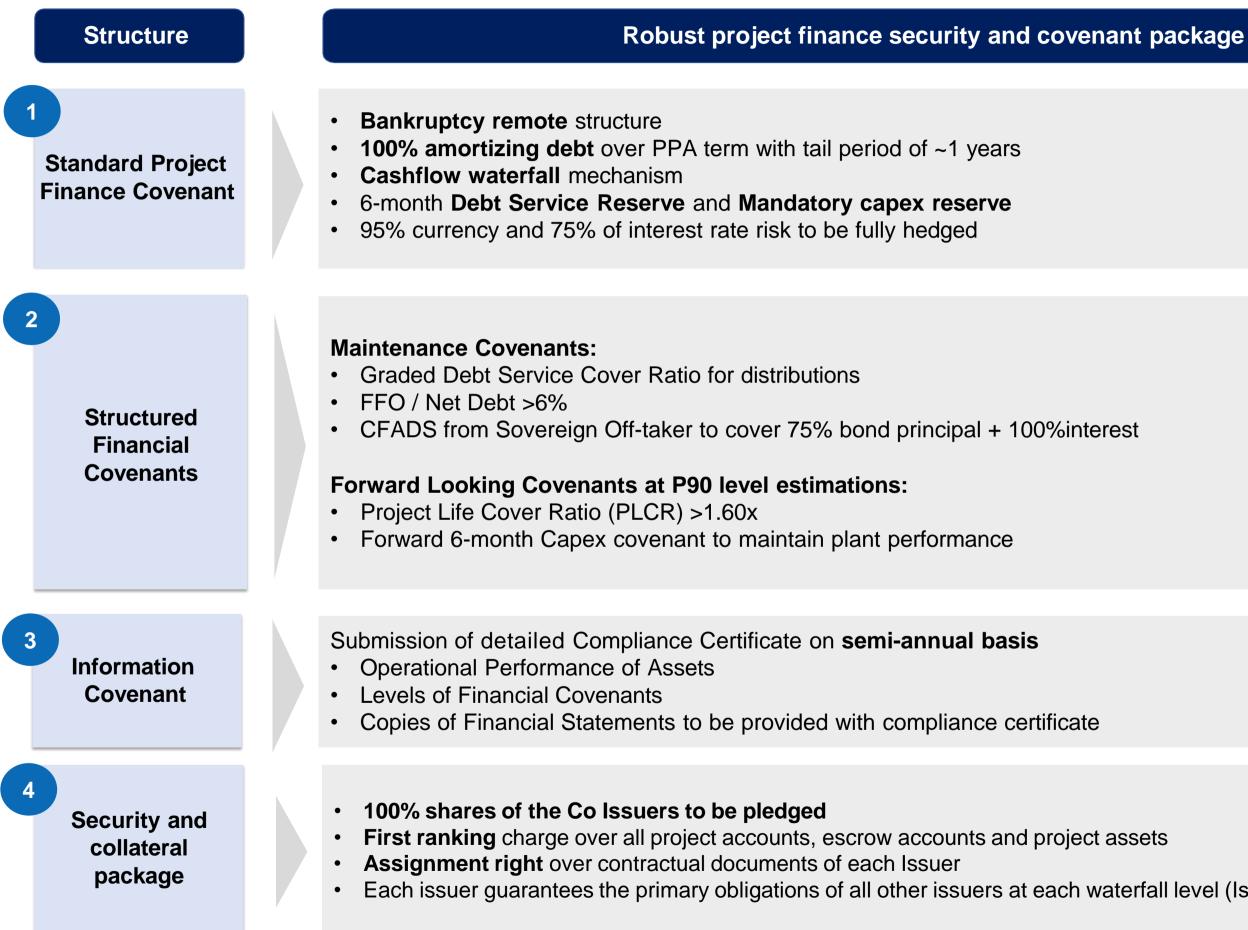
Renewables



# **RG1 – Proposed Credit Structure**



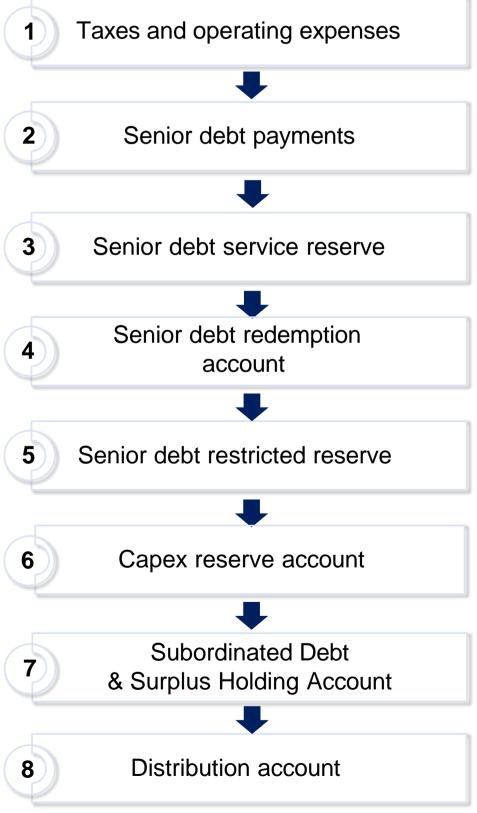
#### **RG1: Covenanted Cashflow Waterfall**





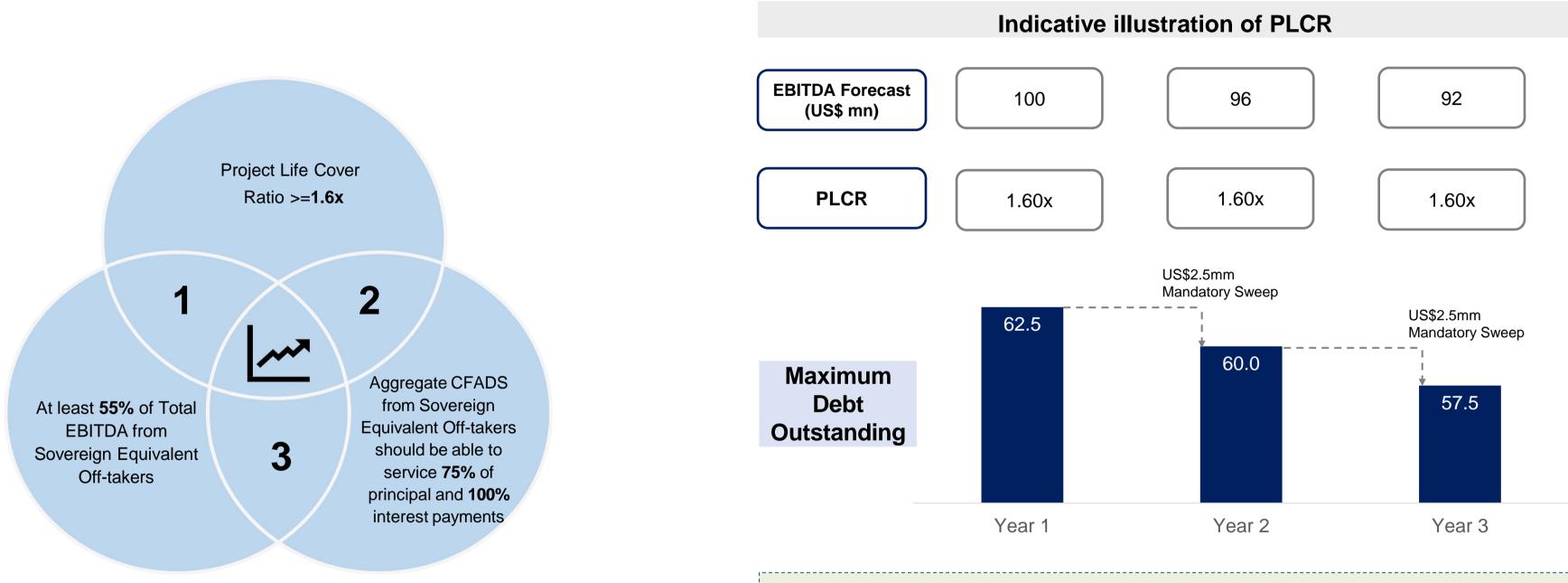
#### Summary cashflow waterfall

|                               |   | Taxes and       |
|-------------------------------|---|-----------------|
|                               | 2 | Senior          |
|                               | 3 | Senior de       |
|                               | 4 | Senior o        |
|                               | 5 | Senior deb      |
|                               | 6 | Capex           |
| ets                           | 7 | Sub<br>& Surplu |
| fall level (Issuer's Support) | 8 | Distrib         |
|                               |   |                 |



#### **RG1: Senior Debt Sizing Covenant Linked to EBITDA Performance Over Project Life**





#### Any breach will result in 100% lock up of distributions and excess cash flow being transferred to SDRA for repayment of loan

DSCR: Debt Service Coverage Ratio; EBITDA = Earnings Before Interest tax Depreciation and amortization; PLCR calculated as NPV of EBITDA (including residual value)/Value of Senior Secured Debt; CFADS: Cashflow available for debt service; SDRA: Senior Debt Redemption Account; PLCR: Project Life Cover Ratio;

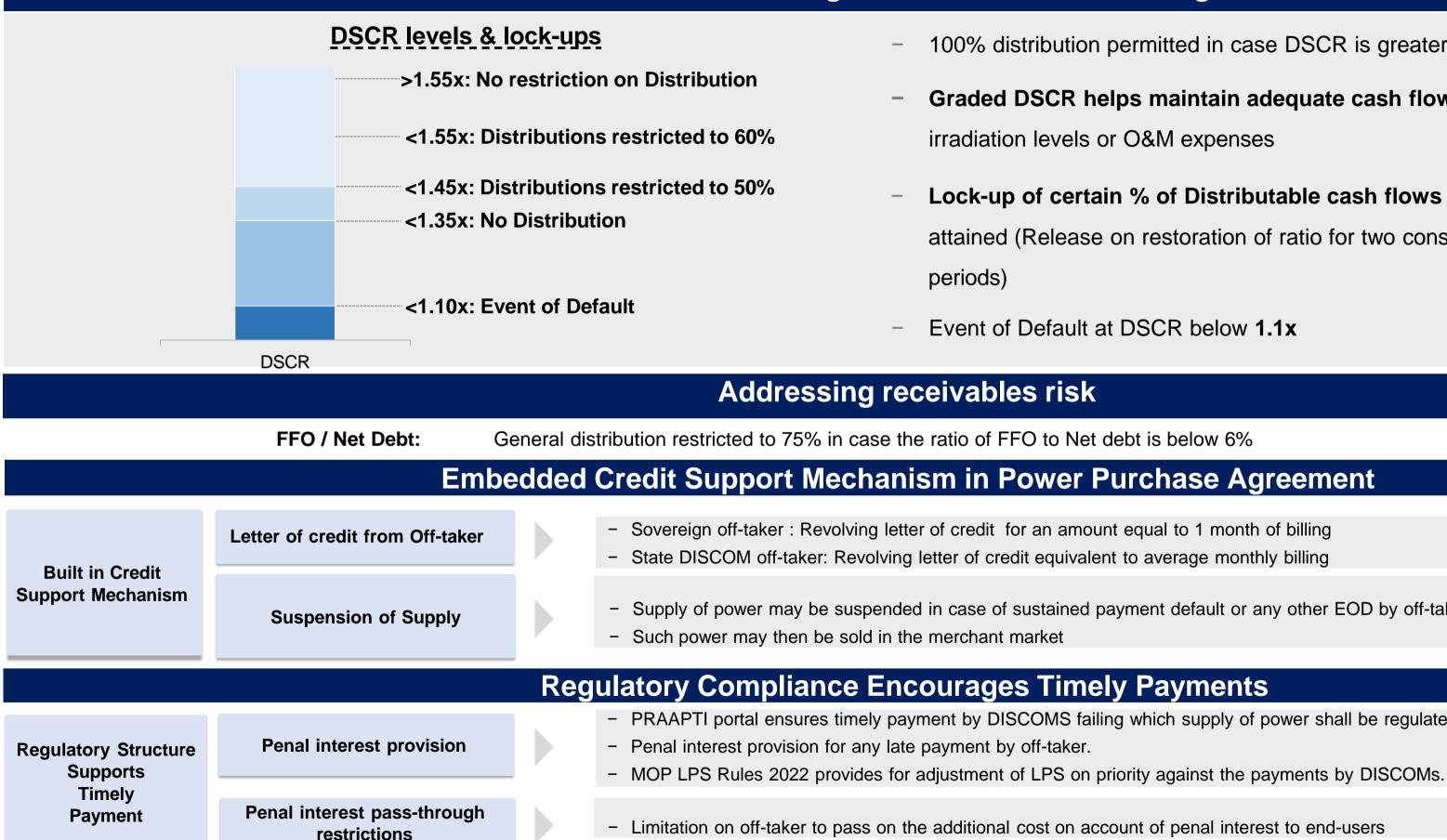


#### Illustration – Senior debt sizing covenant

- PLCR >=1.6 to be maintained all the times
- In case of breach, mandatory cash sweep into SDRA to the extent required compliance with the covenant
  - Cash release only post compliance with Debt sizing covenant for two consecutive calculation dates

## **RG1: Graded DSCR and FFO Covenants Provide Cash Lock-ups**

#### Distributions linked to graded debt service coverage ratio



DSCR: Debt Service Coverage Ratio; O&M – Operations & Maintenance; FFO – Funds From Operations; EOD: Event of Default: PPA: Power Purchase Agreement, PRAAPTI: Payment ratification and analysis in power procurement for bringing transparency in invoicing of generators; **DISCOM:** Distribution Company



100% distribution permitted in case DSCR is greater than 1.55x

#### Graded DSCR helps maintain adequate cash flows in case of volatility in

irradiation levels or O&M expenses

#### Lock-up of certain % of Distributable cash flows depending on DSCR ratio

attained (Release on restoration of ratio for two consecutive covenant testing

Event of Default at DSCR below 1.1x

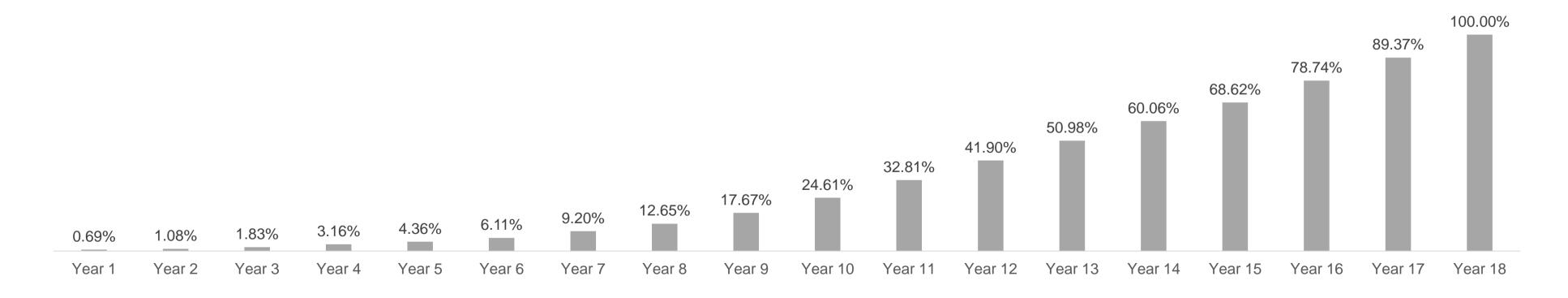
- Supply of power may be suspended in case of sustained payment default or any other EOD by off-taker under PPA

- PRAAPTI portal ensures timely payment by DISCOMS failing which supply of power shall be regulated

## **RG1: Senior Debt Tenor Linked To PPA Life**

| RG1 Ag            | <b>Jgregate</b>           |        |        |        |        |        |               | Yea                  | Yearly De                   |
|-------------------|---------------------------|--------|--------|--------|--------|--------|---------------|----------------------|-----------------------------|
| Counterparty      | ~57% Sovereign            |        |        |        |        |        |               |                      |                             |
| Wt. Avg Tariff    | INR 4.80/kWh <sup>3</sup> |        |        |        |        |        |               |                      |                             |
| MWac <sup>2</sup> | 930 MW                    | 0.69%  | 0.39%  | 0.75%  | 1.33%  | 1.20%  | 1.20% 1.75%   | 1.20% 1.75% 3.09%    | 1.20% 1.75% 3.09% 3.45%     |
| Rem PPA life      | 18.9Yr                    | Year 1 | Year 2 | Year 3 | Year 4 | Year 5 | Year 5 Year 6 | Year 5 Year 6 Year 7 | Year 5 Year 6 Year 7 Year 8 |

#### **Cumulative debt repayment profile**



#### debt repayment : 18 years, weighted average life of 12.7 years; Balance PPA life 18.9 Years RG1 asset pool<sup>1</sup>

1. As of December 2023

2. Represents PPA Capacity

3. Weighted Average tariff for 25 projects with PPA

PPA: Power Purchase Agreement; MW: Megawatt : kWh: Kilo-Watt hour



#### bt repayment profile



## **RG1: Covenants and Structure Providing Protection against Key Business Risks**

| Key Risk                       | Inbuilt Strength  |   |
|--------------------------------|---|---|
| Resource Risk<br>-苂-           | <ul> <li>Detailed resource assessment during development stage</li> <li>Studies by reputed consultants</li> <li>Actual Operational performance for last 4 years</li> </ul>  | <ul><li>Grade</li><li>PLCR</li><li>DSRA</li></ul>                       |
| O&M Risk                       | <ul> <li>Quality equipment from tier 1 suppliers</li> <li>Must-run status for Renewables in India mitigating volume risk</li> <li>Technology enabled O&amp;M (ENOC) maximizing performance and EBITDA margins</li> </ul>  | <ul> <li>DSCR</li> <li>highei</li> <li>EBITE</li> <li>sizing</li> </ul> |
| Receivable &<br>Liquidity Risk | <ul> <li>Revolving letter of credit to mitigate receivables risk</li> <li>Proactive implementation steps like PRAAPTI portal ensures timely payment by DISCOMS failing which supply of power shall be regulated</li> </ul>                                      | – Debt s  |
| Counterparty<br>Risk           | <ul> <li>Approximately 57% of obligor group has long-term PPAs with sovereign/ sovereign-equivalent counterparties</li> <li>Payment Security Mechanism by way of LCs from counterparties</li> <li>Zero overdue payments for sovereign counterparties</li> </ul> | <ul> <li>Strong</li> <li><b>75%</b> b</li> <li>Flexib</li> </ul>        |
| Insolvency<br>Risk             | <ul> <li>Ring-fenced RG issuers</li> </ul>  | <ul> <li>Bankı</li> <li>100%</li> <li>Cashi</li> <li>6 mon</li> </ul>   |
| Forex Risk<br>\$               | <ul> <li>Board approved hedging policy (95% currency risk and 75% of interest risk to be hedged)</li> </ul>   | <ul> <li>PLCR</li> <li>Gain c<br/>and ca</li> <li>Any M</li> </ul>      |

PPA: Power Purchase Agreement, Adjusted EBITDA: Earnings before Interest, Tax, Depreciation, and Amortization, ENOC: Energy Network Operations Center, O&M: Operations and Maintenance,, DSCR: Debt Service Coverage Ratio, SPV: Special Purpose Vehicle, DSRA: Debt Service Reserve Account, PLCR: Project Life Cover Ratio, OEM: Original Equipment Manufacturer; CFADS: Cash flow for Debt Servicing; LC: Letter of Credit; PRAAPTI: Payment ratification and analysis in power procurement for bringing transparency in invoicing of generators;



#### **RG level Structural Protection**

led distribution linked to **DSCR** 

**R based debt sizing** based on P90 generation

A maintained for liquidity

CR linked lock-up events  $\rightarrow$  Ensures sufficient liquidity in the business in case of er O&M expenses

DA Forecast for PLCR calculation is based on actual O&M cost, ensuring debt g remains within thresholds

service reserve equal to next 6 months maintained at issuer level

ng percentage (~57%) of **sovereign** counterparties bond principal + interest 100% covered by Sovereign Off-taker CFADS ibility of working capital tie-up in RG issuers, if required

kruptcy remote structure

% amortizing debt over PPA term

hflow waterfall mechanism

onths **Debt service reserve** & mandatory capex reserve

R to be calculated based on weighted average cost of debt (including hedge cost) on roll over of hedge contracts to be mandatory transferred to Swap Gain account can not be distributed

Mark to Market loss on swap shall be funded in Swap Balancing Account

#### **RG1: Enhanced Information Covenant**

#### **Basic Financial and Business Information**

Compliance Certificate



Aggregated Financial statements prepared in accordance with the Ind AS which consist of:

- Financial Position
- Financial Performance
- Cash flow statement

**Compliance certificate containing the below Financial Information for calculation period:** 

- ✓ CUF performance Report
- ✓ DSCR & FFO/Net Debt calculations
- PLCR for the Calculation Period ending on the relevant Calculation Date
- Confirmation from the Issuer that they are acting prudently
- Confirmation from Issuerthat maintenance required under CUF Report is completed

#### **Enhanced Information – Compliance Certificate**

- ✓ Capex forecast to be undertaken by issuers in - next 6 months commencing on relevant calculation date
- EBITDA attributable to sovereign/ sovereign equivalent counterparties
- Cash balance in each of the Project Accounts as at the calculation date
- Any refinancing plan of issuers during the next 6-monthperiod commencing on relevant calculation date
- Amount available for distribution post compliance





Semi Annually Unaudited Within 90 days from semi-annual period

Annual Audited within 120 days from end of fiscal year

• Adherence to the cashflow waterfall along with Summary of cash flows with aggregate amount that needs to be reserved for business purposes



AGEL RG 1 has published 9

compliance reports

#### **RG1: Rating Commentary**

## **Fitch**Ratings

| Ratings    |   | [BBB-  |
|------------|---|--|
|            | • | The credit assessment of restricted group is su<br>agreements (PPAs) for its entire capacity of 930<br>sovereign counterparties coupled with use of pr |
|            | • | Further, the restricted group also benefits from   |
| Commentary | • | The fully amortized structure over the life of PP,<br>and covenants restricting distribution provides u  |
|            | • | The rating also factors in improvement in realization in 2022.   |
|            | • | Six-month debt-service as well as lock-up provi  |

#### Robust operational performance and elongated debt tenure has resulted in one notch upgrade from the previous issuance



#### - EXP] (Stable)

upported by its long term fixed price power purchase 30 MW of which around 57% capacity is being tied up with proven technology used in implementation of project.

n experience of O&M contractor.

PA of bond eliminating refinance risk and the strong security uptick to credit profile of the restricted group.

zation from state DISCOMs after implementation of LPS rule

visions support debt servicing.

#### **RG1: A Compelling Investment Case**

#### **High Asset** Quality

Robust performance

(Resulting in one notch rating upgrade)

Robust structural protections

Strong **Sponsorship** 

- Project execution with equipment sourced from Bloomberg tier 1 st
- Projects design is based on highest global standards
- Continuous Repowering to arrest the annual degradation profile of asset
- High Weighted Average Plant Availability, in-excess of 98.5%
- High Weighted Average Grid Availability, in-excess of 98.5%
- ~57% of MW capacity from sovereign off-takers
- Asset maintenance protections for investors
- Supported by AI based ENOC providing high operational efficiency
- 100% long term contracted capacity
- 18 year fully amortizing structure matching the underlying asset cashflow
- Standard project finance features
  - Counterparties | CFADS from Sovereign Off-takers to cover 75% bond principal + 100% interest

  - Graded Debt Service Cover Ratio for distributions | FFO / Net Debt for distributions
  - Prudency Confirmation prior to any distributions
- Detailed reporting covenants
- Pedigree of Adani Family: leadership in infrastructure energy & utility and transport & logistics sectors
- Strategic alliance with Global Energy major TotalEnergies SE
- Housed in a 50:50 JV between TotalEnergies SE and AGEL, AGE23L

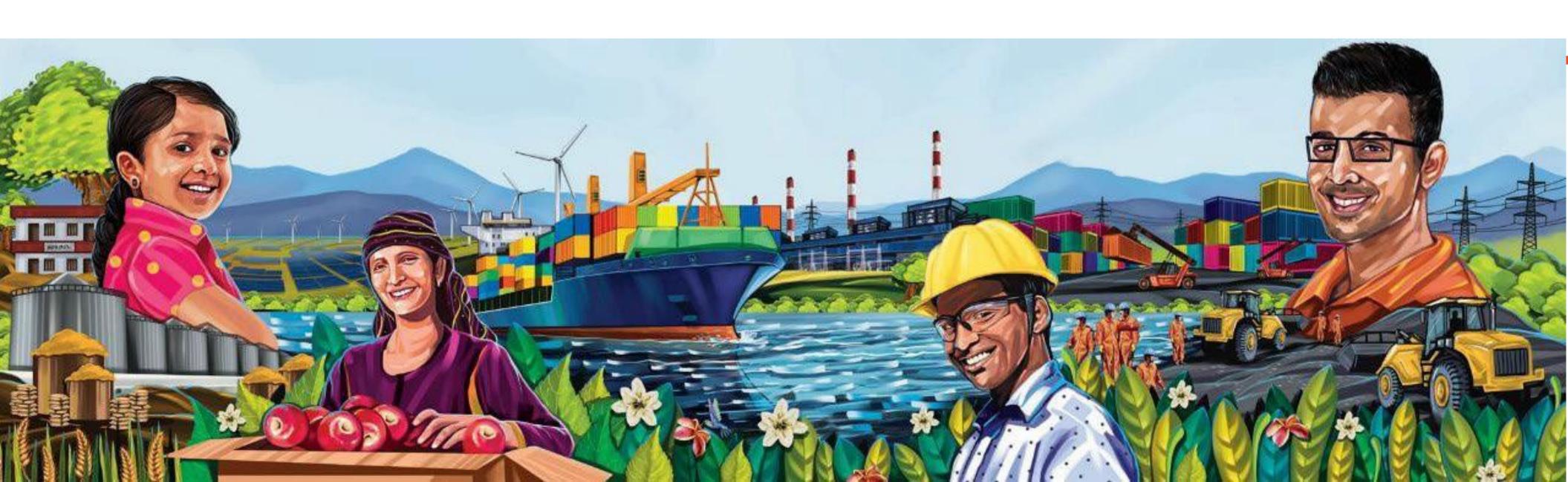


| agu | liers |
|-----|-------|
| MPP |       |

• 3-part Debt Sizing covenant to be maintained through tenor | PLCR > 1.6x | Minimum ~55% EBITDA from Sovereign Equivalent • Clean first ranking security | 100% shares of the Issuers to be pledged | 6-month Debt Service Reserve and Mandatory capex reserve

# adani

## Thank You





# Annexures

RG 1: Operational & Financial Performance



#### **RG1: 100% Operating Portfolio**

| SI.<br>No. | Name of Issuer | Project Name      | Location       | Off-taker |                           | Tariff (INR /<br>kWh) | COD <sup>1</sup> |
|------------|----------------|-------------------|----------------|-----------|---------------------------|-----------------------|------------------|
| 1          |                | H Narsipura       | Karnataka      | BESCOM    | (MW <sub>ac</sub> )<br>20 | 4.79                  | 13-Oct-17        |
| 2          |                | K R Pet           | Karnataka      | BESCOM    | 20                        | 4.36                  | 22-Dec-17        |
| 3          | -              | Gubbi             | Karnataka      | BESCOM    | 20                        | 4.36                  | 9-Mar-18         |
| 4          |                | Tipatturu         | Karnataka      | BESCOM    | 20                        | 4.36                  | 27-Jan-18        |
| 5          |                | Ramanagara        | Karnataka      | BESCOM    | 20                        | 4.36                  | 28-Mar-18        |
| 6          |                | Periyapatna       | Karnataka      | GESCOM    | 20                        | 4.93                  | 28-Sep-17        |
| 7          | AGEUPL         | Jevargi           | Karnataka      | GESCOM    | 20                        | 4.36                  | 18-Nov-17        |
| 8          |                | Byadgi            | Karnataka      | HESCOM    | 20                        | 4.36                  | 31-Jan-18        |
| 9          |                | Channapatna       | Karnataka      | HESCOM    | 20                        | 4.36                  | 2-Mar-18         |
| 10         |                | T Narsipura       | Karnataka      | CESC      | 20                        | 4.36                  | 2-Oct-17         |
| 11         |                | Magadi            | Karnataka      | CESC      | 20                        | 4.36                  | 8-Jan-18         |
| 12         |                | Maaluru           | Karnataka      | MESCOM    | 20                        | 4.89                  | 18-Oct-17        |
| 13         |                | Jhansi UP         | Uttar Pradesh  | UPPCL     | 50                        | 5.07                  | 10-May-19        |
| 14         |                | Telangana Open    | Telengana      | NTPC      | 50                        | 4.67                  | 1-Dec-17         |
| 15         |                | Telangana DCR     | Telengana      | NTPC      | 50                        | 5.19                  | 30-Dec-17        |
| 16         |                | Pavagada Open     | Karnataka      | NTPC      | 100                       | 4.79                  | 19-Jan-18        |
| 17         | PSEPL          | Chhattisgarh      | Chhattisgarh   | SECI      | 100                       | 4.43                  | 8-Mar-18         |
| 18         |                | Pavagada DCR      | Karnataka      | NTPC      | 50                        | 4.86                  | 3-Feb-18         |
| 19         |                | Kallur DCR        | Karnataka      | SECI      | 40                        | 4.43                  | 30-May-18        |
| 20         |                | Shorapur          | Karnataka      | GESCOM    | 10                        | 4.36                  | 5-Oct-17         |
| 21         |                | Maharashtra Kilaj | Maharashtra    | SECI      | 20                        | 4.16                  | 24-Mar-18        |
| 22         |                | Punjab            | Punjab         | PSEPL     | 100                       | 5.88                  | 30-Sep-16        |
| 23         |                | Mahoba UP II      | Uttar Pradesh  | NTPC      | 50                        | 4.78                  | 20-Jul-17        |
| 24         | PDPL           | AP Ghani          | Andhra Pradesh | NTPC      | 50                        | 5.13                  | 21-Oct-17        |
| 25         |                | Rajasthan         | Rajasthan      | NTPC      | 20                        | 4.36                  | 17-Nov-17        |
|            |                |                   |                |           | 930                       | 4.80                  |                  |

**PPA**: Power Purchase Agreement | **SECI**: Solar Energy Corporation of India; **NTPC**: National Thermal Power Corporation; **UPPCL**: Uttar Pradesh Power Corporation Limited 1. A project's commercial operations date, or "COD", is the date on which the project commences selling power. Some projects commenced commercial operations in stages over up to several months; the dates presented are the dates on which each project's full capacity became available for commercial operations; 2. INR/USD:83.21



### **RG1: Asset-wise Operational Performance**

|    |        |                   |      |  | Capaci | ty Utilization Fact | or ("CUF") | Р       | lant Availability |        | (      | Grid Availability |        |
|----|--------|-------------------|------|--|--------|---------------------|------------|---------|-------------------|--------|--------|-------------------|--------|
| No | Issuer | Project Name      | MWac | MWdc For the Fiscal Year Ended March 31, |        |                     |            |         | March 31,         |        |        |                   |        |
|    |        |                   |      |  | 2021   | 2022                | 2023       | 2021    | 2022              | 2023   | 2021   | 2022              | 2023   |
| 1  |        | H Narsipura       | 20   | 25.0                                     | 22.33% | 21.98%              | 22.1%      | 99.79%  | 99.86%            | 99.8%  | 99.32% | 99.53%            | 99.5%  |
| 2  |        | K R Pet           | 20   | 27.1                                     | 22.45% | 23.21%              | 24.0%      | 99.93%  | 99.80%            | 99.9%  | 99.75% | 99.25%            | 100.0% |
| 3  |        | Gubbi             | 20   | 25.2                                     | 18.92% | 22.04%              | 22.1%      | 99.81%  | 99.63%            | 99.6%  | 98.98% | 99.08%            | 98.9%  |
| 4  |        | Tipatturu         | 20   | 28.3                                     | 23.46% | 24.08%              | 24.4%      | 99.57%  | 99.97%            | 99.8%  | 99.03% | 99.31%            | 99.0%  |
| 5  |        | Ramanagara        | 20   | 25.3                                     | 14.64% | 20.40%              | 20.9%      | 99.87%  | 99.55%            | 99.3%  | 99.10% | 99.38%            | 98.9%  |
| 6  |        | Periyapattana     | 20   | 28.5                                     | 24.02% | 24.12%              | 25.0%      | 100.00% | 99.92%            | 99.9%  | 99.08% | 99.34%            | 99.0%  |
| 7  | AGEUPL | Jevargi           | 20   | 28.0                                     | 22.78% | 23.45%              | 24.7%      | 97.29%  | 99.99%            | 99.6%  | 98.22% | 99.55%            | 99.4%  |
| 8  |        | Byadgi            | 20   | 26.5                                     | 22.61% | 23.15%              | 21.9%      | 94.93%  | 96.96%            | 93.2%  | 99.32% | 99.50%            | 99.0%  |
| 9  |        | Channapatna       | 20   | 25.2                                     | 20.64% | 21.48%              | 21.6%      | 99.86%  | 99.88%            | 99.6%  | 98.13% | 98.59%            | 98.6%  |
| 10 |        | T Narsipura       | 20   | 25.3                                     | 20.10% | 22.50%              | 22.6%      | 99.97%  | 99.66%            | 99.9%  | 99.38% | 99.57%            | 99.0%  |
| 11 |        | Magadi            | 20   | 26.2                                     | 21.24% | 21.53%              | 21.3%      | 99.94%  | 99.91%            | 99.8%  | 99.25% | 99.21%            | 98.7%  |
| 12 |        | Maaluru           | 20   | 28.0                                     | 24.00% | 23.09%              | 24.6%      | 99.92%  | 99.81%            | 99.9%  | 99.04% | 97.62%            | 98.7%  |
| 13 |        | Jhansi UP         | 50   | 62.3                                     | 22.21% | 21.44%              | 22.0%      | 99.71%  | 99.65%            | 99.7%  | 99.68% | 99.56%            | 99.9%  |
| 14 |        | Telangana<br>Open | 50   | 69.1                                     | 23.61% | 22.99%              | 23.8%      | 99.82%  | 99.76%            | 99.8%  | 99.93% | 99.99%            | 99.9%  |
| 15 |        | Telangana DCR     | 50   | 68.2                                     | 25.89% | 25.59%              | 25.4%      | 99.26%  | 99.83%            | 99.7%  | 99.81% | 100.00%           | 99.9%  |
| 16 |        | Pavagada Open     | 100  | 140.7                                    | 25.32% | 24.57%              | 24.0%      | 99.91%  | 99.61%            | 94.8%  | 99.90% | 99.97%            | 99.9%  |
| 17 | DOEDI  | Chattisgarh       | 100  | 148.5                                    | 25.00% | 24.95%              | 25.3%      | 99.97%  | 99.96%            | 99.6%  | 99.76% | 99.98%            | 99.9%  |
| 18 | PSEPL  | Pavagada DCR      | 50   | 67.1                                     | 24.17% | 23.53%              | 23.7%      | 99.79%  | 99.91%            | 100.0% | 99.88% | 99.97%            | 99.9%  |
| 19 |        | Kallur DCR        | 40   | 58.5                                     | 26.19% | 25.53%              | 24.0%      | 99.38%  | 99.51%            | 99.2%  | 95.52% | 93.94%            | 86.6%  |
| 20 |        | Shorapur          | 10   | 14.0                                     | 23.67% | 24.21%              | 24.5%      | 99.38%  | 99.88%            | 99.9%  | 98.82% | 98.73%            | 97.6%  |
| 21 |        | Maharashtra Kilaj | 20   | 29.4                                     | 25.43% | 24.56%              | 25.1%      | 99.38%  | 99.88%            | 99.8%  | 98.30% | 97.86%            | 98.2%  |
| 22 |        | Punjab            | 100  | 105.0                                    | 20.86% | 19.39%              | 18.7%      | 99.50%  | 99.70%            | 99.8%  | 99.73% | 99.78%            | 99.8%  |
| 23 | PDDI   | Mahoba UP II      | 50   | 70.5                                     | 24.00% | 23.42%              | 23.3%      | 99.74%  | 99.73%            | 97.5%  | 99.09% | 99.74%            | 99.9%  |
| 24 | PDPL   | AP Ghani          | 50   | 68.6                                     | 23.67% | 22.91%              | 23.5%      | 99.96%  | 99.99%            | 99.9%  | 98.30% | 97.84%            | 99.4%  |
| 25 |        | Rajasthan         | 20   | 27.3                                     | 27.21% | 27.04%              | 26.9%      | 99.98%  | 99.98%            | 99.9%  | 99.84% | 99.88%            | 100.0% |
|    |        |                   | 930  | 1248                                     | 23.42% | 23.23%              | 23.3%      | 99.60%  | 99.73%            | 99.0%  | 99.27% | 99.28%            | 99.0%  |



### **RG1: Financial Summary**

| Profit and Loss Summary                   | As on March 31, 2022 |           | As on March 31, 2023 |           | As on December 31, 2023 |           |
|---|----------------------|-----------|----------------------|-----------|-------------------------|-----------|
|   | In INR Cr            | In USD Mn | In INR Cr            | In USD Mn | In INR Cr               | In USD Mn |
| Total Income                              | 1,048                | 126       | 1,097                | 132       | 885                     | 106       |
| Less: Total Expenses                      | 1,040                | 125       | 1,040                | 125       | 749                     | 90        |
| PBT Before Exp Item                       | (8)                  | (1)       | 57                   | 7         | 136                     | 16        |
| Cash Flow Available From Operations       | 774                  | 93        | 935                  | 113       | 773                     | 93        |
| Balance Sheet                             | As on March 31, 2022 |           | As on March 31, 2023 |           | As on December 30, 2023 |           |
|   | In INR Cr            | In USD Mn | In INR Cr            | In USD Mn | In INR Cr               | In USD Mn |
| Total Equity                              | 452                  | 54        | 974                  | 117       | 1,356                   | 163       |
| Borrowing & Trade Payable (Non-Current)   | 6,232                | 750       | 6,196                | 745       | 1,818                   | 219       |
| Other Financial Liabilities (Non-Current) | 2                    | 0         | -                    | -         | -                       | -         |
| Other Non-Current Liabilities             | 198                  | 24        | 242                  | 29        | 249                     | 30        |
| Total Non-Current Liabilities             | 6,431                | 774       | 6,439                | 775       | 2,067                   | 249       |
| Borrowing & Trade Payable (Current)       | 188                  | 23        | 83                   | 10        | 4,256                   | 512       |
| Other Financial Liabilities (Current)     | 168                  | 20        | 84                   | 10        | 59                      | 7         |
| Other Current Liabilities                 | 13                   | 2         | 16                   | 2         | 23                      | 3         |
| Fotal Current Liabilities                 | 370                  | 44        | 183                  | 22        | 4,339                   | 522       |
| otal Equity and Liabilities               | 7,253                | 873       | 7,596                | 914       | 7,762                   | 934       |

USD numbers converted at the rate of 83.11 INR / USD





# Appendix

Historical Compliance Certificates



## **AGEL RG's : Published Compliance Certificates**

| AGEL RG 1 has published 9 | <b>Compliance Certificates</b> |
|---------------------------|--------------------------------|
|---------------------------|--------------------------------|

| Sr no. | Period | Compliance Certificates |
|--------|--------|-------------------------|
| 1      | Sep-19 | Compliance report       |
| 2      | Mar-20 | Compliance report       |
| 3      | Sep-20 | Compliance report       |
| 4      | Mar-21 | Compliance report       |
| 5      | Sep-21 | Compliance report       |
| 6      | Mar-22 | Compliance report       |
| 7      | Sep-22 | Compliance report       |
| 8      | Mar-23 | Compliance report       |
| 9      | Sep-23 | Compliance report       |



| | | | \$ \$ \$ \$

#### AGEL RG 2 has published 8 Compliance Certificates

| Sr no. | Period | Compliance Certificates |
|--------|--------|-------------------------|
| 1      | Mar-20 | Compliance report       |
| 2      | Sep-20 | Compliance report       |
| 3      | Mar-21 | Compliance report       |
| 4      | Sep-21 | Compliance report       |
| 5      | Mar-22 | Compliance report       |
| 6      | Sep-22 | Compliance report       |
| 7      | Mar-23 | Compliance report       |
| 8      | Sep-23 | Compliance report       |

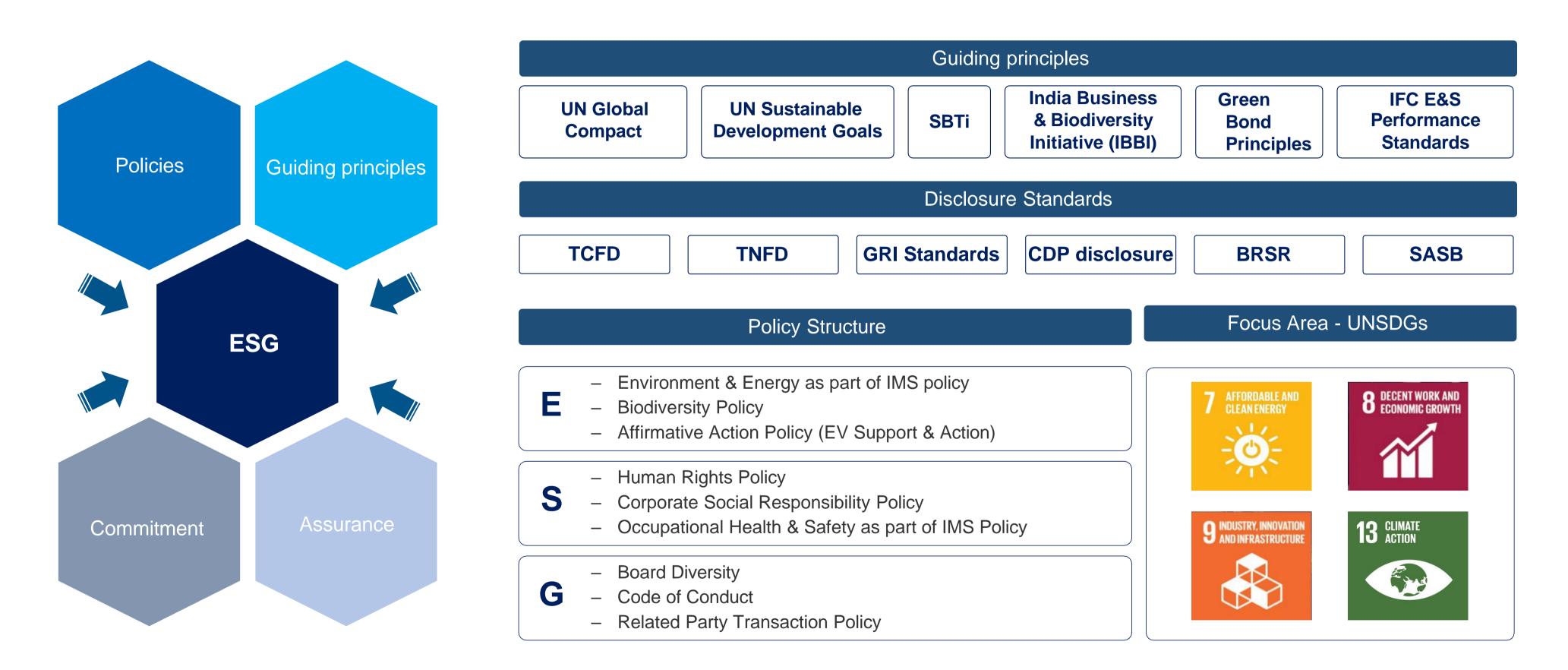


# Appendix

Adani Green Energy Limited (AGEL): ESG Framework & Commitments



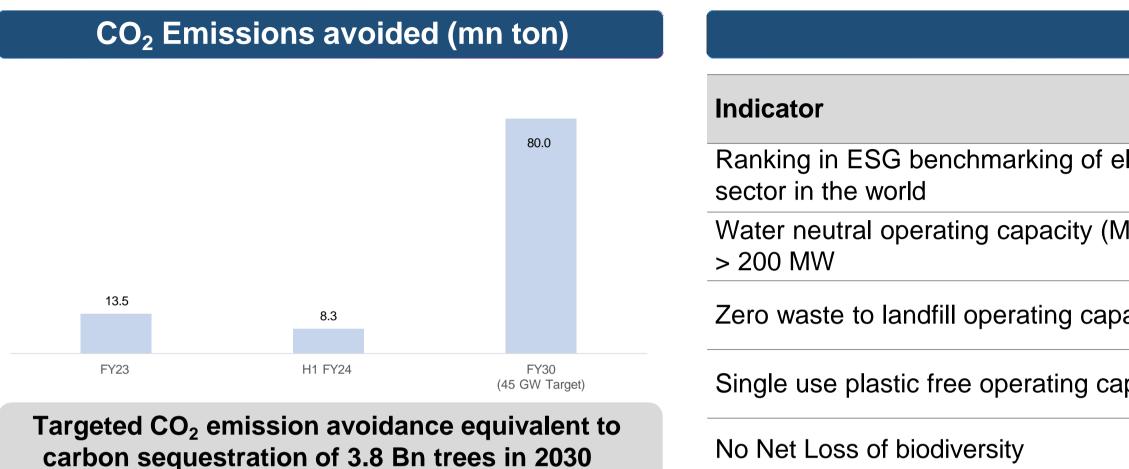
#### **AGEL: Assurance Backed ESG Framework**



ESG: Environmental, Social & Governance; GRI: Global Reporting Initiative; CDP: Carbon Disclosure Project; TCFD: Task Force on Climate-Related Financial Disclosures; GHG: Greenhouse Gases; UNSDG: United Nations Sustainable Development Group; CSR: Corporate Social Responsibility; SASB: Sustainability Accounting Standards Board; BRSR: Business Responsibility and Sustainability Reporting IMS: Integrated Management System that essentially combines TNFD: Taskforce on Nature-related Financial Disclosures | SBTi: Science based Targets initiative



## Substantial Avoidance of CO<sub>2</sub> Emissions & Progress towards other key ESG targets



**Key Updates** 

- Pollution control & GHG emission reduction: 99.8% less emission Intensity per unit of generation (0.0015 GHG tCO<sub>2</sub> / MWh) in H1FY24 v/s Indian grid average of 0.71 tCO<sub>2</sub> / MWh
- Resource conservation: 99.6% less Fresh Water consumption per unit of generation (0.0166 kl / MWh) in H1 FY24 as against 3.5 kl / MWh, statutory limit for thermal power
- With an aim to reduce Scope 3 emissions, AGEL extensively engaged with the suppliers leading to 91% of manufacturing suppliers disclosing their GHG emissions through CDP supply chain program.
- Occupational Health & Safety: 1.44 Mn continuous safe man hours in H1 FY24; 0.72 LTIFR and 73,240 safety training hours in H1 FY24
- Sustainable Livelihood: 1,095 direct/indirect job opportunities provided in H1 FY24

#### Certified 100% SUP Free, Water Positive and Zero Waste to Landfill by CII, DNV and Intertek Sustainability respectively

CO<sub>2</sub>: Carbon Dioxide, GHG: Greenhouse Gases, LTIFR: Lost Time Injury Frequency Rate



#### Key ESG

| FY25<br>Target | Status: H1 FY24                                 |
|----------------|---|
| Тор 10         | Top 10 in RE sector<br>Sustainalytics           |
| 100%           | 100%  |
| 100%           | 100%  |
| 100%           | 100%  |
| 100%           | WIP   |
|                | Target         Top 10         100%         100% |

### **AGEL: ESG Ratings, Awards and Recognition**

|  | ESG Commitments  |
|--|--|
| ESG Ratings  | AGEL's Rating  |
| CSRHub (Consensus ESG Rating)                          | Ranking of 96 percentile, with consistent ranking above Alternative  |
| Sustainalytics   | ESG Risk Rating of 'Low Risk' with a score of 14.4, significantly be sector globally   |
| DJSI-S&P Global Corporate<br>Sustainability Assessment | Scored 52/ 100, one of the best in Indian Electric Utility sector and 100  |
| MSCI   | ESG Rating of 'BBB'  |
| FTSE   | FTSE reaffirms AGEL as a constituent of FTSE4Good index serie<br>Governance score stands at 4.5 well above global Utilities sector a |
| ISS ESG  | Prime Band (B+), ranked First in RE sector in Asia   |
| CRISIL   | ESG score of 67/ 100, the highest in Power sector  |

Awards & Recognition (H1 FY24)

ET Edge felicitated AGEL as The **Economic Times Sustainability Organizations 2023** 

Conferred with the 'Platinum' Environment Award by **Grow Care India** 



ive Energy industry average

better than global Utilities sector average of 32.9; Part of Top 10 in RE

nd significantly better than average World Electric Utility score of 32/

ies with an improvement in ESG score from 3.2 to 3.7. Also, AGEL's average of 3.7 and global Alternative Energy sector average of 4.3

Won Grow Care India's prestigious **ESG Risk** Management Awards in 'Platinum' Category

#### **AGEL: LPS Rule introduced in 2022**

- The MoP (Ministry of Power), on June 3, 2022, notified the LPS Rules. The LPS ("Late Payment Surcharge") Rules provide a mechanism for settlement of outstanding dues of generating companies, inter-State transmission licensees and electricity trading licensees.
- Under these rules, overdue payments including late payment surcharge as of the cut-off date of June 3, 2022 were converted into monthly instalments that DISCOMs were to pay over the following 12-48 months
- This has translated to immediate liquidity gains for renewable energy generation companies, and lead to better payment profiles
- DISCOMs to clear fresh dues as per the due date and Equated Monthly Instalments on time, going forward, LPS was waived by the GENCOs.
- The scheme aimed at improving the receivables period of leading RE GENCOs by 40-50 days from the then prevailing 180 days.
- As of May 2023, DISCOMs' dues were down by a third to INR 93,000 crore within less than a year of enforcing the LPS rules.
- Further, the LPS rules prohibit DISCOMs from directly charging the end users for late payment surcharges incurred due to their own delays in settling dues with power GENCOs, i.e., DISCOMs cannot levy any additional charges or increase existing tariffs for end users to recover the surcharges incurred due to delayed payments to GENCOs

