adani
Transmission

17th July, 2019

BSE Limited
P J Towers,
Dalal Street,
Mumbai – 400001
Scrip Code: 539254

National Stock Exchange of India Limited
Exchange plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400051.
Scrip Code: ADANITRANS

Dear Sir,

Sub: Notice of 6th Annual General Meeting alongwith Annual Report of the Company for the financial year.

Dear Sir,

Pursuant to Regulation 30 and 34 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of 6th Annual General Meeting alongwith the Annual Report of the Company scheduled to be held on Thursday, 8th August, 2019 at 10:30 a.m. H. T. Parekh Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015.

Kindly take the same on your record.

Thanking you.

For **Adani Transmission Limited**

Jaladhi Shukla
Company Secretary

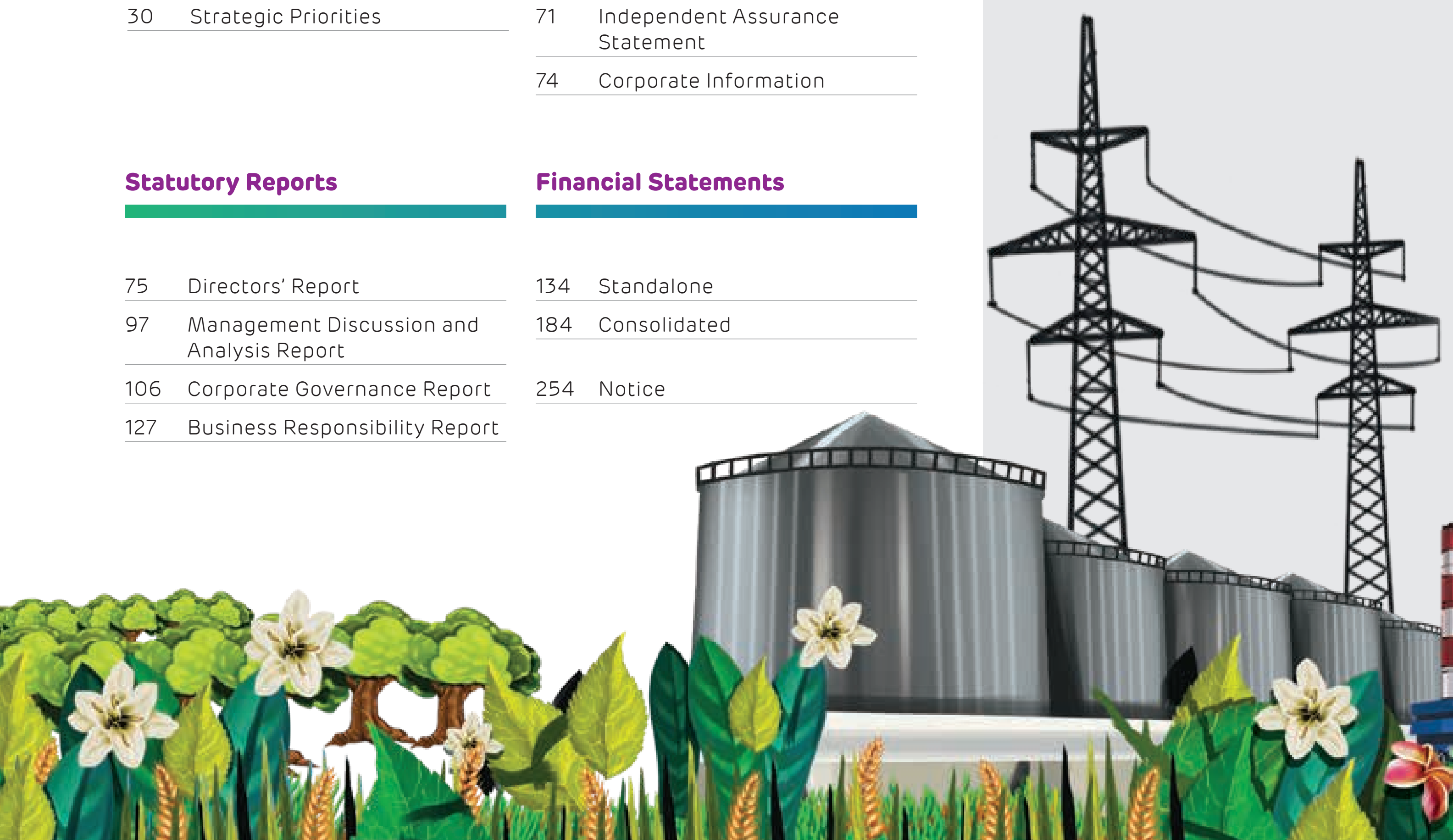
Encl: A/a

Adani Transmission Limited
Integrated Annual Report 2018-19

Connecting Customers. Driving Value.

Contents

Corporate Overview



In India's journey towards providing universal access to electricity, the last mile often seems the longest. We, as India's largest private sector transmission company, are committed to transcending the challenges and finding innovative ways to take electricity to the remotest corners of the nation.

We entered the distribution space in FY18-19 with the acquisition of Mumbai suburban's integrated Generation, Transmission and Distribution (GTD) business, which will not only consolidate our leadership position, but will also expand our role in powering the last-mile connectivity. We are committed to leveraging our experience and expertise to emerge as a leading utility in electricity distribution, providing reliable and affordable electricity to our customers.

At Adani Transmission Limited, we are driven by a sense of purpose. We continue to focus on achieving sustainable growth and explore strategies to expand our portfolio – organically and inorganically. We drive value by acting as a vital and reliable link in India's inclusive electricity growth ambitions, connecting the load centres with the demand centres, and are now taking electricity to the customers' doorstep. We reaffirm our commitment to value creation for the nation and all our stakeholders. Our strategy entails a balanced optimisation of financial outcomes, environmental protection and an abiding pledge to serve society through our business and citizenship efforts.

FY18-19 Highlights

₹ 7,305 crore
Revenue from Operations

₹ 2,857 crore
Operational EBITDA

₹ 559 crore
Profit After Tax

About the Report

Approach to Reporting

This is Adani Transmission Limited's (ATL's) first Integrated Annual Report, prepared with the objective of providing our stakeholders a concise, complete and transparent assessment of our ability to create long-standing value. Till 2017-18, we were preparing a separate Annual Report and Sustainability Report. This is the first year that we have combined both the reports into one, presenting financial and non-financial metrics in an integrated report, for a more holistic picture of our purpose, performance and prospects.

Basis of Preparation

Our Integrated Report is based on the principles contained in the International Integrated Reporting <IR> Framework published by the International Integrated Reporting Council (IIRC). The Report seeks to provide a balanced and transparent assessment of how we create value, considering both qualitative and quantitative matters that are material to our operations and strategic objectives, which may influence our stakeholders' decision-making.

Reporting Boundary

This Report covers information on ATL, including all subsidiaries. During FY18-19, the Company acquired Mumbai Generation, Transmission and Distribution (GTD) business and renamed it as Adani Electricity Mumbai Limited (AEML) .

Reporting Period

The ATL Integrated Report is an annual publication and provides material information relating to our strategy and business model, operating context, material risks, financial and non-financial performance, prospects and governance, covering the financial year from April 1, 2018 to March 31, 2019.

Board and Management Assurance

The Board of Directors and Management Team acknowledge their responsibility to ensure the integrity of this Integrated Report. The Board has accordingly applied its collective mind and believes the Report addresses all material issues and presents the integrated performance of the Company and its impact in a fair and accurate manner.

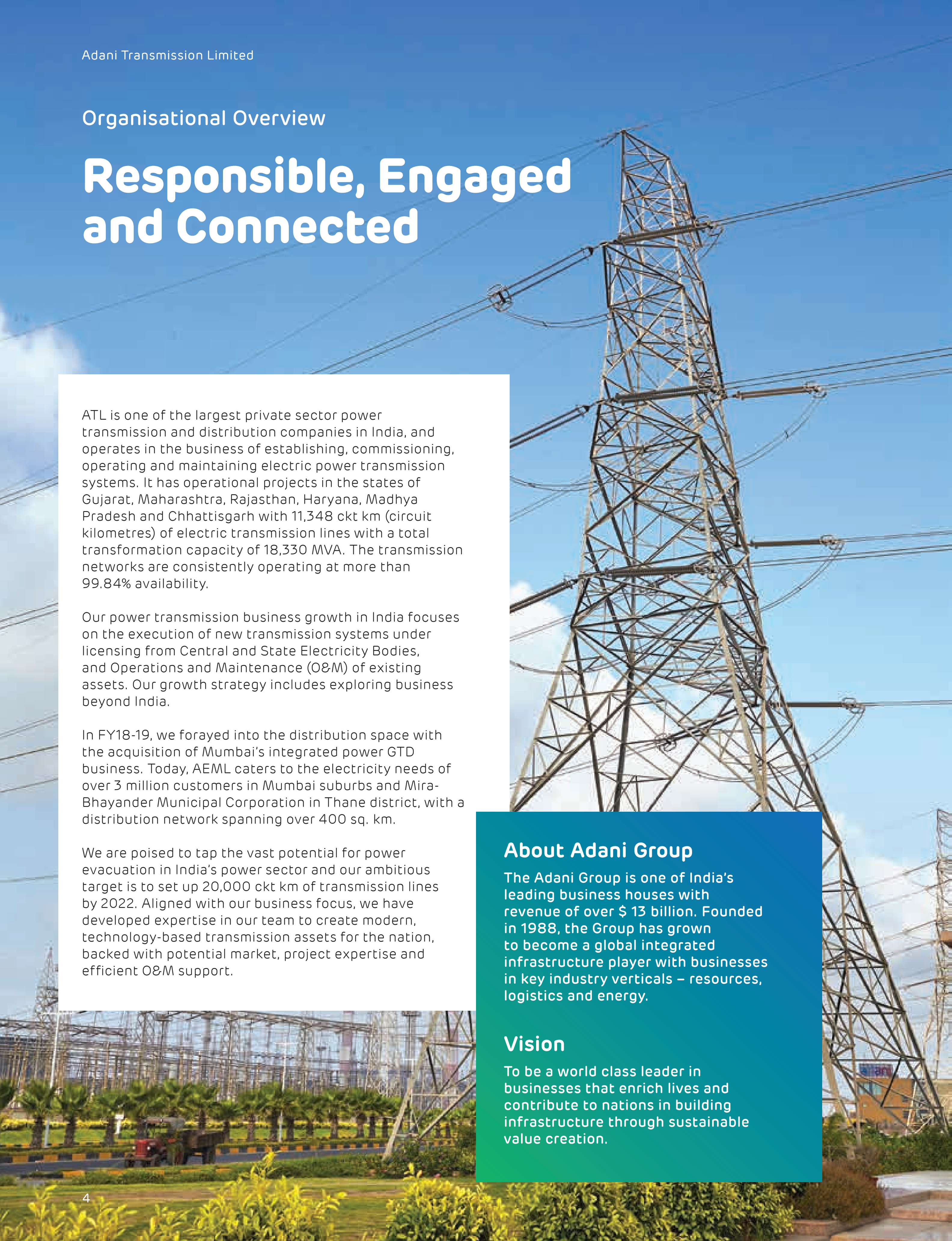
Assurance

We safeguard the quality of information contained in this Report through a robust assurance process, leveraging our internal expertise and external assurance carried out by DNV GL Business Assurance India Private Limited, an independent third-party assurance provider. The Assurance Report is available on 71-73.

Our Capitals

All organisations depend on various forms of capital for their value creation. Our ability to create long-term value is interrelated and fundamentally dependent on the forms of capital available to us (inputs), how we use them (value-adding activities), our impact on them and the value we deliver (outputs and outcomes).

- Financial Capital
- Social & Relationship Capital
- Intellectual Capital
- Human Capital
- Manufactured Capital
- Natural Capital



Organisational Overview

Responsible, Engaged and Connected

ATL is one of the largest private sector power transmission and distribution companies in India, and operates in the business of establishing, commissioning, operating and maintaining electric power transmission systems. It has operational projects in the states of Gujarat, Maharashtra, Rajasthan, Haryana, Madhya Pradesh and Chhattisgarh with 11,348 ckt km (circuit kilometres) of electric transmission lines with a total transformation capacity of 18,330 MVA. The transmission networks are consistently operating at more than 99.84% availability.

Our power transmission business growth in India focuses on the execution of new transmission systems under licensing from Central and State Electricity Bodies, and Operations and Maintenance (O&M) of existing assets. Our growth strategy includes exploring business beyond India.

In FY18-19, we forayed into the distribution space with the acquisition of Mumbai's integrated power GTD business. Today, AEML caters to the electricity needs of over 3 million customers in Mumbai suburbs and Mira-Bhayander Municipal Corporation in Thane district, with a distribution network spanning over 400 sq. km.

We are poised to tap the vast potential for power evacuation in India's power sector and our ambitious target is to set up 20,000 ckt km of transmission lines by 2022. Aligned with our business focus, we have developed expertise in our team to create modern, technology-based transmission assets for the nation, backed with potential market, project expertise and efficient O&M support.

About Adani Group

The Adani Group is one of India's leading business houses with revenue of over $ 13 billion. Founded in 1988, the Group has grown to become a global integrated infrastructure player with businesses in key industry verticals – resources, logistics and energy.

Vision

To be a world class leader in businesses that enrich lives and contribute to nations in building infrastructure through sustainable value creation.

Values

Courage

- We shall embrace new ideas and businesses
- Take calculated risks in pursuing new and big business opportunities
- Dare to achieve
- Own up to our decisions

Trust

- We shall believe in our employees and other stakeholders
- Show faith in the capability of our employees
- Empower our employees to go beyond the call of duty to deliver results
- Encourage employees to turn disappointments into learning opportunities
- Listen to and include the perspectives of our vendors, investors and other stakeholders

Commitment

- We shall stand by our promises and adhere to high standards of business
- Be Reliable – 'Do what you say' and 'Say what you will do'
- Consistently deliver on business goals and targets
- Consistently demonstrate high standards of professionalism

Culture

Passion

Performing with enthusiasm and energy

Results

Consistently achieving goals

Integration

Working across functions and businesses to create synergies

Dedication

Working with commitment in the pursuit of our aims

Entrepreneurship

Seizing new opportunities with initiative and ownership

FY18-19 Key Highlights

- Operationalised **6 new transmission projects** and a 7th project - Chhattisgarh-WR Transmission Limited (CWRTL) - on advance stage of commissioning within budget
- Won **2 new Tariff Based Competitive Bidding (TBCB)** projects (Obra-C and Ghatampur) of ~1,510 ckt km
- **Acquired one transmission asset** from of 343 ckt km KEC International Ltd.
- **Acquired Mumbai Generation (500 MW), Transmission (540 ckt km)** and **Distribution** business and renamed it as Adani Electricity Mumbai Limited (AEML)

~99.84%
Availability (FY18-19)

3 million+
Distribution consumers

BBB-/Baa3
International investment grade rating

AA+
Domestic credit rating

~₹ 254 bn/ $ 3,741 mn
Regulated asset base (fully built)

31 years
Average residual concession life

9 states
Presence

64%/36%
Fixed return / fixed tariff asset base

~₹ 114 bn/ $ 1,680 mn
Approved tariff order (fully built)

Operational Assets

Strong Capabilities across Businesses

FY18-19 Operational Assets

Particulars	Assets Type	Assets	Route Length (ckt km)	Transformation Capacity (MVA)	No. of Substations	Counterparty
Operational Assets	Existing Assets	Maharashtra Eastern Grid Power Transmission Company Limited (MEGPTCL)	1,217	6,000	2	State
		Adani Transmission (India) Limited (ATIL)	3,834	6,630	3	Centre/ State
		Aravali Transmission Service Company Limited (ATSCL)	97	630	1	State
		Maru Transmission Service Company Limited (MTSCL)	300	730	1	State
		Western Transmission (Gujarat) Limited (WTGL)	974	-	-	Centre
		Western Transco Power Limited (WTPL)	2,089	-	-	Centre
	ATL Acquired Business	Adani Electricity Mumbai Limited (AEML)	540	3,125	8	State
		KEC Bikaner Sikar Transmission Private Limited (KBSTPL)	343	-	-	State
	Recently Commissioned	Sipat Transmission Limited (STL)	348	-	-	Centre
		Raipur Rajnandgaon-Warora Transmission Limited (RRWTL)	611	-	1	Center
		Chhattisgarh-WR Transmission Limited (CWRTL) — 6 of 7 elements are in operation	304	630	1	Centre
		Adani Transmission (Rajasthan) Limited (ATRL)	278	-	-	State
		Hadoti Power Transmission Service Limited (HPTL) (PPP 8)	116	310	5	State
		Barmer Power Transmission Service Limited (BPTL) (PPP 9)	133	150	6	State
		Thar Power Transmission Service Limited (TPTL) (PPP 10)	164	125	5	State
Subtotal			**11,348**	**18,330**	**33**	
Ongoing Projects	Under Construction Projects	Chhattisgarh-WR Transmission Limited (CWRTL) — 1 of 7 elements is in construction	130	-	-	Centre
		North Karanpura Transco Limited (NKTL)	274	1,000	1	Centre
		Fategarh-Bhadla Transmission Limited (FBTL)	292	-	1	Centre
		Ghatampur Transmission Limited (GTL)	895		-	State
		Obra-C Badaun Transmission Limited (OBTL)	623	950	1	State
Subtotal			**2,214**	**1,950**	**3**	
Total (Operational + Ongoing Projects)			**13,562**	**20,280**	**36**	

Note - Ckt km for Under Construction Projects are tentative.

Projects under Construction

1. Chhattisgarh-WR Transmission Limited (CWRTL) (~130 ckt km consist of 765 kV)

- Build, Own, Operate & Maintain (BOOM) basis project
- Awarded through Tariff Based Competitive Bidding (TBCB)
- Will strengthen the system for Independent Power Producers (IPPs) in Chhatishgarh and other generation projects in the western region
- Consists of seven elements of length ~434 ckt km and has a substation at Morena
- Six elements of the project length ~304 ckt km have been commissioned, except the Aurangabad - Padghe transmission line having line length of ~130 ckt km
- Has taken longer execution time due to severe Right of Way (ROW) issues and rerouting of lines at the Pune end as per the requirement of the Power Grid Corporation of India Limited (PGCIL)

2. North Karanpura Transco Ltd. (~274 ckt km along with establishment of 400/220 kV Substation)

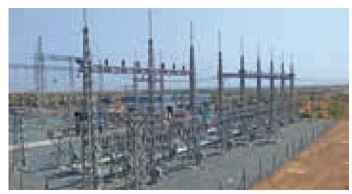
- BOOM basis project
- Awarded through TBCB
- Will be used to evacuate power from North Karanpura (3X660MW) generation project of National Thermal Power Corporation (NTPC), along with the creation of 400/ 220 kV Substation at Dhanbad (ERSS- XIX)
- Time over run is due to the peculiar ROW issue in the coal-bearing area. The same has been resolved and Central Electricity Regulatory Commission (CERC) has directed to go ahead with the change in scope. CERC has directed the liberty to approach it for time and cost overrun

3. Fatehgarh-Bhadla Transmission Limited (~292 ckt km consist of 765 kV along with the Fatehgarh pooling station)

- BOOM basis project
- Awarded through TBCB
- Will be used to evacuate power from the Ultra Mega Solar Park located in Fatehgarh in Jaisalmer district, Rajasthan

4. Ghatampur Transmission Ltd. (~895 ckt km consists of three 765 kV transmission lines and bay extension the in existing substation)

- BOOM basis project
- Awarded through TBCB
- Will be used to evacuate power from 3X660MW Ghatampur Thermal Power Project



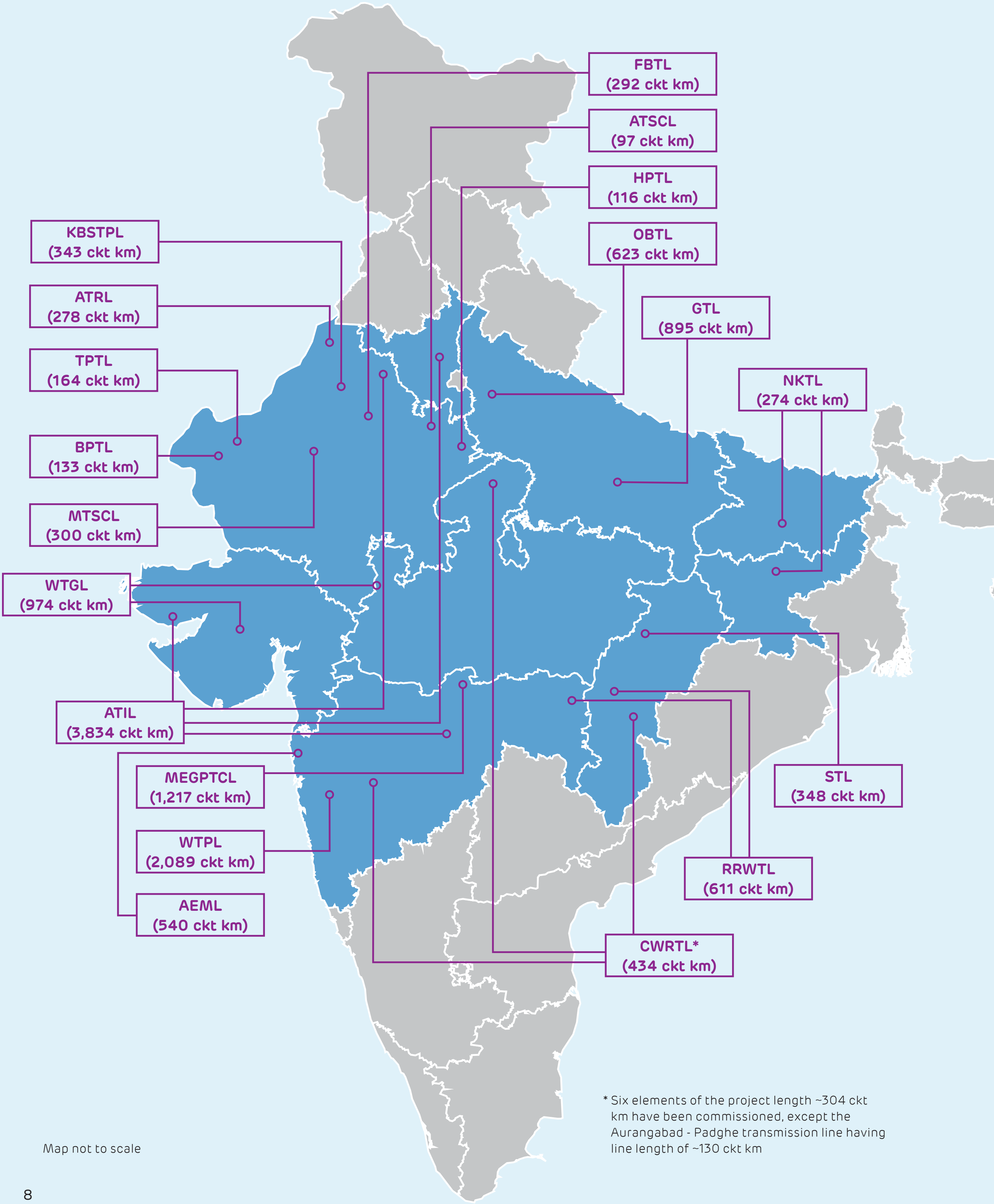
5. Obra-C Badaun Transmission Ltd. (~623 ckt km consist of 765 kV/400 kV/220 kV/132 kV along with green field 400 kV/220 kV/132 kV GIS substation)

- BOOM basis project
- Awarded through TBCB
- Will be used to evacuate power from Obra C (2X660MW) Thermal Power Project as well as for system strengthening

6. AEML Transmission Business Projects

- 220 kV D/C AEML Aarey-MSETCL Borivali Transmission System (U/G cable)
- 220 kV AEML Versova-TPC Versova Connectivity Project – Installation of 220 kV Gas Insulated Switchgear (GIS) bays, commissioning of control philosophy for new 220 kV GIS bays, bus extension through GIBD system and associated civil works for the 220 kV GIS foundation

Presence



* Six elements of the project length ~304 ckt km have been commissioned, except the Aurangabad - Padghe transmission line having line length of ~130 ckt km

Map not to scale

Operational Assets

11,348 ckt km

18,330 MVA

Projects under Execution

2,214 ckt km

1,950 MVA

Assets Presence

Assets Name	Presence in States
MEGPTCL	Maharashtra
ATIL	Gujarat, Rajasthan, Haryana, Maharashtra
ATSCL	Rajasthan
MTSCL	Rajasthan
WTGL	Gujarat, Madhya Pradesh
WTPL	Maharashtra
AEML	Maharashtra
KBSTPL	Rajasthan
STL	Chhattisgarh
RRWTL	Maharashtra, Chhattisgarh
CWRTL	Madhya Pradesh, Maharashtra, Chhattisgarh
ATRL	Rajasthan
HPTSL / PPP8	Rajasthan
BPTSL / PPP9	Rajasthan
TPTSL / PPP10	Rajasthan
NKTL	Jharkhand, Bihar
FBTL	Rajasthan
GTL	Uttar Pradesh
OBTL	Uttar Pradesh

Operational Highlights

How We Create Value Using the Six Capitals

Financial Capital

Financial Capital is the value of money that the Company obtains from providers of capital, that is used to grow and support business activities. The profits generated thereof are distributed among its stakeholders as well as retained to fund business activities. Financial capital (includes shareholders' equity and debt) is a critical input in executing and growing our business activities and in generating, accessing and deploying other forms of capital.

₹ 7,305 crore
(includes ₹ 4,270 crore for AEML business)
Revenue from opearations

₹ 2,857 crore
Operational EBITDA

₹ 559 crore
PAT

BBB-/Baa3
International investment grade rating

AA+
Domestic credit rating

Read more on page 12-13

Manufactured Capital

Manufactured Capital is the Company's tangible and intangible infrastructure used for value creation through business activities.

11,348 ckt km
Operational transmission lines

2,214 ckt km
Length of transmission lines under construction

33
Operational substations

3 million+
Total distribution customers – Mumbai distribution business

Read more on page 8-9

Human Capital

Our employees are key to our success and we want to attract, develop, and retain the very best people to deliver great outcomes for our customers and stakeholders. We motivate people working for us and aim to inspire and develop them and provide them with a workplace that is supportive, safe and enjoyable.

11,214
Total workforce

63,885 Man-hours
Technical training provided

43,008 Man-hours
Behaviour-based training provided

416
Total recruits

Read more on page 46-51

Note: All figures pertain to FY18-19

All organisations depend on various forms of capital for their value creation. We recognised that doing business in a sustainable and responsible manner is important for ensuring our future viability. We use our six capitals to generate and sustain value for all our stakeholders.

Intellectual Capital

Our Intellectual Capital includes our strong brand, highly experienced people, world-class technology, and robust processes and systems. We consistently strive to innovate with new offerings, technologies and accessibility to bring brilliant customer experience in an evolving industry landscape.

SCADA utilisation, Automatic Power Factor Correction (APFC), drone survey

Gensuite app for safety management

Gallup Survey for business processes

E-learning platforms
For employees such as E-Vidyalaya, HARVARD ManageMentor, Takshshila, Nalanda

Adani NorthStar Programme
Building leadership interventions and functional capabilities
Eklavya - A programme for recruitment of candidates from premium B-schools

Certified
With ISO 9001:2015, ISO 14001:2015 and OHSAS 18001:2007; upgrading to ISO 45001:2018

Read more on page 36-37

Social & Relationship Capital

Social and Relationship Capital refers to the relationships the Company establishes with its customers, investors, regulators, suppliers and community at large to create societal value, as a responsible corporate citizen.

₹ 17.91 crore
CSR spend

12,000+
CSR beneficiaries

Community development initiatives
Addressing inequalities, clean water and sanitation, decent work and economic growth, quality education, good health & wellbeing and sustainable city

Zero
Community grievances or infringement of indigenous community rights reported

Read more on page 52-59

Natural Capital

Natural Capital refers to the natural resources the Company uses to create value for its stakeholders, as well as its efforts to promote natural resource preservation and environmental mitigation. Our approach towards environment protection and conservation of natural resources is guided by our internal policies and applicable laws of land.

~80 KL
Waste Generated of used Oil

19,37,800
Water consumption (KL)

34,46,189
Scope 1 TCO_2e emission

24,079
Scope 2 TCO_2e emission

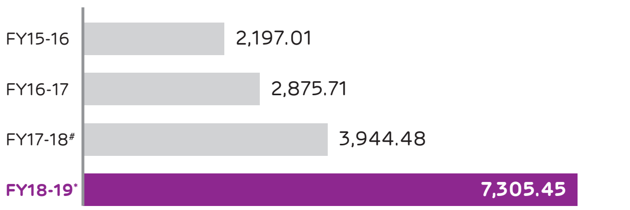
Read more on page 60-63

Financial Highlights

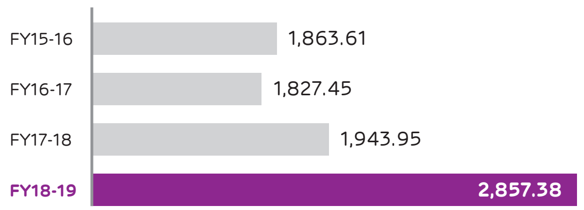
Delivering with Proven Expertise

Profit & Loss Metrics

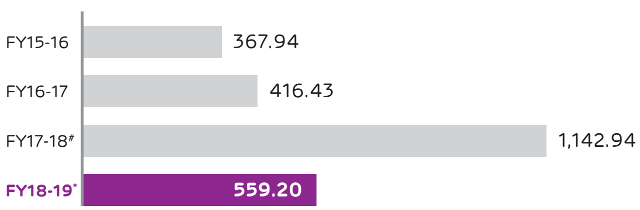
Revenue from Operations
(₹ in crore)



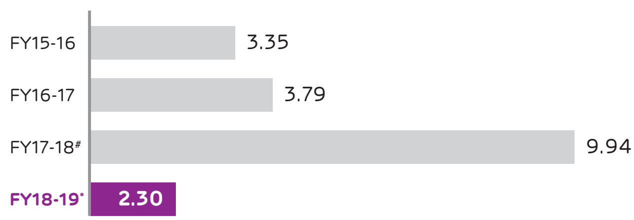
Operational EBITDA
(₹ in crore)



Profit After Tax
(₹ in crore)



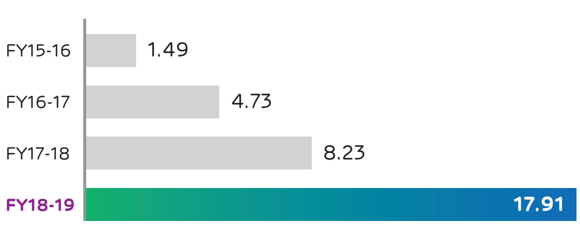
Earnings Per Share (Basic) (₹)



FY17-18 includes onetime income of ₹ 872.53 crore recognised during the year based on CERC order received related to the earlier year.
* FY18-19 includes revenue reversal of ₹ 89.57 crore during the year based on MERC order received related to the earlier year.

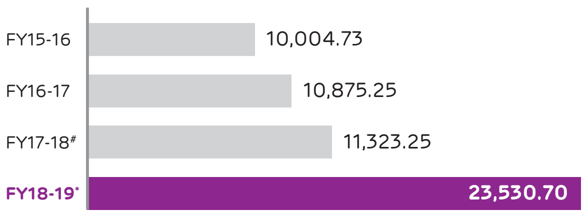
Other Operating Metrics

CSR Spend (₹ in crore)

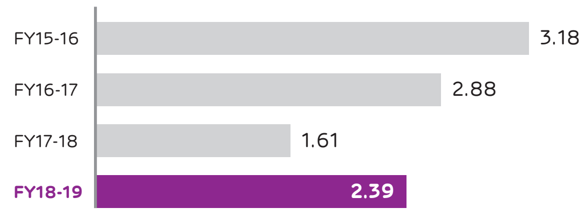


Balance Sheet Metrics

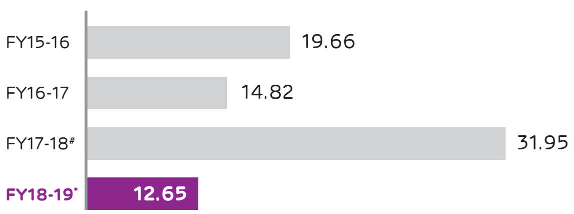
Net Fixed Assets
(₹ in crore)



Debt-to-equity Ratio



Return on Net Worth (RONW) (%)



Direct Economic Value Generated and Distributed

Particulars	FY18-19 (₹ in crore)	FY17-18 (₹ in crore)
Total Revenue (A)	**7,656.64**	**4,055.19**
Income from GTD Business	6,463.07	3,128.7
Other Income	255.35	110.71
Revenue from Trading	842.38	815.78
Regulatory Deferral Account Balances – Income	95.84	-
Total Distribution (B)	**6,215.29**	**2,332.84**
Operating Costs	3,925.83	1,067.44
Employee Wages and Benefits	586.92	42.25
Payment to Providers of Capital (Interest)	1,391.03	885.63
Payment to Government	293.60	329.29
Community Investments (CSR)	17.91	8.23
Economic Value Retained (A-B)	**1,441.35**	**1,722.35**

Financial Highlights	**FY18-19 (₹ in crore)**	**FY17-18 (₹ in crore)**
EBIDTA	2,857.38	2,826.01
EBIDTA Margin	38.61%	71.64%
PAT	559.20	1,142.94
Total Assets	31,928.90	17,265.46
Earnings Per Share	2.30	9.94
D:E	2.39	1.61
Market Capitalisation	23,910	21,303
Equity	1,099.81	1,099.81
Reserves & Surplus	3,535.04	3,108.05
Unsecured Perpetual Securities	3,408.03	1,848.63
Sub-debt from Promoter	35.79	319.24
Debt [Including External Commercial Borrowing (ECB)]	20,101.20	10,109.10
ECB	3,959.36	4,009.15
Others (WC & Deposits, etc.)		
Credit Rating - Domestic	AA+	AA+
- International	BBB-	BBB-

Chairman's Review

Evolving for the Future

The three areas of focus are optimise operational performance, grow our core business, and ensure ATL is positioned to move fast to capitalise on the opportunity ahead.

Dear Shareholders,

Greetings! We live in interesting times. India continues to be the world's fastest growing economy. We are expected to become the world's fifth largest nation by the end of this year. Our country is expected to see an investment of a trillion dollars in infrastructure, split evenly between public and private sectors, and is on its way to becoming a 5 trillion dollar economy over the next five years.

India at an Inflection Point

In the recent elections, the mandate received by the government is an indication that the citizens of our country have voted for stability in support of a vision that addresses large segments of the society in a fashion and scale that will radically change India's development trajectory. In an analysis published earlier this year, the World Economic Forum predicted that India would have lifted 2.5 crore more households out of poverty over the next decade, thereby reducing the share to households below the poverty line to 5%. For a size of our country, these are staggering statistics and a harbinger of hope and optimism for the entire nation. Undoubtedly, there will be challenges and not all programmes may get executed to perfection, but there cannot be any denying of the fact that the ambitions of our nation are taking shape in a fashion that is transformative and exciting, and India is at an inflection point.

The Transformation of the Adani Group

For the Adani Group, FY18-19 has also been a year of inflection. Each one of our six publicly traded Group companies delivered record financial performance and made tangible progress in further consolidating their positions as industry leaders in every segment we operate in. Every one of the Group companies are now growth platforms that, while mutually independent, draw upon the management and leadership synergies that exist in the Group.

ATL – Going from Strength to Strength

Adani Transmission Limited (ATL) has incredible opportunities ahead of it and has continued to grow stronger with impressive numbers and established ambitious strategic goals over the last fiscal. Despite being one of the fastest growing economies in the world, our per capita electricity consumption continues to be among the lowest and along with the continued growth in power generation will come the growth of the transmission sector.

Among the principal growth drivers are progressive government policies such as '24x7 Power for All'. As part of this vision, the government has laid a major thrust towards capacity building in the energy sector. Also, the introduction of tariff-based competitive bidding and similar empowering policy interventions in India's power transmission are expected to encourage growth and infuse efficiencies into the system that we will best benefit from.

One of the major inflection points for ATL in FY18-19 was its foray in the retail electricity distribution business through an acquisition that gives us an opportunity to serve over 3 million people in the city of Mumbai. This positions ATL well to pursue other value-accretive opportunities in the electricity distribution space in the ensuing times as well as sets the base for further expansion in the distribution sector.

With the government's strategic focus on rural electrification and last-mile connectivity, our journey will not just contribute to the economy but will also touch millions of lives.

Three Strategic Priorities

The three areas of focus are optimise operational performance, grow our core business, and ensure ATL is positioned to move fast to capitalise on the opportunity ahead.

Growth with Goodness Foundation initiatives now reach across **18** states and **2,250** villages and towns, touching over **5,00,000** families.

With a goal of 'No Fatalities, No Injuries, and No Excuses,' we continue to demonstrate leadership on safety across all levels of the organisation.

In case of the transmission strategy, we will pursue new business development opportunities that are close to our core business and rapidly expand our regulated asset base.

On the distribution side, our constant endeavour is to achieve customer delight by understanding the present and future expectations of our customers and stakeholders, and develop the right kind of products and services that allow for improved monetisation.

Finding new ways of optimising our operational performance will be an important factor in our ability to compete and grow. We are actively working to develop our new technology roadmap and to embrace disruptive technologies.

Focus on Safety
As we continue to make strong strategic and operational in-roads, we continue to maintain excellent safety levels and reliability across all our networks. A sustained focus on our environmental sustainability record and employee engagement remains a priority. Health, safety and security are embedded in our organisational values and drive our strict adherence to industry best practices.

We have implemented an Integrated Management System (IMS) across our operations to identify and manage hazards, risks and emergencies related to projects, and operations and maintenance. We are proud to observe no reportable incidents during the year. Safety is at the forefront of training for all employees and contractor workmen to improve our safety culture across the board. With a goal of 'No Fatalities, No Injuries, and No Excuses,' we continue to demonstrate leadership on safety across all levels of the organisation.

Environment, Social Responsibility & Governance
Along with our focus on the financial and operational performance, we are equally committed to continue to strengthen our corporate governance practices. In line with this, we have implemented a strict policy for related party transactions. To ensure transparency in all transactions, we will include assessments by internal business teams, review through an external agency and a due diligence by an Executive Committee consisting of Board of Directors. These steps are in addition to the existing regulatory requirements.

Adani Foundation continues to go about its business of making a difference to the lives of the various communities the Group touches. Our Foundation initiatives now reach across 18 states and 2,250 villages and towns, touching over 5,00,000 families. Along with the growth of the business, it is this goodness that makes our efforts meaningful.

Growth with Goodness
In closing, I thank all our stakeholders for their support and conviction in our philosophy of 'Growth with Goodness'. We are committed to continue our exciting journey of growth with the support and guidance of our customers, employees, shareholders, bankers, governments, and the Board. We shall continue to remain an active contributor to nation building, adding value to our product portfolio and explore opportunities that contribute to the growth of our business and the nation.

Regards,
Gautam Adani
Chairman
Adani Group

MD & CEO's Message

Integrated Thinking for a Connected Tomorrow

We are constantly growing our capabilities, expanding our footprint and pursuing growth opportunities with a view to enhancing short-, medium- and long-term value for our stakeholders.

Dear Shareholders,

I am pleased to present our first Integrated Annual Report for FY18-19, unfolding the value-creation story for our business and its impact on key stakeholders related to six capitals, including our economic, environmental and social performance during the reporting period. This Report is prepared based on the reporting requirements of the Integrated Reporting <IR> Framework of the International Integrated Reporting Council (IIRC), and includes discourses from Global Reporting Initiative (GRI) Standards and other guidelines and charters to which we subscribe as part of our environment and social stewardships. We are committed to creating long-term stakeholder value through our business in our value chain. Our ethos of sustainability and operational excellence are evidenced in our business conduct. While we have been disclosing our sustainability performance since FY15-16 through our Annual and Sustainability Reports, we are now moving into the next stage of our sustainability journey with more ambitious plans and targets towards preserving our environment for future generations and inclusive growth, and reporting the same through the <IR> Framework.

Inspired by our value-driven vision, we are constantly growing our capabilities, expanding our footprint and pursuing growth opportunities with a view to enhancing short-, medium- and long-term value for our stakeholders. I am happy to inform you that during the year, we took several steps forward towards growing our scale and capabilities. We entered the retail electricity distribution business with the acquisition of Mumbai suburban's integrated Generation, Transmission and Distribution (GTD) business. We are committed to leveraging the experience to emerge as a leading utility in electricity distribution, thereby providing reliable, competitive and endearing experience to all customers.

Opportunity Spectrum

The improved electrification plans of our government covering all homes, providing 24x7 power supply and enhanced quality-of-life to the rural and semi urban people, while maintaining the power needs of agriculture, industry and other sectors of the economy, is resulting in a net increase in the power demand. This, coupled with the government's commitment to deploy renewable generation capacity, augurs well for the extension of power system networks.

The Government of India envisages an addition of over 1,00,000 ckt km of transmission lines and over 2,90,000 MVA of transformation capacity between 2017 and 2022. This would call for huge investments to be made, to the tune of ₹ 2,60,000 crore, which is expected to create tremendous growth opportunities for ATL. The power demand is set to touch 1,894 TWh by 2022, with peak demand increasing every year. Similarly, with significant reforms likely in the retail electricity distribution sector and a wide range of service providers for customers to choose from, ATL is well-poised for gainful growth on the back of its superior service quality.

With the government focusing on renewables, especially solar power in India, and on ensuring last-mile connectivity with schemes such as '24x7 Power for All' and the Pradhan Mantri Sahaj Bijli Har Ghar Yojana (Saubhagya), transmission networks and electricity distribution system enhancement offers a new set of opportunities that ATL would gainfully pursue.

Our business strategies are in step with the Union Government's sustained policy to give the sector a facelift in terms of infrastructure, especially with end-user linkages and 24x7 availability of electricity for all.

99.84%
Availability levels on a cumulative basis

Six new transmission systems of
1,650
CKT KM

Operating Performance

In FY18-19, ATL again attained the distinction of 99.84% availability levels on a cumulative basis, demonstrating our execution and operational excellence, and our commitment to the uninterrupted supply of power. The operational EBITDA during FY18-19 stood at ₹ 2,857 crore (Transmission business: ₹ 2,051 crore; Distribution business: ₹ 806 crore for 7 months) compared to ₹ 1,944 crore in FY17-18. The consolidated PAT for FY18-19 stood at ₹ 559 crore, as compared to ₹ 457 crore in FY17-18 after eliminating one-time arrears/reversals ₹ 872.53 crore.

We have a strong presence in the Indian grid network, and our presence in Transmission and Distribution (T&D) would continue to grow during the year. Six new transmission systems of 1,650 ckt km were integrated into operation, cementing our position as India's largest private sector power transmission company. With the completion of our ongoing projects, the total network of ATL will be 13,562 ckt km. This includes two new Transmission projects of 1,510 ckt km that we won during the year.

Throughout FY18-19, we focused on cost excellence and process strengthening, especially technology interventions. These efforts are improving our competitiveness and enabling us to deliver great value and certainty to our customers. To optimise costs and conserve our resources, we have the latest software helping us to customise and design our towers in-house. This is enabling us to carry out our engineering design and estimation much in advance, thus allowing more time for the execution of the projects within set timelines.

In Conclusion

Our colleagues and teams are key to shaping the ATL of today and tomorrow. It's always our endeavour to support our people in expressing their full potential and help them realise the best outcomes for stakeholders.

During FY18-19, we continued our efforts to enhance our culture of safety excellence – directed by our visionary leadership and driven by the commitment of our own people to prioritise safety. We are focused on instilling a firm commitment towards the safety of our employees, business partners and communities, in all our people.

As a member of the Adani Group, we are conscious of our commitment to 'Growth with Goodness'. At ATL, we are directing our resources to work with our communities to improve the quality of their lives. We empower grassroot communities by implementing impactful development initiatives across the four areas of education, healthcare, sustainable livelihoods and rural infrastructure.

The road ahead offers tremendous opportunities for our business. We would continue to pursue the same with the spirit of speed, quality, safety and competitiveness. We also remain true to our commitment to create value for all our stakeholders as we focus on growth, execution and operational excellence.

We convey our best wishes to all our stakeholders and look forward to continuing feedback and support in our journey of sustainable development.

Regards,
Anil Sardana
MD & CEO

CFO's Statement

Growing with Integrity and Business Prudence

We managed to keep our operational risks low, with a strong track record of projects executed before time and below budget.

Dear Shareholders,

I am delighted to present to you the performance and sustainability priorities of ATL for FY18-19. We are constantly involved in carrying out our responsibilities towards the social and environmental aspects associated with our business and the community of our various stakeholders. This is a long-term approach towards realising our vision of sustainable value creation through building of infrastructure across the nation. Armed with this vision, we are ready to make our mark as a leading player in the transmission sector.

The evaluation processes followed by stakeholders have continued to evolve over the recent years, marking a major shift from being primarily focused on financial performance to paying significant attention to non-financial performance as well. This development is driven by the global communities pushing business to adopt more sustainable approaches towards ensuring a balance of the environmental, social and community aspects of a business against the financials.

Transparency resides at the heart of our engagement approach. Building infrastructure for helping improve the access to reliable supply of power will require efforts in every arena of the power sector, including generation, transmission, distribution and renewable. Power transmission acts as a vital link here, connecting the supply centres with the demand centres, thus helping to balance the energy requirement of various regions.

This Report captures how we create, sustain and enhance value while quantifying the value we delivered this year across all capitals. The operational EBITDA during FY18-19 stood at ₹ 2,857 crore (Transmission business - ₹ 2,051 crore, Distribution business - ₹ 806 crore for 7 months) as compared to ₹ 1,944 crore in FY17-18. We managed to keep our operational risks low, with a strong track record of projects executed before time and below budget. We also optimised our ROE through efficient financing and sustained investment grade international credit rating as well as AA+ domestic rating. We have leveraged our financial expertise to propel the Company to achieve its future aspirations and development needs.

We continue to focus on growth and are on the lookout for opportunities to expand our portfolio, both organically and inorganically. During the year, we completed the integration of the Mumbai GTD business with our operations, post completion of the acquisition formalities. This marks our foray into the distribution sector. Further, we are on track to achieve our vision of 20,000 ckt km of transmission lines by 2022, towards making our contribution in the development of India's power transmission sector.

Ethical and fair business practices are critical to our success and ingrained deeply in our values. We have continuously adhered to the highest standards of governance as well as enhanced our accountability benchmarks. We are consistent in our efforts to ensure that our financial strengths continue to improve with the successful implementation of our strategy.

CONSOLIDATED PAT FY18-19
₹ 559 CRORE

We have worked hard to build our reputation as a responsible and ethical company among our customers, investors, employees and the communities where we live and work. We have laid down strong roots for further growth.

I would like to thank our lenders, as well as our shareholders and the Board for their active support, for enabling us to create shared value for our larger stakeholder community, including our customers, suppliers, and employees, based on mutual trust and appreciation.

Regards,
Kaushal Shah
Chief Financial Officer

OPERATIONAL EBITDA FY18- 19

₹ 2,051 CRORE
Transmission business

₹ 806 CRORE
Distribution business for 7 months

We are on track to achieve our vision of **20,000 CKT KM** of transmission lines by 2022

CSO's Message

Building Platforms for Sustainable Growth

Sustainability is about creating and enhancing our business model to ensure that an enterprise is truly building for the future.

Dear Shareholders,

At ATL, our understanding and practice of sustainability goes beyond the health and safety of our workforce and environmental stewardship. For us, sustainability is about creating and enhancing our business model to ensure that an enterprise is truly building for the future. A sustainability initiative in play today is geared to create impact consistently over years to come.

This is our first Integrated Annual Report. We have collectively worked to prepare and present that creating value for key stakeholders and providers of diverse capitals is inbuilt with our strategy as well as in the way we measure our performance. Sustainability at ATL embraces environmental and social responsibility while delivering value-accretive growth for our stakeholders. On the operations side, we are working with the best available technology to maximise the use of clean energy, to minimise our carbon footprint.

Our Enterprise Resource Planning (ERP) system helps in capturing performance parameters on material topics of power generation, O&M projects i.e. material procurement and consumption, substation operations, employees and workforce, and waste generation and disposal, among others. Further, the relevant disclosures, including Key Performance Indicators (KPIs) for projects and operations, are collated regularly and reported for review internally at different levels.

On the other hand, material data such as emissions, safety statistics, trainings and grievances, among others, are captured and aggregated at the site level after due validation. Calculations, assumptions and other relevant non-quantitative disclosures are also included in this Report.

We strongly believe that people's aspirations have far-reaching consequences at the societal and national levels. At ATL, we follow the core beliefs of the Adani Group and aim to play the role of a catalyst in enabling people to achieve their goals and dreams. To empower a people is to empower a nation.

We have implemented an Integrated Management System (IMS) across our business to ensure quality operation and maintenance, with minimal impact on environment, and to identify and manage hazards, risks and emergencies related to projects and O&M. Safety is at the forefront of training for all employees and contractor workmen to improve our safety culture across the board. ATL is certified with OHSAS 18001:2007 and is in process to upgrade with ISO 45001:2018.

During the year, we started an innovative programme called 'SafeEye', which can identify even a small safety issue and report it for corrective and preventive measures. We continue to drive capacity building in terms of safety and provided over 16,000 man-hours of training on improving safety during the year.

More than
16,000 MAN-HOURS
of training on improving safety during the year

We firmly believe that achieving 'Zero Harm' is possible if we all strive for it. It is also important to emphasise that safety at the workplace is a condition for employment at ATL, and a condition of engagement for all contractors and subcontractors.

As a practice, we seek external assurance of our disclosures in this Report to improve the credibility of our non-financial disclosures. We have retained DNV GL Business Assurance India Private Limited to conduct an independent assurance, i.e., Type 2, moderate level of assurance based on AA1000AS (2008) of this Integrated Report, covering our non-financial, i.e., sustainability performance for FY18-19.

We look forward to receiving your feedback to help us improve further. You may write to us at cso.transmission@adani.com

Regards,
Vishal Chandrakant Shah
Chief Sustainability Officer

ATL is certified with OHSAS 18001:2007 and is in the process to upgrade to
ISO 45001:2018

'SAFEEYE'
— an innovative programme that enables to idnetify even a small safety issue and report it for corrective and preventive measures

Business Model

Long-term Value Creation for Stakeholders

Capitals — **Inputs**

Financial

₹8,043 Crore
Equity

₹17,701 Crore
Net Long-Term Debt

Manufactured

11,348 ckt km
Operational

- 18,330 MVA transformation capacity
- Generation thermal power – 2 X 250 MW installed capacity
- 1,835 MW solar installed capacity
- Energy consumption – 376.87 MUs
- Presence in 9 states

Intellectual

₹15,77,506
R&D Spend

- Brand name
- Business processes – AGILE, DISHA
- IT enablement in project and operations
- IT/OT projects for digitalisation and process robustness
- Tie-up with ISB Bengaluru and Harvard for corporate learning

Human

11,214
Workforce

- 416 New Recruits
- 65% of Workforce Aged between 30-50 Years
- Training partners APTRI and AEMI

Social and Relationship

₹17.91 Crore
CSR Expenditure

- CSR partners such as Adani Foundation, NABARD, Rotary Club – Dahanu, etc.
- The Adani Foundation works in four key areas—Education, Health, Sustainable Livelihood Development and Community Infrastructure Development

Natural

2.17 MMT
Coal Consumption

- LDO: 469.88 KL
- Diesel: 1,065.19 KL
- Afforestation: ~431 hectares and more than 2 crore mangroves planted (till date)

VALUE CREATED

Vision

20,000 ckt km by 2022

Business Activities

- Power Transmission and Distribution
- Power Generation
- Investment Decisions/Plans based on Long-term Vision and Mission
- Asset Creation
- Trading of Agri Commodities

Business Process

- AGILE
- DISHA
- IMS

Supporting Mechanisms

- Governance and Risk Management
- Risks and Opportunities
- Performance
- Strategy and Resource Allocation
- Outlook

ATL's business model is focused on creating long-term value for both the Company and its stakeholders, through the achievement of goals relating to profitability and growth, efficiency, operational excellence and prevention of business risks.

External Environment

Output

₹7,305 Crore
Revenue from Operations

₹559 Crore
PAT

99.84%
Availability

- Six new transmission systems of 1,650 ckt km came into operation
- Electricity generation
  Thermal power – 3,617.009 MUs
  Solar power – 2.23 MUs
- 10,169 MUs energy wheeled
- 100% billing and collection efficiency
- 136 MT of hazardous waste generation

- New systems and processes implemented
- Robust process of safety management, training and awareness
- Over 16,000 man-hours of safety awareness and training
- ~65% manpower trained in different aspects

1,06,893
Training Man-hours

- Diversity of workforce
- High Potential (HiPo) employees have been identified
- 2 fatalities and 82 Lost Time Injuries (LTIs) reportes

12,000
CSR Beneficiaries

- Vendor base created
- No community grievances or infringement of indigenous community rights reported

(0.59 KG/kWh)
Specific Coal Consumption

- Specific oil consumption - 0.13 ml/kWh
- Waste water recycled - 0.25 million KL
- 1,914.17 TCO_2e emission saved because of solar generation

Outcome (Value Generated for Relevant Stakeholders)

Financial
- Aim to deliver robust returns and long-term sustainable value for shareholders
- Market capitalisation

Manufactured
- Sustainable physical assets, globally competitive services and value to customers
- Efficiency in O&M
- Minimal environment footprint

Intellectual
- Improved customer satisfaction and increased revenue
- Resilient processes and systems
- Elevated brand and social relevance
- Safe workplace

Human
Provide learning and development opportunities to all members across hierarchies

Social and Relationship
- Help create opportunities for employment and entrepreneurship for society
- Satisfied community around us

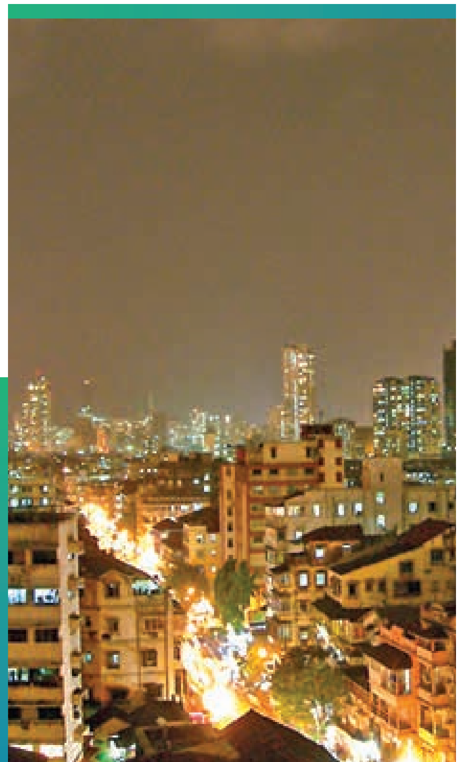
Natural
- Operational excellence for resource conversation
- Restoring ecosystem
- Sustainable consumption

Value Creation (Preservation and Diminution) over Time

Operating Environment

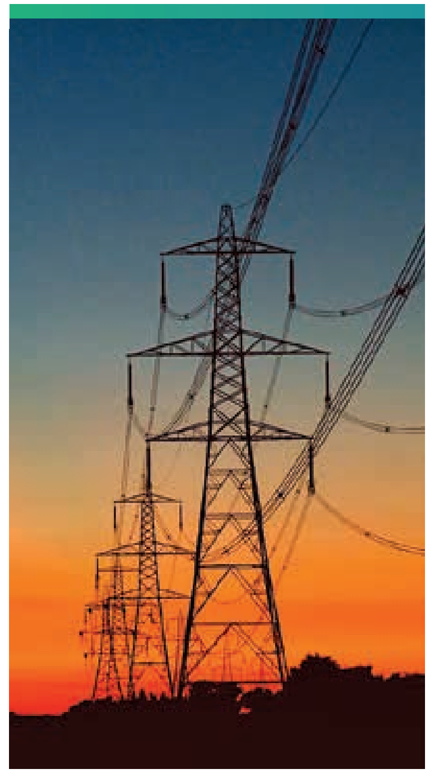
Market Drivers

WE ARE WORKING IN A COMPLEX AND EXTERNAL ENVIRONMENT, WHICH SIGNIFICANTLY INFLUENCES OUR BUSINESS. AN UNDERSTANDING OF THE FOLLOWING STRATEGIC FACTORS HELPS STRENGTHEN THE COMPANY'S COMPETITIVE EDGE TO REMAIN SUSTAINABLE IN THE SHORT, MEDIUM AND LONG TERM.



Growing Electricity Demand

- Target of 'Power for All' by 2022
- Growing urbanisation
- Low per capita electricity consumption compared with developed economies
- Industrial demand likely to rise due to initiatives under 'Make in India'
- Electricity demand likely to grow from 1,212 BU currently to 1,691 BU by 2022 and further to 2,532 BU by 2032, at a CAGR of 5.2%



Government Impetus

- Under the Pradhan Mantri Sahaj Bijli Har Ghar Yojana (Saubhagya), 23.1 million rural and 844,670 urban households provided access to electricity
- Launched the Deendayal Upadhyaya Gram Jyoti Yojana (DDUGJY) to electrify 1,21,225 un-electrified villages and provide intensive electrification of 5,92,979 partially electrified villages and free electricity connections to 397.45 lakh Below Poverty Line (BPL) rural households
- To ensure reliable and affordable electricity to all, India's grid infrastructure will require significant augmentation

Environmental Sustainability

- With sustainability and climate change gaining centre-stage across the world, the long-term focus will be on capacity additions in the renewables space
- Given the intermittent nature of certain renewable sources such as solar and wind, the traditional transmission networks may need to be overhauled
- Dedicated transmission networks may be required to evacuate power from generation plants powered by renewable energy

Digital is Future

- The emergence of digital technologies is disrupting the power sector as well, with hyper-connected and empowered customers demanding uninterrupted and quality power supply
- Electricity utilities globally are increasingly looking at innovative technologies to ensure efficient load distribution and minimise downtime with timely maintenance
- A smarter and more decentralised yet more connected transmission and distribution system, powered by Artificial Intelligence (AI) and Internet of Things (IoT), will also result in improved asset utilisation and open new frontiers for businesses

Structural Drivers

- India faces a demand-supply scenario, with surplus power in some states and deficit in others. This has led to a significant increase in inter-state transmission capacity to bridge the supply gap by transmitting electricity to deficit regions from surplus regions
- The Indian grid is shifting from low-voltage cables to high-voltage cables with new and improved technologies. Currently, inter-state transmission runs at the 400/765 kV level. Higher voltage would lead to more transmission of power, along with a reduction in Aggregate Technical and Commercial (ATC) losses
- New technologies such as High-voltage Direct Current (HVDC) and static compensators are being used to make the grid more stable and reliable

Stakeholder Engagement

The Power of Dialogue

Our Stakeholder Engagement Approach

The following stakeholders have been identified based on the significance of their impact on the business and the impact of the business on them. Key concerns were discovered through our interactions over the course of the business and through various modes of engagement with them.

STAKEHOLDER IDENTIFICATION → SIGNIFICANCE OF IMPACTS → PRIORITISATION → ENGAGEMENT

Key Stakeholders	Stakeholder Concerns	Frequency of Engagement	Mode of Engagement and Communication
Shareholders, Investors, Financial Institutions and Auditors	• Compliance to laws and regulatory requirements • Return on investment/dividend • Timely interest and debt repayment • Socially/environmentally responsible investment • Company strategies • Corporate governance • Proactive/timely communication • Anti-corruption and ethical behaviour	Quarterly, annual and need-based	• Annual Reports • Sustainability Reports • Annual General Meetings • Communication to stock exchanges • Investor meets • Quarterly conference calls • Rating agency notes • Engagement with research analysts for research reports on the Company
Human Resources (Employees + Workforce)	• Respect and dignity • Non-discrimination and fair treatment • Talent management, learning and skill development • Career planning and growth • Work-life balance • Work environment • Health and safety • Fair remuneration, job clarity and job security • Grievance redressal • Proactive communication • Ethical behaviour / statutory compliance	Continuous, monthly, half-yearly and need-based	• Performance appraisal • Newsletters • HR online surveys • Emails • Town halls / open-house meetings • Health, Safety and Environment (HSE) committee meetings and safety alerts • Apex meetings • Policy communication • Portal/intranet • Family get-togethers • Co-created HR policy • HR Connect • Open door policy
Customers	• Conformity to contractual conditions, SLAs and availability • Compliance to regulatory requirements • Grievance redressal • Proactive communication • Timely project delivery • Anti-corruption and ethical behaviour • System availability	Continuous and need-based	• Emails • In-person meetings/letters • Telephone calls • Progress and performance reports • Feedback call from the CEO's office • 24x7 call centre • Chatbot

Our accountability to our stakeholders begins with acknowledging that our success comes from understanding their interests and requirements. It is our constant endeavour to find common, collaborative solutions for progress. We consider our key stakeholders to be those who can create considerable business impact and be significantly impacted by it. Our ongoing discussions with our stakeholders are essential to our business operations and our corporate responsibility process, which includes our process of materiality assessment.

Key Stakeholders	Stakeholder Concerns	Frequency of Engagement	Mode of Engagement and Communication
Governments, Local Administration, and Statutory and Regulatory Authorities	• Compliance and taxes • Timely responses to queries • Anti-corruption • Disaster and relief management • Timely project delivery • System reliability • CSR	Need-based and continuous	• Emails • In-person meetings/letters • Telephone calls • Progress and performance reports • Petitions • Accident/incident reports • Returns under applicable laws
Engineering, Procurement and Construction (EPC and Supply Chain Partners	• Fairness and transparency in contractual processes • Competence development of supply chain partners • Security at workplace • Timely payment and honouring commitments • Long-term association • Create a win-win situation • Clarity in terms and conditions • Work environment – Guidance and co-ordination related to quality and HSE at site • Anti-corruption and ethical behaviour	Continuous and need-based	• Contract/general conditions of contract audits • Feedback and evaluation reports • Supplier meets • In-person meetings • Tool-box talks • HSE meetings • Emergency response drills • Progress reports • Monthly meetings
Local Communities, NGOs and General Public	• Anti-corruption and ethical behaviour • Infrastructure development and maintenance • Social need identification and community welfare • Grievance redressal • Fair process and evaluation for any losses and compensation • Proactive communication • Health and safety • Environmental protection and non-pollution • Human rights honouring commitments • Indigenous rights • Emergency response and disaster management	Continuous and need-based	• Community engagement and local community meetings • Newspapers and CSR volunteers • Hoardings • One-on-one meetings with farmers • Gram Panchayat / Gram Sabha • Sustainability Reports
Media	• Statutory Compliance • CSR • Community health and well-being • Inclusive growth	Need-based	• Annual Reports • Sustainability Reports as per standard practice • Annual General Meetings • Communications • Information on website • Press/media release

Materiality

Addressing Issues that Matter

Material matters are matters of relevance that we address and report on, considering their significance to both the business and our stakeholders and their potential to affect ATL's ability to create value over the short, medium and long term. This allows us to evolve our strategy and modify our reporting to ensure it is aligned with the interests and needs of our audiences, as well as those of the Company.

Our materiality process

Through our materiality assessment process, we engage with a range of internal and external stakeholders to build a clear picture of those issues that have the biggest potential to impact our value-creation ability. These issues may change over time, reflecting developments in our external operating environment and the evolving expectations of our stakeholders.

We reviewed our process of materiality determination considering the following inputs:

1. Views of senior management from various functions of the Company
2. Key stakeholder concerns and requests identified during the year
3. Aspects and topics identified by peers across the world

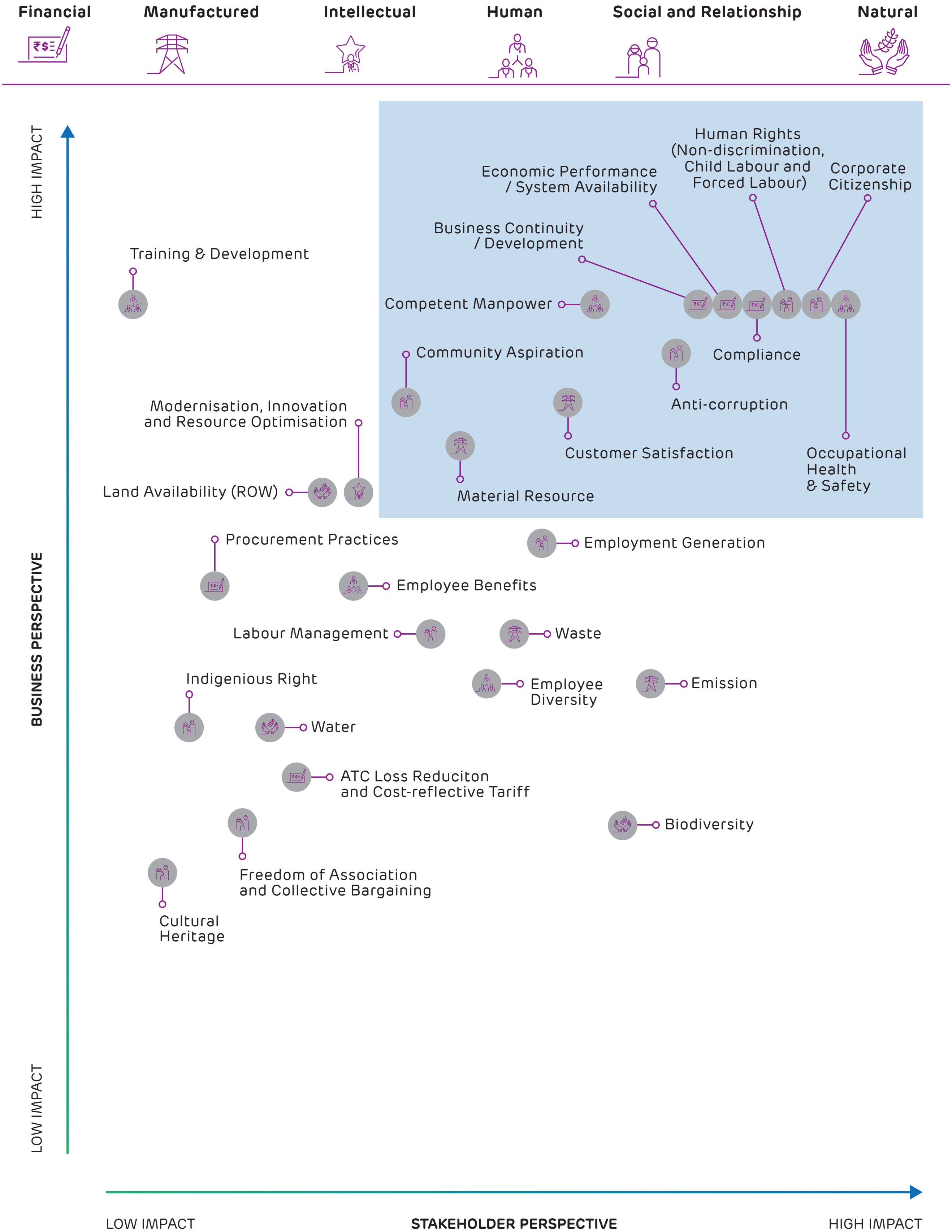
The materiality matrix below is based on prioritisation of a larger pool of issues and on the basis of their impact on ATL and on stakeholders. This has then been finally assessed and approved by our top management, prior to it being incorporated here.

ATL Key Materials Topics

Capital	Key Materials Topics	KPIs
Social and Relationship Capital	Anti-corruption	Number of Complaints/Grievances
	Corporate Citizenship	Number of Complaints/Grievances
	Human Rights (Non-discrimination, Child Labour and Forced Labour)	Number of Complaints/Grievances
	Community Aspiration	CSR Spend Number of Beneficiaries
Financial Capital	Business Continuity/Development	Projects Won (Organic/Inorganic Growth)
	Economic Performance / System Availability	PAT / System Availability
	Compliance	Number of Notices/Compliance Certificate
Human Capital	Occupational Health & Safety	Number of Fatalities Number of LTIs
	Competent Manpower	Training Man-hours
Manufactured Capital	Customer Satisfaction	Number of Customer Complaints ATC Loss
	Material Resource	Material Consumption Waste Generation

Materiality Assessment

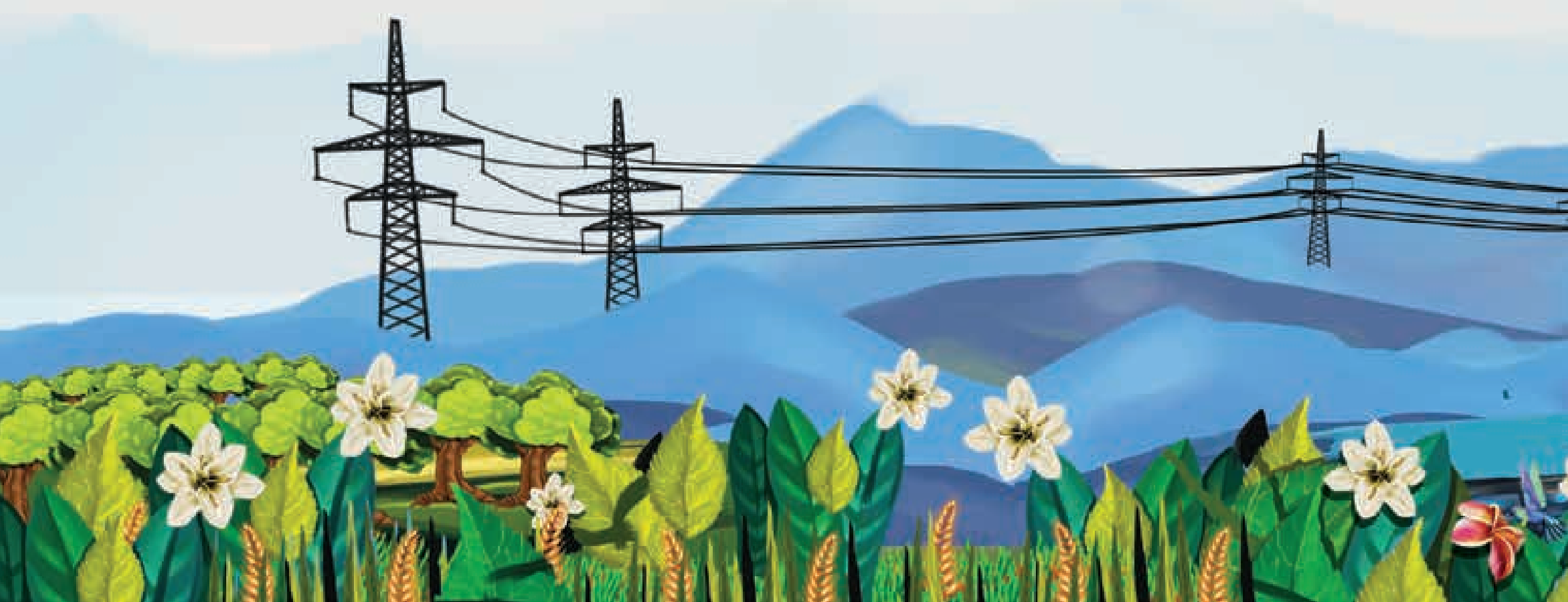
Capital Impacted



Strategic Priorities

Ensuring a Sustainable Future

Strategy	Objective	Capital Impacted
Efficient capital allocation and execution capabilities	Leveraging on strong project execution and project management expertise, and infrastructure	
Portfolio of efficient operating assets	Be among the best run power T&D assets across the Indian power sector	
Robust financial profile	Maintain healthy margins and return ratios	
Grow core business - Transmission	Large addressable opportunity for the private sector in T&D	
Evolve for the future - Distribution business	Integration into the distribution sector through Adani Electricity	



Objective: Achieving 20,000 CKT KM by 2022

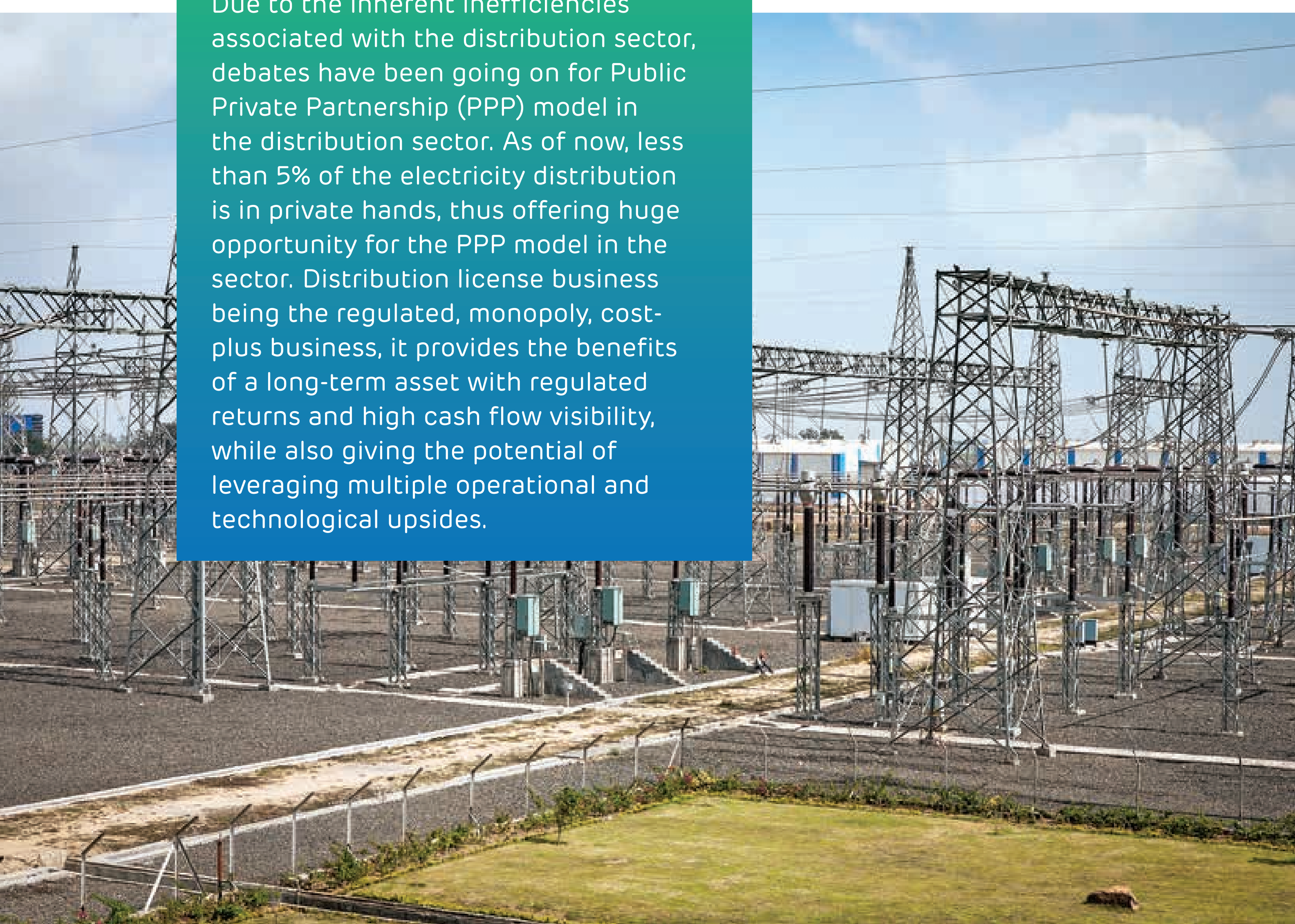
Achievements during the Year	Outlook for FY19-20
• Consistent performance across all operational assets with 99.84% availability and focus on incentive maximisation	• Complete existing projects on time • Pursue new growth opportunities in a disciplined manner, focusing on returns
• Completed asset with minimal ongoing maintenance • Track record of receiving incentive payments for maintaining availability above regulatory requirements	• Maintain high availability through efficient O&M and operational excellence
• Improvement in performance post acquisition of Mumbai integrated power business • Improved returns through extended debt maturity profile (Net Debt/EBITDA – 4.5x) • Optimising ROE through efficient financing, investment grade international credit rating and AA+ domestic rating	• Continued improvement in performance of Mumbai distribution business to enhance profitability • Maintain strong financial profile and pursue value-accretive growth opportunities in the Mumbai business as well as new transmission opportunities
• Operationalised 6 new transmission lines before contracted time and below budget • Won 2 new transmission line bids	• Retain market share in fixed tariff transmission assets – Inter-state, intra-state and brownfield acquisitions • Revisit geographic strategy from a risk-reward perspective for international projects
• Distribution loss reduced by 1.6 p.p. post acquisition • Benefit of a long-term asset with regulated returns and high cash flow visibility	• Pursue new geographies – New license alongside city gas distribution licenses • Pursue new services - roof top solar, electric vehicle charging station, smart home products, etc. • Pursue new customers: Open Access Customers, SEZ, Smart Colonies and Smart Grid

Connecting Customers. Driving Value.

Integration into the Distribution Space

Distribution is the last but the most important link in the value chain in the power sector, responsible for the entire revenue generation. As per the Constitution of India, electricity is a concurrent subject, with transmission and generation falling under the purview of both the central as well as state governments and the distribution sector under the realm of state governments. However, the central government keeps contributing its bit through various schemes, viz. Integrated Power Distribution Scheme (IPDS), Deen Dayal Upadhyay Grameen Vidhyutikaran Yojana, UDAY, etc. to support the state governments in improving the disconcerted distribution sector.

Due to the inherent inefficiencies associated with the distribution sector, debates have been going on for Public Private Partnership (PPP) model in the distribution sector. As of now, less than 5% of the electricity distribution is in private hands, thus offering huge opportunity for the PPP model in the sector. Distribution license business being the regulated, monopoly, cost-plus business, it provides the benefits of a long-term asset with regulated returns and high cash flow visibility, while also giving the potential of leveraging multiple operational and technological upsides.



In August 2018, ATL completed the acquisition of Mumbai Suburban's integrated GTD business and rechristened it Adani Electricity Mumbai Limited (AEML). The transaction marks ATL's foray into the power distribution space and also increases the Company's footprint in the power transmission space. We are committed to leveraging our experience to emerge as a leading utility in electricity distribution by providing state-of-the-art, reliable, quality power supply and excellent experience to our customers.

Snapshot

- 1,892 MW of power distribution
- Annual energy requirement of ~10,800 MUs
- 3 million+ customers
- 500 MW of power generation capacity at Dahanu
- Long-term PPA with Mumbai Distribution
- Long-term Fuel Supply Agreement (FSA) with Coal India
- 3,125 MVA of transformation capacity
- 540 ckt km 220 kV transmission line

Adani Transmission plans to expand its presence in newer geographies in pursuit of India's vision of 'Power for All' and has been scouting for opportunities in the Electricity Distribution segment, with a string of policy advocacy initiatives at various levels, in both the Central as well as State Government.

Advantage of Distribution Business

High barriers to entry providing natural competitive advantage

Perpetuity-like concession with extension in 25-year intervals with stable cash flows

Maximising returns:

- Enhance efficiency: ATC, finance, and efficiency gains
- Assets sweating
- Fibre + tower leasing
- Potential to upsell/cross-sell service solution to customers and pilot projects underway

Distribution: Strategy Going Forward

As a part of its strategy to expand into the distribution segment, ATL has been focusing on:

- Exploring distribution opportunities through PPP model
- Electricity distribution franchise
- Second license options in Special Economic Zones (SEZs) and cities
- Aiming to pursue 'One Adani One Service' to move towards smart colonies and smart homes
- Revisiting our geographic strategy in terms of risk-reward for international projects

Impressive Growth

	FY08-09	FY18-19
Distribution Customers	2.73 MN	3 MN+
Energy Wheeled	8,270 MUs	10,169 MUs
Max Demand	1,509 MW	1,905 MW
Power Transformer Capacity	2,492 MVA	3,775 MVA
Distribution Transformer Capacity	3,923 MVA	4,979 MVA
Distribution Loss	10.59%	7.77%

Connecting Customers. Driving Value.

Demonstrated Track Record of Value-accretive Projects

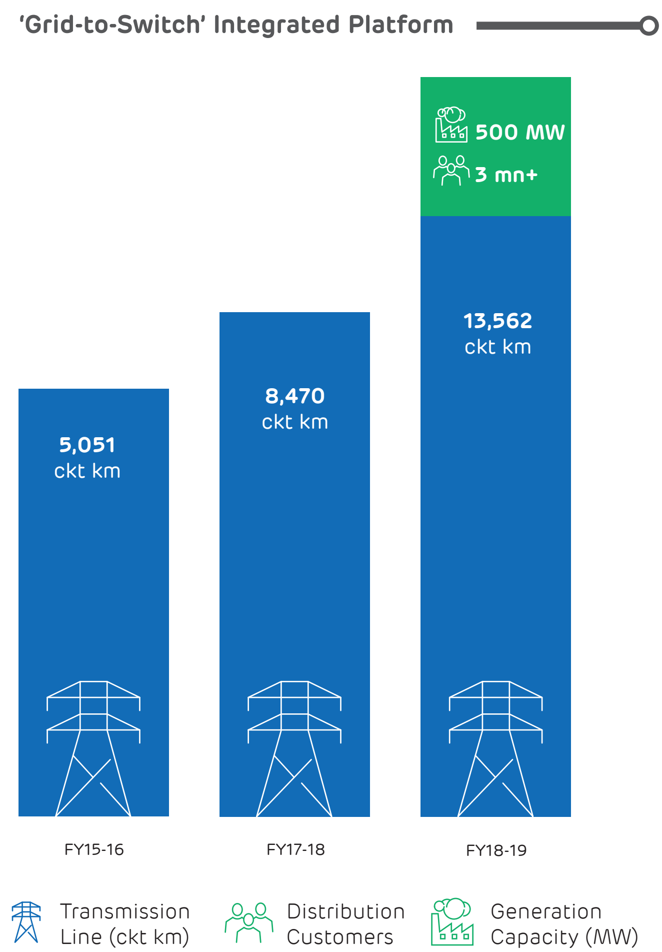
ATL is one of the largest private sector power transmission companies in India.

The Company engages in commissioning, operating and maintaining transmission systems. Our power transmission business in India focuses on building, owning, operating and maintaining new transmission systems under license from central and state electricity regulatory commissions.

ATL has also tapped various inorganic growth opportunities, acquiring GMR's transmission assets in Rajasthan in 2016, Reliance Infrastructure's transmission assets in Gujarat, Madhya Pradesh and Maharashtra in 2017, Mumbai Suburban's integrated business in 2018 and KEC's Bikaner Sikar transmission assets in Rajasthan in 2019.

ATL has established operating benchmarks in the country, which will ensure long-term competitiveness. We have grown from 5,051 ckt km in FY15-16 to 13,562 ckt km in FY18-19. We aim to sustain the growth momentum, with a target of 20,000 ckt km of transmission lines, with corresponding asset value of ₹ 40,000 crore, by 2022.

We have an excellent operating history with a track record of receiving incentive payments for maintaining availability above the regulatory requirements, i.e., 98% for AC system and 95% for HVDC system.



Strengths of ATL

Experience

Given its extensive experience in handling complex EPC services, ATL has strengthened competencies across markets, regions and customers, which helped the Company to commission more projects, generate higher investment returns and reaffirms stakeholders' trust.

Execution

We have a reputation for before-time completion of projects, setting new benchmarks in project delivery. We have completed assets with minimal ongoing maintenance requirements and average licensing period of 25 years with an option to renew in blocks of 10 years. We have consistently maintained availability and operating performance above the regulatory requirements.

During FY18-19, we brought six new transmission projects into operation, with a combined length of ~2,084 ckt km. All these projects were completed on time and will contribute to ATL's revenue and profitability in FY19-20.

Intellectual capital

The ATL engineering team has diverse capabilities, in design, construction, project management, procurement and quality assurance. The team ensures successful execution of projects and reliable ongoing operations with high availability, leading to financial success.

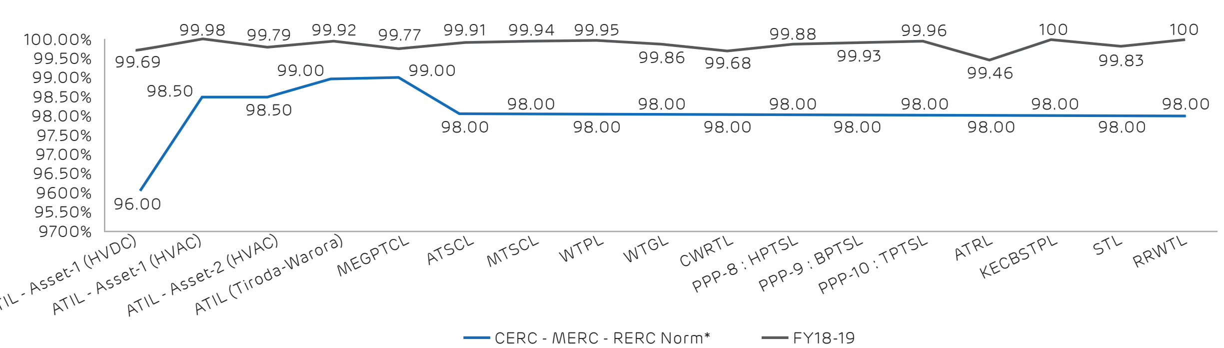
Strong cash flows

The Company's robust financials, with net cash flow of ₹ 2,591 crore from operation and net worth of ₹ 8,043 crore, play a critical role in exploring value-accretive growth opportunities.

ATL is the only private sector power company to have an investment grade credit rating from international agencies (S&P, Moody's and Fitch). ATL has an AA+ rating for its domestic debt.

Efficient Operating History

Availability of Assets w.r.t Nomrs (%)



* CERC - Central Electricity Regulatory Commission, MERC - Maharashtra Electricity Regulatory Commission, RERC - Rajasthan Electricity Regulatory Commission

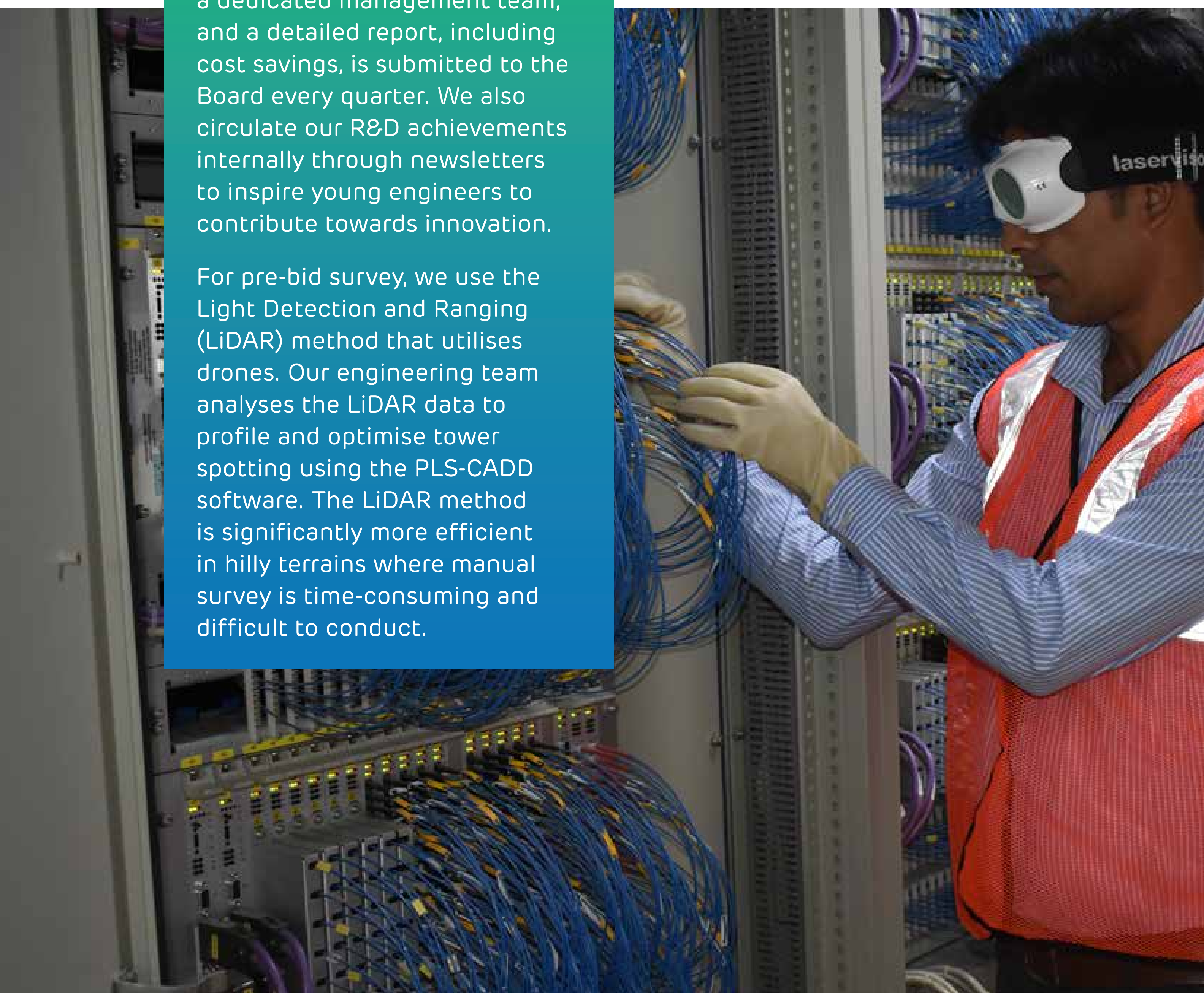
Connecting Customers. Driving Value.

Technology Improvement

We deploy the best available technologies to ensure that our operations meet global performance benchmarks. We understand the need to invest in innovation. Our engineering team carries out R&D activities focusing on process improvements and design customisation without compromising on technical requirements.

The R&D efforts are reviewed by a dedicated management team, and a detailed report, including cost savings, is submitted to the Board every quarter. We also circulate our R&D achievements internally through newsletters to inspire young engineers to contribute towards innovation.

For pre-bid survey, we use the Light Detection and Ranging (LiDAR) method that utilises drones. Our engineering team analyses the LiDAR data to profile and optimise tower spotting using the PLS-CADD software. The LiDAR method is significantly more efficient in hilly terrains where manual survey is time-consuming and difficult to conduct.



Our transmission engineering team recently bid for a project with an underground transmission line, equivalent to 400 kV D/C with quad moose conductor and 220 kV multi-circuit line with a single zebra conductor, under the TBCB model. The project is named WRSS XIX NERSS IX. Our substation engineering team will, for the first time, construct a huge 400 kV/ 220 kV/ 132 kV gas-insulated substation in Package OBRA C. For substations, we use the latest global information system tool – Global Mapper – to estimate land development cost in the pre-bid stage.

Our engineering department continuously strives to bring out new and improved designs of transmission towers with a focus on cost reduction through lower consumption of materials such as steel, aluminium and insulators.

For civil structural design, our engineering team is capable of designing tower and substation structures with the latest widely accepted tools such as PLS Tower and Staad-Pro. For 3D modelling of transmission towers, we use the BOCAD software. Fabrication sketches and CNC details can be extracted from 3D tower models in BOCAD. With 3D modelling and fabrication detailing, we can minimise fabrication and prototyping errors.

Our engineering department continuously strives to bring out new and improved designs of transmission towers with a focus on cost reduction through lower consumption of materials such as steel, aluminium and insulators. In-house designs also provide us the flexibility, not offered by standard designs, to customise environmental and technical parameters.

We developed a transmission tower design that uses circular sections instead of angular ones. We are also exploring the option to use the auger type of foundation in place of open cast foundation, which will reduce construction time in easily accessible terrains. Further, our in-house design of transmission towers and foundations allows us to carry out engineering design and estimation quickly, leaving more time for project execution.

Recently, the IS code for tower design has been revised to allow tubular sections in tower structures. We are evaluating the use of tubular sections, as we envisage that towers with tubular sections could help reduce wind load by almost 40% and increase the reliability and safety of transmission towers, especially during extreme weather conditions such as cyclones.

We regularly participate in national and international technical forums such as CBIP seminars, and the Council on Large Electric Systems (CIGRE) presentations for upgrading knowledge and understanding advancements in technology for optimal resource utilisation.

The reliability of our towers is very critical. We evaluate our tower designs through robust testing processes involving approved test beds in accordance with the Central Board of Irrigation and Power (CBIP) requirements.

Further, to continuously improve efficiency, and as a stepping stone towards developing smart grid systems, we are at the initial stages of identifying opportunities to integrate isolated systems. We regularly participate in national and international technical forums such as CBIP seminars, and the International Council on Large Electric Systems (CIGRE) presentations for upgrading knowledge and understanding advancements in technology for optimal resource utilisation.

'DISHA' for O&M

'DISHA' is a systematic process that has been developed for sustainable operations and maintenance practices across the Transmission business. We have mapped our main processes such as maintenance, including equipment classification, Root Cause Analysis (RCA), Project Management (PM) schedule, inventory management and modification, which aid in better monitoring of KPIs and improving productivity.

'AGILE' for projects

'AGILE' is a business transformation initiative focused on creating a common control platform for various activities related to projects. Efficient project management requires inter-departmental inputs. There were separate Standard Operating Procedures (SOPs) for each department, Engineering, Projects, Procurement, Safety and Quality. We have established a common platform to get a bird's eye view of project status and lifecycle, which will further improve our project management practices. We have also standardised inputs, processes and outputs for each department. Eighteen work packages were identified and implemented using SAP modules and Primavera (P6). This process also helps in indicating the top five risks for a project.

Governance Framework

Embedding Good Governance in Everything We Do

We believe that good corporate governance is the foundation of a sustainable and commercially successful business. ATL is committed to building a corporate governance system founded on excellence in our open dialogue with the market and all stakeholders. Ongoing, transparent communication with stakeholders is an essential tool for better understanding their needs.

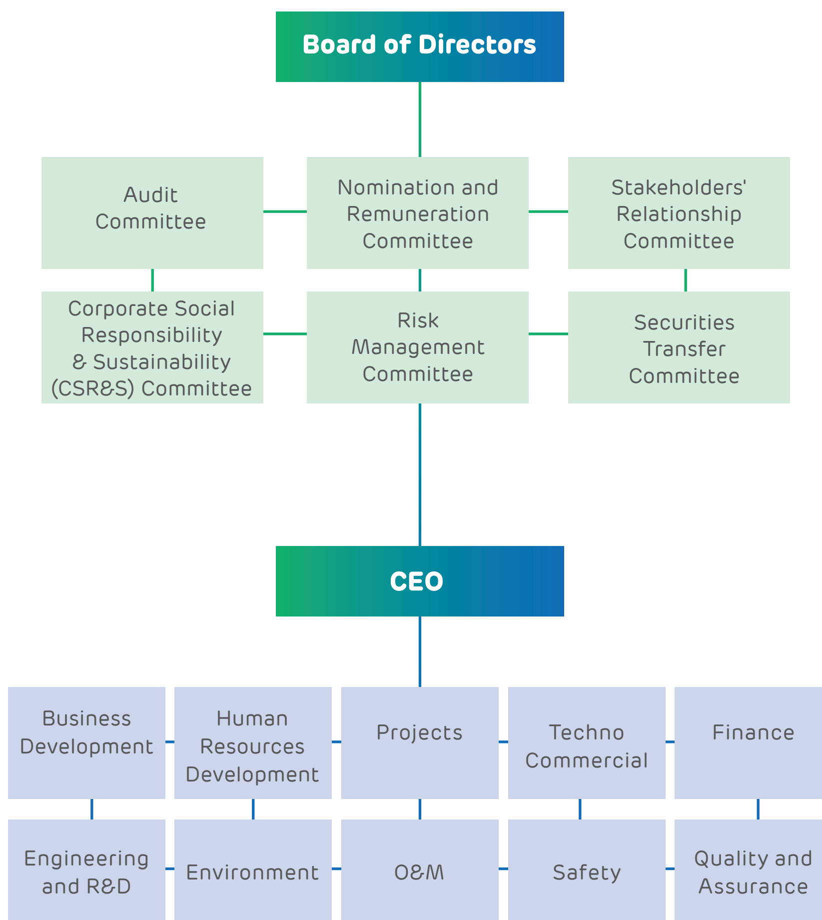
Governance Framework

Corporate governance is about meeting our strategic goals responsibly and transparently, while being accountable to our stakeholders. The Company is equipped with a robust framework of corporate governance that considers the long-term interest of every stakeholder as we operate with a commitment to integrity, fairness, equity, transparency, accountability and commitment to values.
The framework lays down procedures and mechanisms for enhancing leadership for smooth administration and productive collaboration among employees, value chain, community, investors and the government.

Courage, Trust, and Commitment are the main tenants of our Corporate Governance Philosophy:

- **Courage:**
  We shall embrace new ideas and businesses, and take calculated risks in pursuing new and big business opportunities.
- **Trust:**
  We shall standby our promises and adhere to high standards of business.
- **Commitment:**
  We shall believe in our employees and other stakeholders.

Flow of Various Committees



Board Evaluation

The Board adopted a formal mechanism for evaluating its performance as well as that of its committees and individual Directors, including the Chairman of the Board's. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning, such as the composition of the Board and its committees, experience and competencies, performance of specific duties and obligations, contribution at the meetings and otherwise, independent judgment, governance issues, etc.

Governance Body Details

Strategic Themes	Governance Body	Mr. Gautam S. Adani	Mr. Rajesh S. Adani	Mr. Anil Sardana	Mr. K. Jairaj	Dr. Ravindra H. Dholakia	Mrs. Meera Shankar
Financial Capital	Audit Committee		●		○	●	●
	Risk Management Committee		●	○			
	Management Committee	○		●			
	Board of Directors	○	●	●	●	●	●
Human Capital	Nomination and Remuneration Committee		●		○	●	●
	Board of Directors	○	●	●	●	●	●
Products and Services	Audit Committee		●		○	●	●
	Risk Management Committee		●	○			
	Management Committee	○	●	●			
	Board of Directors	○	●	●	●	●	●
External Relations	Corporate Social Responsibility & Sustainability Committee		○	●	●		
	Stakeholders' Relationship Committee		●	●	○		
	Board of Directors	○	●	●	●	●	●

○ Chairman ● Members

Name of Directors	Date of Birth	Age	Gender
Mr. Gautam S. Adani	24.06.1962	56 Years	Male
Mr. Rajesh S. Adani	07.12.1964	54 Years	Male
Mr. Anil Sardana	16.04.1959	60 Years	Male
Mr. K. Jairaj	25.05.1952	67 Years	Male
Dr. Ravindra H. Dholakia	02.04.1953	66 Years	Male
Mrs. Meera Shankar	09.10.1950	68 Years	Female

Board of Directors

Mr. Gautam S. Adani

Mr. Gautam Adani is the Chairman and Founder of the Adani Group. Under his leadership, Adani Group has emerged as a global integrated infrastructure player with interests across Resources, Logistics and Energy verticals. His journey has been marked by his ambitious and entrepreneurial vision, coupled with great vigour and hard work. This has not only enabled the Group to achieve numerous milestones with speed and scale but also resulted in the creation of a robust business model, which is contributing towards building sound infrastructure in India.

Mr. Rajesh S. Adani

Mr. Rajesh Adani is the Executive Director of the Group. He has been associated with the Adani Group since its inception. He is in charge of the operations of the Group and has been responsible for developing its business relationships. His proactive, personalised approach to the business and competitive spirit have helped shape the growth of the Group and its various businesses.

Committee details

Chairman

Corporate Social Responsibility & Sustainability Committee

Member

Audit Committee, Stakeholders' Relationship Committee and Risk Management Committee

Mr. Anil Sardana

Mr. Anil Sardana comes with about four decades of experience in the power and infrastructure sector. He started his career with NTPC and subsequently worked with BSES and Tata group of companies in the power and infra sectors. He is experienced in the areas of generation, power systems design, power distribution, telecom and project management. Prior to joining the Adani Group, he was the MD & CEO of Tata Power Group based out of Mumbai. Mr. Sardana is an honours graduate in Electrical Engineering from Delhi University (1980), a Cost Accountant (ICWAI) and also holds a PGDM from All India Management Association. He has undergone top management training from the reputed institute of Indian Institute of Management Ahmedabad (IIMA) and 'Specialised Residual Life Assessment course for Assets' at EPRI – US.

Committee details

Chairman

Risk Management Committee

Member

Stakeholders' Relationship Committee and Corporate Social Responsibility & Sustainability Committee

Mr. K. Jairaj

Mr. K. Jairaj is from the 1976 batch of Indian Administrative Service, Karnataka Cadre. He graduated in Economics from the prestigious Central College Bangalore University and obtained Distinction in M.A. (Economics) from the Delhi School of Economics. He did his Masters in Public Administration and Public Affairs from Princeton University and Harvard University. During his distinguished career of 36 years with the Indian Administrative Service, he has held prestigious and key appointments. Mr. Jairaj was Principal Secretary to the Chief Minister of Karnataka and served as Energy Secretary, Government of Karnataka and piloted key reforms in this sector. He was the Founder MD of Bangalore International Airport Limited (BIAL), which set up the Greenfield Bangalore International Airport. Mr. Jairaj has served as President, All India Management Association, Delhi and on the Boards of IIM, Bangalore and Kashipur. Other notable assignments include BESCOM, Managing Director, Bangalore International Airport Ltd; Managing Director, Karnataka Power Corporation Ltd; Managing Director, Karnataka State Road Transport Corporation; Commissioner, Bangalore City Corporation for two terms; Commissioner for Commercial Taxes; and Principal Secretary to the Chief Minister. He has been conferred with a number of awards and citations during his distinguished service. He is associated with several educational and not-for-profit institutions.

Committee details

Chairman

Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee

Member

Corporate Social Responsibility & Sustainability Committee

Dr. Ravindra H. Dholakia

Dr. Ravindra H. Dholakia, a retired professor of IIM, Ahmedabad, has more than 38 years of experience in regional economic development, economic analysis and policy, international economics and health economics. He holds a post-doctoral research fellowship from the University of Toronto and a PhD in Economics from M S University, Baroda. Earlier, he has served as a consultant to state and central governments, private sector institutions and international organisations such as World Health Organization (WHO), the United Nations Children's Fund (UNICEF), Asian Development Bank (ADB) and World Bank. He has also been a member of various committees appointed by the government and has more than 140 research papers and 22 books to his credit.

Committee details

Member

Audit Committee and Nomination and Remuneration Committee

Mrs. Meera Shankar

Mrs. Meera Shankar joined the Indian Foreign Service in 1973 and had an illustrious career spanning 38 years. She served in the Prime Minister's Office for six years, from 1985 to 1991, working on foreign policy and security matters. Thereafter, she led the Commercial Wing in the Indian Embassy in Washington as Minister (Commerce) till 1995. She returned as Director General of the Indian Council of Cultural Relations overseeing India's cultural diplomacy. She has had extensive experience in South Asia, having worked in Bangladesh, Sri Lanka and Maldives as Under Secretary and Deputy Secretary in the Ministry of External Affairs. Later, as Joint Secretary, she headed divisions dealing with neighbours, Nepal and Bhutan, and the South Asian Association of Regional Cooperation (SAARC). As Additional Secretary, she handled the UN and international security issues. She served as Ambassador of India to Germany from 2005 to 2009 and then to the US from 2009 to 2011.

Committee details

Member

Audit Committee and Nomination and Remuneration Committee

Risk Management

An Integrated Risk Management Architecture

ATL pursues its ambitious strategic roadmap based on strong and transparent governance. This encompasses engaged and open discussions with stakeholders and a compensation policy that aligns pay and performance.

An Integrated Risk Management

At ATL, we continuously foster risk management to identify and address potential threats and opportunities that may impact our commitments. We constantly identify our risks and opportunities to ensure that our business strategy is aligned to the internal and external environment. We have established a strong risk management mechanism. Under AGILE and DISHA, which are our business process transformation programmes, we have developed procedures for risk identification and mitigation.

Risk Management Goverance Structure

Risk Management Process

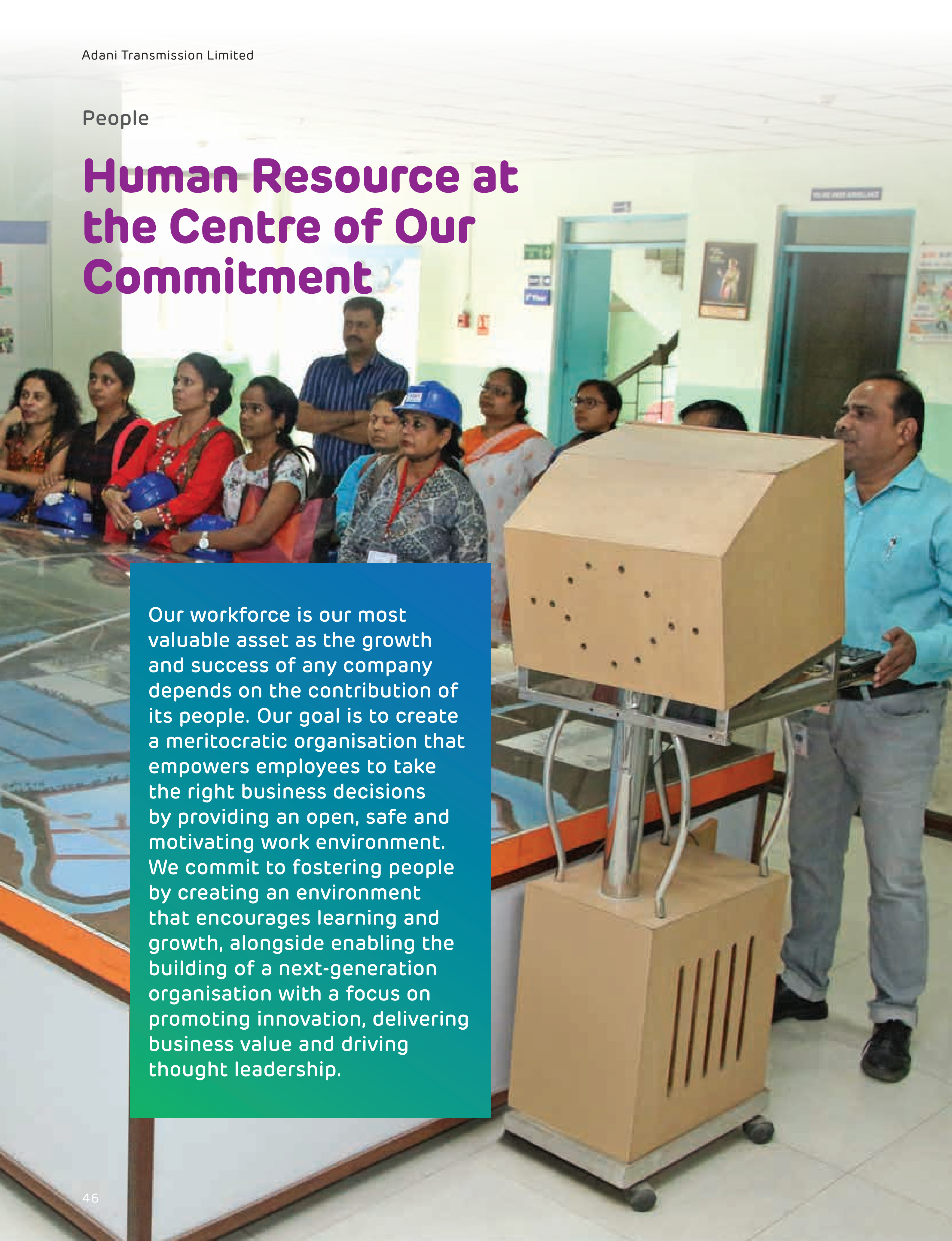
The objective of our risk management activities is to recognise, assess and manage risks early on, towards implementing appropriate measures to minimise them. Risk management at ATL is a continuous process of analysing and managing all the opportunities and threats faced by the Company in its efforts to attain its goals and to ensure continuity of the business. It is embedded in the Company's culture and practices and tailored to fit the business functions and processes of the organisation. The process is a continuous loop comprising context formation, risk assessment, risk treatment, communication and consultation, and finally, monitoring and review. We have established guidelines and processes, along with a strong overview and monitoring system, at the Board and senior management levels.

Key Risks	Mitigation Strategy	Capital Impacted
O&M		
Loss of availability due to breakdown of equipment	1. Regular predictive and preventive maintenance of assets 2. Insurance coverage 3. Policy advocacy	
Failure of major equipment, i.e., transformer, reactor, tower, etc. due to natural calamity	1. Adequate spare availability for restoration 2. Early resource deployment for restoration 3. Availability of Emergency Restoration System (ERS) for early restoration of line 4. Insurance coverage	
Ability to obtain Right of Way (ROW)	1. Administration help/ support 2. Relation building with local authorities 3. Settlement of issues during project phases	
Scarcity of skilled manpower	1. Creating bench strength 2. Multiskilling and multitasking 3. Retaining of HVDC terminal station staff 4. Capability building – Periodic trainings and development 5. Retaining of ERS and hotline trained staff	
Attrition	1. Culture building 2. Right people at right job 3. Employee engagement 4. Career management and ability to offer growth opportunities as a growing organisation 5. Internal job postings	
Scarcity of skilled contractors	1. Developing in-house capabilities 2. Vendor development	
Statutory and regulatory policy change by government	Timely intervention during draft policy/regulations	
May not be able to offset any increase in costs, including operation and maintenance costs, solely from tariffs payable to us under the Transmission Service Agreements (TSAs)	Proper estimation of O&M cost during the bidding to minimise any upside during execution	
Migration of customers	1. Overall cost optimisation (to become tariff competitive) 2. Incentive scheme for LECs and employees to promote consumer acquisition 3. Value-added services to customers	
Engineering		
Deferment in tower testing schedule	In case of any delay in tower testing, supplier will be asked to supply stubs and carry out foundation activity, before tower testing, at their risk and cost.	
Design for SPL towers-765 kV DC power line, river xing, etc.	These type of towers are not type tested, and immediately of finalisation of check survey at these locations, the commitment from supplier to be taken for the suitable date of engineering and supply, for timely completion of the project.	
Realignment of lines due to other lines in the parallel route being under construction	This is a project-related issue. However, in case of any issues near the end of the project, the engineering approach will be to complete the engineering in the shortest time possible, even if the costs increase marginally.	

Key Risks	Mitigation Strategy	Capital Impacted
Regulatory		
Domestic Business Risks		
Shrinking pipeline for TBCB opportunities: Government looking to award most of the projects through the Memorandum of Understanding (MoU) route. Majority of intra-state projects are not being awarded through the TBCB route	Policy advocacy at the central and the state levels to award all future transmission projects on the TBCB model. States with high potential of future transmission infrastructure requirements would be identified and prioritised for policy advocacy for awarding intra-state transmission project on the TBCB model.	
Lake of timely identification and completion of acquisitions or non-efficient integration of the businesses, technologies and products which we acquire may affect our operations and profitability	Proactively approaching the companies to gauge their keenness for selling off assets. For valuation of M&A activities, independent view may be undertaken. Appropriate cost may be factored in towards integration and smooth operations.	
New players looking to enter into the transmission space might drive down the returns	Cost optimisation in Procurement, Project Execution, Finance and O&M functions to provide a competitive offer. Innovative financing options such as refinancing shall be continuously looked/considered for financing cost optimisation.	
Competitive advantage to central transmission utility due to its scale of operations		
Forward integration of EPC contractors in Transmission	To become more competitive in our cost estimation and project execution in line with market forces.	
Slow down in pace of regulatory reforms - Revision of standard bidding document and amendment to Electricity Act	Policy advocacy with the centre, states and regulators for revision of standard bid documents and Electricity Act.	
International Risks		
Political stability	Before getting into business in a foreign country, political stability shall be assessed and costs pertaining to such risks shall be factored appropriately.	
Inflation risk	Escalation on inflation either to be managed as a pass-through component in the contract or back to back contracting for O&M may be passed on to the sub-contractor. Moreover, a suitable cost would be considered in model at the bidding stage itself.	
Repatriation	Investment to be undertaken only if repatriation is allowed and if there are any changes in rules/laws w.r.t repatriation that should be appropriately addressed in the contract.	
Foreign exchange risk	Devise a suitable hedging strategy and account the hedging cost upfront.	
Availability of skilled resources	To be assessed before getting into the foreign business. Visa rules for expats to be looked at and the cost of deputation of existing employees, including deputing personnel after recruiting in home country, would be assessed.	

People

Human Resource at the Centre of Our Commitment



Our workforce is our most valuable asset as the growth and success of any company depends on the contribution of its people. Our goal is to create a meritocratic organisation that empowers employees to take the right business decisions by providing an open, safe and motivating work environment. We commit to fostering people by creating an environment that encourages learning and growth, alongside enabling the building of a next-generation organisation with a focus on promoting innovation, delivering business value and driving thought leadership.

Workforce Profile

Workforce Profile (Gender and Age Wise)

Gender	Male			Female		
Age Group	<30	30-50	>50	<30	30-50	>50
Workforce (Employees + Contractual)	1,017	6,957	2,785	22	321	112

We have outlined robust and progressive human resource policies to keep the talent force motivated through merit-based career progression, job enrichment and performance management. The management system responsible for evaluating performance provides rewards, remuneration and personal development opportunities to attract and retain key employees.

We have established the following measures to encourage our people and sustain their association with us:

- Preparing employees for their new roles by taking them through an efficient induction process that introduces them to the Company, structure and work culture
- We have conducted workforce appropriation study to enhance the productivity across the organisation. Baroda Productivity Council has conducted the study and submitted recommendations. The recommendations are under implementation. This will give us the opportunity to reassess some of the areas where we can effectively utilise manpower and enhance productivity overall
- Focusing on our retention strategy to provide our employees with adequate training and development opportunities to grow professionally
- Ensuring that our employment includes the extension of equal opportunities
- Offering fair and comparable compensation and benefits to all our employees
- Recognising and rewarding meritocracy
- Mapping the talent pool acrosss Adani Group and encouraging internal transfers when requirements arise

Number of Hires (FY18-19)

Gender	Male			Female		
Age Group	<30	30-50	>50	<30	30-50	>50
No. of Employees	204	46	4	158	4	0

Employees Leaving ATL Voluntarily or Due to Dismissal, Retirement or Death in Service (FY18-19)

Gender	Male			Female		
Age Group	<30	30-50	>50	<30	30-50	>50
No. of Employees	7	42	167	1	7	11

Employees Eligible to Retire

Number of Employees Eligible to Retire	In 5 Years	In 10 Years
	903	**1,394**

Leadership and Talent Development

Our recruitment procedures are innovative and unconventional, ensuring incredible candidate experiences. We look to attract the best talent from top engineering institutes, business schools and graduate colleges, with an aim to build a strong talent pool for the future. Our talent acquisition process is audited by various internal or external auditors who ascertain whether there are proper organisation control methods in place, while also monitoring continuous improvement.

We encourage career evolution and offer an environment that is not only favourable to work in, but also spurs creativity and innovation to stimulate an intellectual atmosphere for opportunities related to learning. Our trainings cover a wide range of subjects, including cross-cultural awareness, business communication, interpersonal skills, leadership development and team building. We also conduct on-demand, instructor-led programmes for different employee groups. We have formed alliances with various universities at national and international levels to facilitate leadership interventions and employee development; some of them are Emeritus, Symbiosis Centre for Management and Human Resource Development (SCMHRD) – Pune, Indian School of Business (ISB) – Hyderabad, Adani Institute of Infrastructure Management (AIIM) and so on.

Technical training: The energy sector (GTD) value chain requires specific technical capabilities that are unique to the business. In order to keep our workforce informed of various technical aspects covering construction and O&M of power plants, transmission lines substations and distribution, we identify and design tailored training modules to equip our people with job-related skills and competencies.

Behavioural training: The main objective of behavioural training interventions is to create a culture of learning in the organisation is anchored around our vision, values and culture. In addition, the training aims to include lessons in capability building through various tools in order to prepare employees for future assignments and challenges.

Training Data

Employee Category	Units	Behaviour-based Training		Technical Training	
		Male	Female	Male	Female
Senior Management	Number	286	12	262	2
	Man-hours	2,743	264	5,213	12
	Average	10	22	20	6
Middle Management	Number	1,724	87	1,722	111
	Man-hours	16,622	1,448	24,016	1,116
	Average	10	17	14	10
Junior Management	Number	385	46	388	24
	Man-hours	3,417	240	15,037	318
	Average	9	5	39	13
Supervisory Management	Number	745	39	651	15
	Man-hours	14,302	332	17,168	293
	Average	19	9	26	20
Trainees	Number	4	2	4	10
	Man-hours	32	4	32	80
	Average	8	2	8	8
Contractual Workers [Free Trade Agreement (FTA)/Consultant/ Advisory/ Services]	Number	738	55	44	0
	Man-hours	3,384	220	600	0
	Average	5	4	14	NA
Number Trainees		**3,882**	**241**	**3,071**	**162**
Training Man-hours		**40,500**	**2,509**	**62,066**	**1,819**

Need based training programmes designed with top business schools such as:

e-Vidyalaya from 'HARVARD BUSINESS MANAGEMENT' for Junior Management

We are encouraging employees to develop knowledge and skills through an e-learning platform, 'e-Vidyalaya', to support and reinforce learning within and across Adani Group's diverse businesses and locations. This platform ensures that learning at Adani is not bound by time or place and can be cultivated in an effective way at the employee's convenience. eVidyalaya comprises a variety of rich media and interactive modules, including audio and video quizzes and simulations that are designed to enhance learning retention, ensure a stronger grasp on the subject matters and strengthen employee capabilities. During the year, 243 employees undertook 1,565 programmes through e-Vidyalaya.

Harvard ManageMentor from 'HARVARD BUSINESS MANAGEMENT' for Middle Management

We have partnered with a subsidiary of Harvard University, US, for providing the access to on-demand leadership development courses for skills building, which helps the middle management evolve into strong leaders.

Takshashila from 'ISB Banglore' for Senior Management

It is a one-year leadership development intervention spread over a year in four modules. The intervention is designed and rolled-out in collaboration with ISB. We have nominated two senior leaders.

Nalanda from 'SCMHRD – Pune' for Functional Competency

This is one-year intervention to enhance functional competence in F&A and HR functions. The intervention is spread over a year in four modules. The intervention is designed and rolled out in collaboration with SCMHRD – Pune. We are planning to nominate 3-4 employees in FY19-20.

NorthStar from 'Emeritus Singapore' for High Potential

This is one-year intervention to enhance leadership competencies at middle level. The intervention is spread over a year in three modules. The intervention is designed and rolled out in collaboration with Emeritus Singapore. We have nominated seven employees.

Performance Management and Development

Performance management and development is a key tool in optimising the workforce, while ensuring we achieve our strategic goals. For us, performance appraisal is a standardised and integrated process focused on institutionalising a recurring and effective feedback system. Our performance assessment system is based on Key Performance Areas (KPAs) and competency assessment ratings, with a structured evaluation comprising goal setting and appraisal in place. New recruits, trainees and temporary employees are excluded from this exercise.

Creating a Stimulating Workplace

Employees constitute our intellectual capital and we strive to provide a stimulating and motivating workplace for them. Our human resource policies facilitate a supportive ecosystem that encourages work-life balance. We believe in nurturing a work environment that recognises and rewards excellence and offers benefits beyond compensation. We provide additional benefits such as scholarships, employee higher education scheme, annual health check-ups and medical insurance. All employees on the payroll of the Company are eligible for parental leave and get benefits such as provident fund, gratuity and life insurance.

Return to Work and Parental Leave

		Male	Female	Total
Return to work and retention rates after maternity/paternity leave, by gender	Total number of employees by gender that were entitled to parental leave	All*	All	All*
	Total number of employees by gender that took parental leave	16	10	26
	Total number of employees who returned to work after parental leave ended	16	7**	23
	The number of employees who returned to work after parental leave ended who were still employed 12 months after their return to work	16	7**	23

* In acquired GTD business, female employees are entitled to parental leave

** 3 female employees are still on maternity leave

Employee Engagement

We believe in instilling the spirit of ambition among our employees to go the extra mile and pursue their ideologies and interests beyond their work profiles. We engage them by providing various services and platforms to pursue their individual interests.

Our engagement methods include Grievance Redressal Mechanism, Employee Reach Out programmes and regular one-to-one communication. These help us resolve employee concerns promptly. We have an open-door policy and any employee can approach the leadership with their concerns without fear of reprisal.

Human Rights

We are committed to our Group-level policy on human rights, which we strictly follow. We consider that the following aspects can impact our brand and repute:

- Employment of child labour
- Forced and compulsory labour
- Freedom of association and collective bargaining
- Discrimination
- Health and safety
- Indigenous rights

Our policies on human capital management aim to eliminate discrimination at the workplace. We have comprehensive disciplinary and grievance procedures in place that meet all requirements in terms of fairness as defined in the applicable legislations. We have pledged to the labour rights principles provided in the International Labour Organisation's core conventions, including eradication of child or forced labour and harassment or intimidation within the workplace. Zero cases were registered or complaints received for human rights, child and forced labour, and indigenous rights for the entire ATL business.

We aim to create ATL as an employee-of-choice organisation, where employees are encouraged to bring the best out of themselves. In this journey, we plan to create an ecosystem that adds a lot of value to the employees, to the organisation and to the community around us. Our key milestones in the journey would be to on-board the most suitable talent, assess and enhance key competencies, create a high performance work culture and enhance engagement levels.

We have comprehensive disciplinary and grievance procedures in place that meet all requirements in terms of fairness as defined in the applicable legislations.

Healthy and Safe Workplace

Health and safety are among the core focus areas of our sustainability framework, and we have adopted the progressive ideal of 'Zero Accident Vision', in line with the beliefs and legacy of Adani Group.

We strongly propagate that safety is a culture that should be embedded in the DNA of each and every individual. During the year, we have laid unconditional emphasis on building capacity on safety and provided more than 16,300 man-hours of training on various safety aspects.

Advanced Safety Programmes

- **SafeEye**
  This programme can detect even the smallest of safety observations and report it for corrective and preventive measures.
- **Safe Connect**
  All employees join on a voice call on the last working day of the month out of which four of them are required to speak about their safety journey of the month.
- **Safe Alert**
  Learning of the incidents that took place in the transmission business, within the Adani Group and outside are shared with all for scholarship regarding the same, allowing them to prevent future lapses.

We firmly believe that achieving 'Zero Harm' is possible if we collectively strive towards the goal. It is also important to emphasise that working in a secure fashion is a condition of employment and engagement for all contractors and subcontractors at ATL and it is non-negotiable. Recording, reporting, investigating and learning from incidents are fundamentals and we do not accept any deviation from these values.

We leverage technology and follow various standards to address issues related to health and safety at the workplace. Our Environment, Health and Safety (EHS) policy governs all our practices, emphasising on compliance with safety regulations and building awareness regarding health and safety. We have established a comprehensive safety manual and an emergency response procedure, along with an online incident reporting system.

Safety Statistics (FY18-19)

Parameters	Total
Reportable Lost Time Injury (R-LTI)	82*
Fatal	2**

* 39 R-LTI before AEML acquisition by ATL
** 1 fatal incident occurred before AEML's acquisition by ATL

Corporate Social Responsibility (CSR)

Care, Compassion and Commitment to Causes that Matter to Us

The Adani Foundation is the CSR, sustainability and community outreach arm of Adani Group. Established in 1996, the Foundation aligns its mission with the Group philosophy of 'Growth with Goodness'. The Foundation is committed to the cause of the deprived and underprivileged and has been working relentlessly across **2,250 villages in 18 states to uplift the lives of 3.2 million people a year with a multi-faceted approach.**

The Adani Foundation works in four key areas—Education, Health, Sustainable Livelihood Development and Community Infrastructure Development—while aligning with the Sustainable Development Goals (SDGs). Focusing on inclusive and sustainable growth of society, the Foundation emphasises on long-term behaviour change processes through special projects, namely **SuPoshan, Swachhagraha, Saksham and Udaan.**

1. Education

Children are the future of the nation and education is the most effective tool for transformation, and thus the most effective way of developing a better society and a prosperous nation. To contribute to a better, educated India, the Adani Foundation is undertaking the following initiatives:

- Adani Vidya Mandirs (AVMs) are schools that impart free-of-cost quality education to more than **2,100** underprivileged students annually
- Adani Public School in Mundra, Adani Vidyalayas in Tirora and Kawai, Adani DAV Public School in Dhamra and Navchetan Vidyalaya in Hazira provide subsidised quality education to more than **2,600** students annually
- The Adani Foundation also provides quality education to **100,000** children through 600 schools and balwadis

1.1 NABET Accreditation for Adani Schools

NABET under Quality Council of India (QCI) certified **Adani Vidya Mandir, Ahmedabad (AVMA)** as an 'NABET-Accredited School', thus making AVMA the first cost-free school in India and the first private school in Ahmedabad city to achieve this feat.

AVMs are providing completely cost-free quality education to 2,100 meritorious students from the economically weaker section of the society. These schools are operational in Ahmedabad (Gujarat), Bhadreshwar (Gujarat) and Surguja (Chhattisgarh). The students are also provided with transportation, uniform, textbooks, notebooks and meals, the cost of which are completely borne by the Foundation.

Adani Foundation introduced 'Coding Sandpit' in all the AVMs in partnership with Cambridge University Press, UK. Coding Sandpit is a type of teaching that focuses on problem-solving, computational thinking and critical reasoning skills. This is the first time in India that a structured coding curriculum is being launched in schools.

Adani Public School, Mundra is now the first school in Kutch and Saurashtra regions to receive the NABET Accreditation. With this achievement, Adani Schools have created a benchmark in educational excellence for others to follow.

1.2 Project Utthan

The Government of Gujarat approved Adani Foundation's proposal to adopt 17 Government Primary Schools in the Mundra taluka in Gujarat covering seven villages, namely Zarpara, Navinal, Shiracha, Nanakapaya, Tunda, Wandh and Dhrub on 25th May, 2018. For the academic year 2018-19, **2,598** students benefited directly and are a step closer to better careers.

1.3 Gyanodaya Project

In partnership with the District Administration and Eckovation Solutions Pvt. Ltd., the Foundation launched the Gyanodaya Project in August 2018 to promote e-learning through 'smart' classes. The project covers **157** government schools in nine blocks across 200 villages of Godda district of Jharkhand, reaching out to **65,000** students studying in 8th to 12th standards.

2. Community Health

The Adani Foundation firmly believes that ensuring and improving the overall health of the citizens can directly result in the economic growth of the nation. Healthy people can leverage the growth opportunities made available to them and charter a better future, while also contributing to the development of the nation. To bring healthcare to the remotest regions of the country, the Foundation has undertaken the following initiatives:

- 17 Mobile Health Care Units (MHCUs) attending to more than **3,20,000** patients annually
- 12 rural clinics treating more than **30,000** patients annually
- Various medical health camps providing diagnostic and treatment facilities to more than **51,000** patients annually
- Treatments provided to over **4,00,000** people annually

2.1 Mobile Health Care Units

The MHCUs are operated by the Adani Foundation nationally with the objective of providing basic healthcare facilities to the remotest rural areas and underserved communities. These facilities include diagnostics, medicines, free-of-cost consultation and referrals by certified doctors at the doorstep of community members. The efforts made by the Foundation helps patients save cost on consultation fees, medicines and travel, and reduce the possibility of losing livelihood due to weak connectivity to the public healthcare system.

As many as **3,37,853** treatments were provided exclusively through MHCUs.

2.2 Rural Clinics

The Adani Foundation also operates numerous Rural Health Clinics where cost-free healthcare services are provided to the needy people on a daily basis. These clinics, operating in Mundra, Anjar and Mandvi in Gujarat, are an important step by the Foundation to ensure that quality medical services are made accessible to the rural populace. **33,674** treatments were provided through these rural clinics.

2.3 Health Cards to Senior Citizens and Medical Insurance

The Vadil Swasthya Yojana is a scheme under which health cards are provided to senior citizens from socio-economically marginalised sections. The main objective of this scheme is to make timely healthcare services available to senior citizens. Under this scheme, senior citizens with family income of less than C 2,00,000 per annum are provided with green cards through which they can avail free healthcare services amounting to C 50,000 for a period of three years. Senior citizens with family income of more than C 2,00,000 per annum are given blue cards, which allows them to avail healthcare services at the Adani Hospitals at highly subsidised rates. This scheme is currently offered in Mundra, Gujarat. A total of **10,161** treatments were availed by **8,599** cardholders.

2.4 Medical Camps

The Adani Foundation regularly conducts various general and specialised medical camps in and around its operational locations for the benefit of local communities. At these camps, gynaecologists, orthopaedic surgeons, heart specialists, skin specialists, paediatricians, ophthalmologists and ENT surgeons work round the clock to provide related services to the community members at no cost. During the year, **51,779** patients were treated through the Health Camps.

2.5 Gujarat Adani Institute of Medical Sciences (GAIMS) and G. K. General Hospital (GKGH)

On an average, 1,700 patents avail the medical benefits of the hospital every day. In addition, 48 General Health Camps and Specialty Camps were organised in various interior villages of Kutch; these camps created a magical impact and benefited **25,000** patients with specialised treatments. In order to spread awareness about the services available in the hospital, 11 awareness camps and 293 village-level meetings were organised in rural Kutch.

3. Sustainable Livelihood Development

The Sustainable Livelihood Development programme envisages empowering lives and broadening people's scope for economic opportunities. The programme is based on community-based approaches. In the villages, several communities are economically sidelined and weaker. They depend on a single income source, which is meagre, or are unemployed. Sustainable livelihood projects have been launched to inculcate financial independence among the economically weaker sections by building local partnerships, providing diverse livelihood avenues, embedding the attitude of establishing savings, equipping them to earn and updating their local skills by making use of existing resources to encourage self-reliant lifestyles.

Participation is encouraged by launching specific projects for fishermen communities, farmers and cattle owners, and youth and women. Some of these projects include:

- Over **40,000** person-days of work were provided as supplementary livelihood opportunity to fisherfolk families
- Quality of life of **10,650** fisherfolk families improved with the Adani Foundation's support
- **5,100** farmers benefited from the SRI technique covering 9,200 acres of land, 900 vermi compost beds and 200 home biogas plants, and 600 farmers were supported for drip irrigation covering 1,600 hectares of land
- More than **800** women from 114 Self-Help Groups (SHGs) are earning their livelihood through various income generation activities

3.1 Women's Co-operative Mahila Udayami Bahuddheshiy Sahakari Samiti Limited

When women in the communities get successfully engaged in income-generation activities, their roles in reforming the bad habits among the male members become more successful and effective. In the process, the future of the coming generations is also secured.

Mahila Udayami Bahuddheshiy Sahakari Samiti Limited is a rural co-operative whose members include 250 women from 10 villages of Parsa in Surguja district of Chhattisgarh. The co-operative creates more equitable and sustainable development by increasing control over newly generated resources by local women of this area. It also gives the women an opportunity to achieve financial independence.

Under this project, women connected with the co-operative are trained and supported through various livelihood-earning activities.

The various livelihood activities that have been initiated by the women co-operative are:

- White phenyl production
- Operation of water filtering plant
- Mushroom cultivation
- Stitching uniforms
- Preparing breakfasts and midday meals

3.2 Project Swavlamban

This project was launched with the blessings and goodwill of the differently-abled people of Mundra taluka. The objectives behind the initiative were to increase awareness about government schemes for Divyang people, widows and senior citizens and connect them with the Social Welfare Department. The Adani Foundation also helped the specially-abled people in getting income generation equipment support and proper training to make them self-reliant in the true sense. This year, 154 beneficiaries were linked up with the pension scheme.

A total benefit worth C 15 lakh reached 533 people, including the disabled, widows and senior citizens.

3.3 Machhimar Ajivika Uparjan Yojana

The Ajivika Uparjan Yojana was implemented to promote and support alternative livelihoods among the fisher-folk communities during the non-fishing months. The Adani Foundation introduced Mangrove Nursery Development and Plantation in the area as an alternative income-generating activity for the people of the region. Both men and women received training on mangrove plantation, moss cleaning, and other such areas. The Adani Foundation provided them with employment equivalent to 6,261 person-days. Till date, employment worth 35,787 person-days has been provided.

3.4 Animal Husbandry

Cattle are indispensable for a farming community. Most of the families in the villages in and around Hazira keep cows and buffaloes for milk as well as for manure. Since the farmers lacked information about their maintenance and upkeep, the majority of animals in the area had low productivity. This project started with an objective of improving the breed of these animals through various support and services, which include:

- Artificial insemination
- Infertility treatment
- Deworming
- Feedstock demonstration
- Vaccinations

A total of six livestock development centres have been established to reach out to the rural cattle breeders, covering more than 10,000 families across four locations.

3.5 Adani Sarguja Football Academy

The Football Academy is a residential academy that provides free training, coaching and medical facilities to the youth from underprivileged backgrounds so that they get an opportunity to excel in football at the district, state and national levels. These promising players are selected from the district of Surguja by a team of coaches, physiotherapists and support staff at the Academy.

Notable achievements of the Academy this year are:

- 6 players participated in the National Football Tournament in the U-14 age group
- 9 players participated in the National Football Tournament in the U-19 age group
- The Academy was the winner of Surguja Football League for the third time

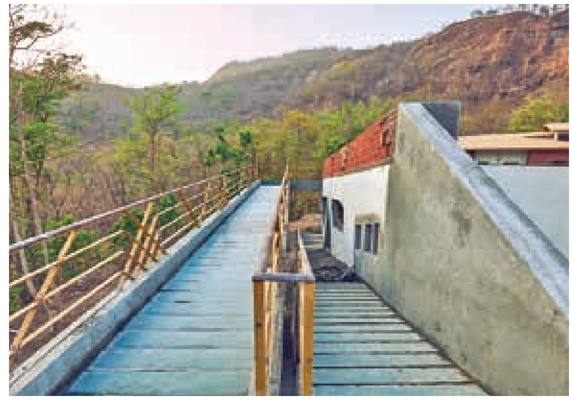
4. COMMUNITY INFRASTRUCTURE DEVELOPMENT

Community infrastructure bears a direct impact on the standard of living and the micro economy of the community. The Adani Foundation has worked towards improving the infrastructure in numerous rural areas.

- **20** check dams built and **320** ponds deepened, increasing water storage capacity to **34,39,235** m^3
- **8** schools constructed and numerous government schools' infrastructure upgraded
- More than **683** residential units constructed and repaired for Below Poverty Line (BPL) families and the fisherfolk community
- Around **330** potable water facilities made available to villagers

4.1 Free Residential School for Tribal Children:

The Adani Foundation has joined hands with the **Kalinga Institute of Social Sciences (KISS)** at Baripada, Odisha in setting up a residential school (from Class I to X) with an aim to provide cost-free quality education for the tribal children of the region. The Foundation has already released its first installment of funds to KISS for the first phase of infrastructure development work. The school is expected to become operational soon.



Special Project

Udaan
get inspired

1. UDAAN

Project Udaan is an inspiration tour and a learning-based initiative focused on the young minds of our nation. Under this project, an exposure tour is organised where school children are given a chance to visit the Adani Group facilities such as Adani Ports, Adani Power and Adani Wilmar facilities at Mundra, Hazira, Kawai, Tiroda, Dhamra and Udupi, to get an insight into the large-scale business operations and thus get inspired to dream big in life.

Around **3,00,000** young students have visited our facilities so far, across all locations. This year, more than **47,124** children took part in the project. The exercise stimulates the young minds to dream big and help them become entrepreneurs, innovators and achievers of tomorrow, and thus play an active role in the process of nation-building.

SAKSHAM
Adani Skill Development Centre

2. SAKSHAM

SAKSHAM or the Adani Skill Development Centre (ASDC) is a non-for-profit organisation that was registered in May 2016. It focuses on skill development activities to contribute towards nation-building by bridging the skill gap demand and supply, in the line with Government of India's Skill India Mission. ASDC has partnered with the National Skill Development Corporation (NSDC) and has trained **more than 31,030 youth** (20,800 in FY19) in over **40 courses** at **65 centres across eight states of India.** It takes a four-step approach to skilling every individual – Mobilising, Counselling, Training and Post-training support. The job-oriented and hands-on skilling programmes ensured **a livelihood generation ratio of about 65%**. The Foundation carried out the following activities under SAKSHAM:

- **SAKSHAM Udyamiyta Kendra**
  A women entrepreneurship group named Saksham Udhyamiyta Kendra (SEC) has been successfully running centres at Motiya, Dumariya and Basantpur villages. These centres provide tailoring techniques to the enrolled members of the sewing group with support from the Adani Foundation. During the year, these groups have made a turnover of ` 1.76 lakh from tailoring.
- The District Administration, Godda in Jharkhand has entrusted our SAKSHAM trainees with stitching and delivering 3,02,000 pairs of uniform for government schools students between standards I to X for the academic session 2019-20. This is a big step towards making 1,000 trained women economically independent and this has brought a ray of hope in their lives.
- The Adani Foundation has set up a mass production centre with 100 Industrial Sewing Machines at ITI Siktia to support these women in fulfilling their commitment with the District Education Department. Over 700 women are engaged at 11 Uniform Production cum Training Centres spearheaded by Phoolo Jhano Saksham Aajeevika Sakhi Mandal. These women have collectively earned over C 10,42,542 in FY19 through this initiative.

3. SWACHHAGRAHA

Swachhagraha, inspired by the Satyagraha movement, is a project dedicated towards creating a culture of cleanliness by bringing about a behavioural change and promoting anti-littering attitude among the masses. This programme has four major components, the first being the School Intervention Programme (SIP). This component aims at creating a brigade of Swachhagrahis who will influence three generations. Through SIP, we have reached out to 5,700 schools across 19 states and have more than 80,000 swachhagraha dal members, spreading the message further to **26,50,000** students.

The Foundation supports the Youth Intervention Programme in working with university students to spread the Swachhagraha message further.

The integration of Swachhagraha with Adani Group companies and other activities of the Adani Foundation aims at leveraging existing projects and opportunities to reach out to larger masses.

Swachhagraha reached out to **12 crore citizens**, encouraging them to take personal responsibility of maintaining cleanliness at public places and be Swachhagrahis.

4. SUPOSHAN - For a Healthy Growing Nation

Malnutrition and anaemia are intergenerational in nature, which prevents our society from achieving its true potential in many spheres. Malnutrition results from a poor diet, lack of food, poor sanitation and hygiene practices, coupled with low literacy levels, especially among women.

Malnutrition during childhood can lead to long-term health problems and to educational challenges and limited work opportunities in future. Malnutrition and anaemia among children, adolescent girls and women in India is an alarming phenomenon. This warrants an immediate and multi-pronged approach to tackle the issue and break the vicious chain.

SuPoshan targets children under 0-5 years of age, adolescent girls, pregnant women, lactating mothers and women in the reproductive age, with special emphasis on the latter two target groups. 'SuPoshan Sangini' is a village health volunteer who plays a pivotal role in spreading awareness, giving referrals and promoting behavioural change among the target groups to achieve the project objectives.

Currently, 588 Sanginis are working in 1,209 villages and municipal wards across the country and providing services to 3,00,750 households.

Expansion of Project SuPoshan

Encouraged by the success of Project SuPoshan at 14 locations covering approximately 5,00,000 population, the Company decided to double the coverage areas by adding six more locations, namely **Tharad** and **Narmada** in Gujarat, **Varanasi** in Uttar Pradesh, **Saoner** in Maharashtra, **Haldia** in West Bengal and **Bundi** in Rajasthan.

Key achievements of Project SuPoshan during the year:

Malnutrition:
- **3,320** children who were identified as SAM are now in MAM
- **8,562** children who were identified as MAM are now in the Healthy state
- **6,80** SAM children with signs of complications were referred to NRC
- **1,037** SAM children without signs of complication were provided with Energy Dense Nutritious Food

Anaemia:
- The anaemia levels of **2,149** adolescent girls has improved
- The anaemia levels of **3,105** women of the reproductive age group improved

Disaster Relief Activities: Kerala Flood Relief

APSEZ contributed ₹ **25 crore** to the Kerala Chief Minister's Distress Relief Fund to aid the state in its herculean task of reconstruction and rehabilitation in the aftermath of the devastating floods in August 2018. The cheque was handed over to the Kerala Chief Minister on August 23, 2018.

As soon as heavy rains started pouring in unabated, relief kits were distributed to **1,500** flood-affected people in Ranni Taluk of Pathanamthitta. The relief group comprising employees, and Adani Foundation teams and volunteers reached out to the villages of Kokkathode, Mundanplavu, Nellikkampara and Kottampara Kurisadi Junction in Aruvapulam Panchayath; Thekkemala, Vanchipramala, Catholic church and St. George Orthodox Church in Mallappuzhasseri Panchayat; and Mangaram and Maroor villages in Konni. Each relief kit contained rice, rice flakes, biscuits, bathing soap, washing soap, toothpaste, toothbrush, candles, matchbox, lungi, nightclothes and cloth bags.

The Adani Foundation also pressed into service its MUH in Kozhancherry, equipped with a doctor, pharmacist and social worker, besides medicines and stationed it at the relief camps. More than **1,000** patients in different camps were provided medical assistance.

Cleaning residential premises, community places and schools, among others were of paramount importance as the flood water receded. This would prevent spreading of diseases and also help the premises become usable again. Cleaning works were carried out in schools, hospitals and pathways with a team of 52 members, including the Adani Foundation team, Company staff and community volunteers.

Awards and Recognitions

1. **Adani Skill Development Centre** received the Special Jury Recognition Award at the **Indian Chamber of Commerce Social Impact Awards** in Kolkata.

2. **Dr. Priti Adani** received the **Banas Ratna Award.** The award, held each year, is given to people belonging to or having roots in Banaskantha region and having worked in the area's community service and nation-building process.

3. **GAIMS, Bhuj,** received the **Kayakalp Award** by the Health and Family Welfare Department, Government of Gujarat.

4. **Adani Vizhinjam Port Pvt. Ltd.** won the **TMA -Terumo Penpol CSR Award 2018** in recognition of its CSR excellence.

5. **SuPoshan** won the **BSNL Dainik Jagran CSR Awards** in the Health category.

6. **SuPoshan** has been awarded with the esteemed **PublicAffairsAsia (PAA) Gold Standard Award for Corporate Citizenship (Community Relations).**

7. **SuPoshan** won the Silver Award at the **53rd SKOCH State of Governance Summit 2018.**

8. **Adani Vizhinjam Port Pvt. Ltd.** won the **Indywood CSR Award.**

9. **Ek Kaam Desh ke Naam** organisation in Delhi was awarded the Platinum Award to **Senior Citizen's Health Card Scheme** of Adani Foundation at Mundra.

10. **Adani Skill Development Centre** received a commemoration certificate on November 1, 2018 in recognition of its outstanding contribution and a certificate of merit for **Best Vocational Training Provider (VTP) -Training by ASSOCHAM.**



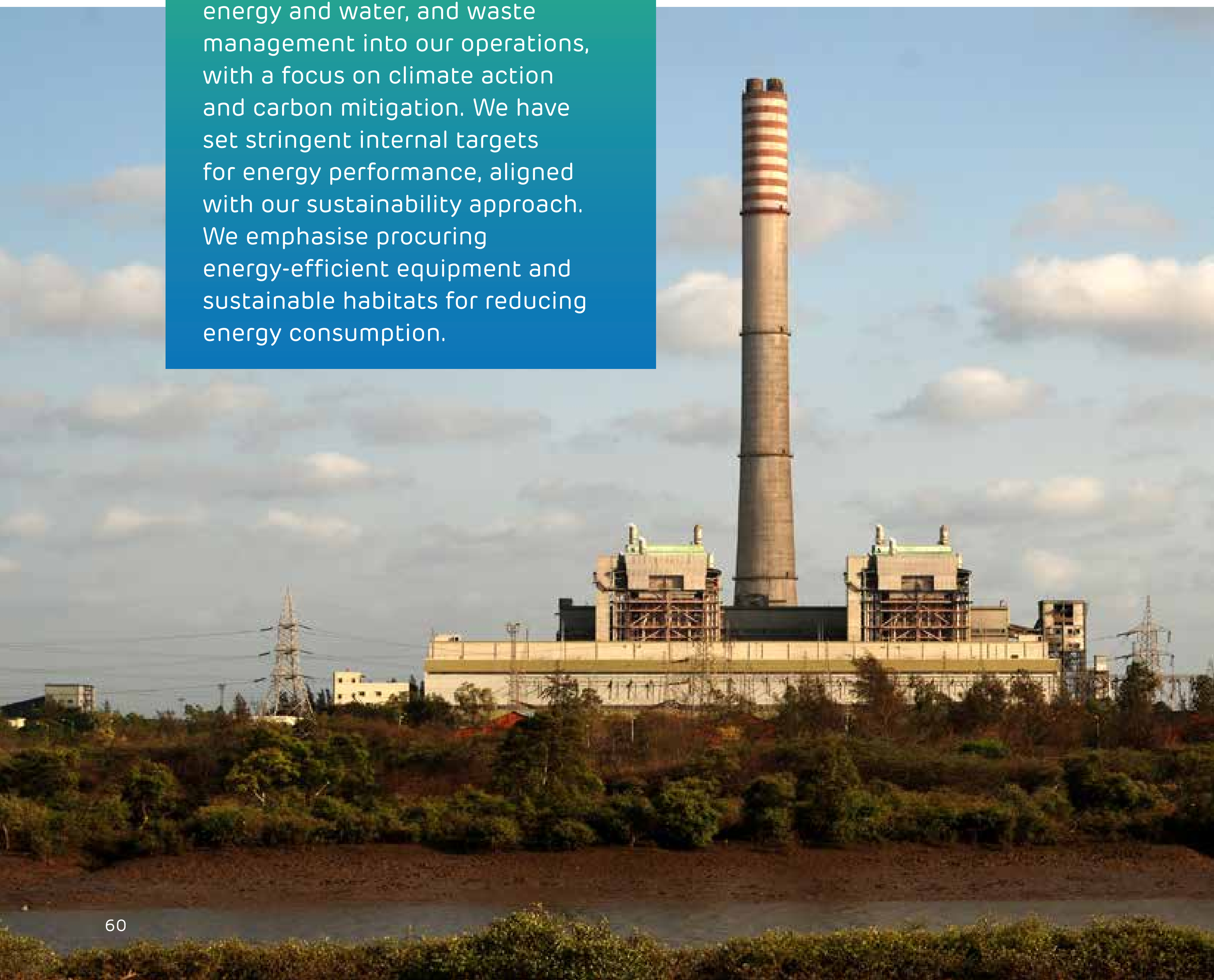



Environment

Minimising Impact

We, at ATL, acknowledge the importance of consuming natural resources in a responsible manner. The major indicators of environmental footprint are consumption of energy resources, emission, water and waste management.

Our strategy is to integrate the efficient use of resources, energy and water, and waste management into our operations, with a focus on climate action and carbon mitigation. We have set stringent internal targets for energy performance, aligned with our sustainability approach. We emphasise procuring energy-efficient equipment and sustainable habitats for reducing energy consumption.



Material Consumption

Our engineering department is active in bringing out new and improved designs of towers used for transmission. The key focus is on cost reduction through reduced consumption of materials such as steel, aluminium and insulators. In addition, in-house designs help in customising environmental and technical parameters, which was not feasible with standard designs.

We understand that the key to remain competitive lies in our ability to innovation, adopt new technologies and pursue R&D aimed at process improvements without compromising on technical requirements. We have invested ₹ 15,77,506 in R&D. We internally circulate our achievements to inspire young engineers to contribute towards innovation.

Our engineering department conducts R&D activities with a focus on process improvement and design customisation without compromising on technical requirements.

Material Consumption (FY18-19)

Material	Consumption	Unit
Coal	21,66,335	MT
Concrete (M20) and Reinforced Cement Concrete (RCC)	39,257.9	Cum.
Steel (tower part)	24,060.2	MT
Aluminium alloy (conductor)	4,444.93	MT
Steel wires (conductor and earth wire)	1,610.13	MT
Diesel	1,065.19	KL

Material	Consumption	Unit
Light Diesel Oil	469.88	KL
Transformer Oil	298.51	KL
SF6 (top-up)	224.04	KG
Chemicals	104.09	MT
Petrol	98.28	KL
Silicon Rubber	12,443	Nos.
Porcelain	806	Nos.

Biodiversity Management and Conservation

Our transmission and Distribution businesses as such don't have any significant impact over biodiversity. During the project phase, we try to avoid ecologically sensitive areas such as forests, sanctuaries, national parks, biosphere reserves and Coastal Regulation Zones (CRZs) as much as possible during due diligence. We evaluate alternatives and come out with a plan for each project to ensure minimal impact on biodiversity. These plans are submitted to local regulatory bodies (forest departments), and we commence construction activities only after receiving the requisite clearances. The stated requirements in such clearances are incorporated in our environment management plan.

At Dahanu, we have developed a green belt of ~148 hectares land and planted more than 2 crore mangroves. Apart from this, we have carried out compensatory afforestation of ~283 hectares.

Water Consumption

Effective water stewardship is a key priority, especially in locations that are water-scarce or projected to become water-stressed in the future. Our water strategy targets short-, medium- and long-term scenarios to further develop our understanding of the water cycle and identify ways to improve availability and mitigate water shortages at our facilities.

Although ATL's Transmission and Distribution activities do not have any significant impact on water resources in terms of withdrawal or discharge, we track and optimise water consumption at our project sites, in line with our commitment to the environment.

Our water requirements are met from four sources—ground water, municipal water supplies, surface water and rainwater. In our O&M business, water is primarily used, in offices, horticulture and operations for fire-fighting systems (high-velocity water spray systems).

At the generating station, water is mainly used for steam generation, which is sourced through Kawdas Pick Up Weir from the source of Dhamni Dam. Seawater is being used in once through cooling system. A 3.5 km long zig-zag open channel for water cooling is provided to attain temperature rise less than 5ºC.

During the year, we monitored our water consumption by EPC contractors who consume water in construction and related activities. We found that our contractors are conscious of responsible water consumption and they optimise its use in civil works related to tower foundation. Our O&M operations consume water only for domestic purposes, horticulture and firefighting systems.

We do not recycle and reuse water due to the nature of our operations in the Transmission and Distribution businesses. At the generating station, a total of 2,46,226 KL water is recycled after treatment in sewage treatment plant. We are evaluating water consumption in our supply chain especially related to fabrication activities undertaken by our partners. We will progressively optimise water consumption in our supply chain and develop systems to monitor, recycle and reuse water, starting with the identification of supply chain partners operating in water-stressed zones and developing water management plans.

Water Withdrawal (FY18-19)

	Fresh Water (KL)	Seawater (KL)
Total	**19,37,800**	**40,96,98,900***

*Seawater is not a part of power generation

Water Reused/ Recycled	2,46,226 KL

Managing Our Waste

In any industry, effective waste management and minimisation are key priorities. We generate waste at all stages, albeit in small quantities, of our industrial process, from manufacturing to packaging and we implement strategies to reduce, reuse and recycle this waste.
Our sites comply with the applicable HSE requirements and ensure waste materials are sent for disposal in the most environmentally sound manner.

Our O&M operations generate certain hazardous and non-hazardous wastes such as metal scrap from tower parts, insulators and waste oil from transformers, and used batteries and waste from offices. Our IMS includes a system for waste segregation at source and disposal as per waste categorisation.

As a general practice, we dispose waste based on the following methods and in compliance with the applicable regulations:

- We sell metal scrap through auction
- We dispose used batteries through authorised vendors as per Batteries (Management and Handling) Rules, 2001
- We dispose used transformer oil and empty containers through authorised recycler/re-processor as per Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2016
- For other waste items, we undertake a suitable and responsible disposal mechanism on a case-to-case basis, as documented in our IMS

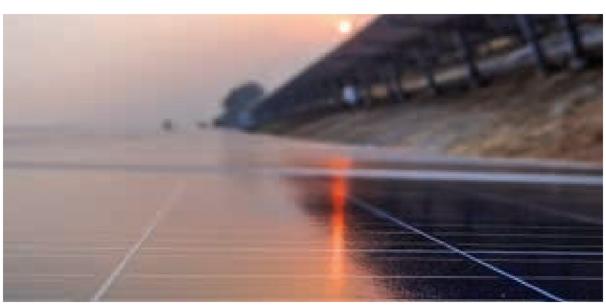
Hazardous Waste Generation (FY18-19)

Items	Total (MT)
Used Transformer Oil	61.92
Used / Spent Oil	7.04
Oil Drums	59.00
Used Cotton Waste	2.77
Waste/Residue Containing Oil-MS Barrel	2.36
Waste Resin	2.07
Empty Contaminated Drums	0.58
Used Oil Filter	0.22
Contaminated Bags	0.19

Energy Consumption and Emissions

Fossil fuels are known to contribute to climate change and increase GHG emissions. ATL has taken several measures to reduce energy consumption and thereby reduce GHG emissions. The primary energy-consuming activities include lighting and cooling at substations and offices. The energy requirement is met from grid electricity purchased from state electricity utilities, and in case of exigencies (non-availability of power from grid), it is met through DG sets installed in the facilities.

We are proactively exploring the feasibility of solar power to cater to the auxiliary power requirements of substations in future. To optimise energy consumption, we continuously look for energy efficiency measures such as conversion/retrofitting of equipment and process redesign.



Emission (FY18-19)

	Total
Scope 1 (TCO_2e)	**34,46,189.13**
Scope 2 (TCO_2e)	**24,078.59**

Major Non-hazardous Waste Generation (FY18-19)

Items	Total (MT)
Battery	46.55
Wood Scrap	363.56
Scrap Corroded APH Basket	276.16
Aluminium Scrap (others)	151.21
Steel Scrap (tower materials)	132.76
Insulator Scrap	82.21
Aluminium Scrap (conductors)	82.17
Railway Track Scrap	58.32
Scrap Corroded GGH Basket	42.32
Project Waste (aggregates)	42.00
GI Scrap	26.25
Plastic Scrap	11.86
E-waste	10.91

3,617.009 MUs

Energy Generated (Thermal)

2.23 MUs

Energy Generated (Solar)

376.87 MUs

Energy Consumption in Aux.

Case Studies

Case Study 1

Reactive power injection at Mahendragarh HVDC terminal

We cater to the auxiliary power requirements at the Mahendragarh HVDC station by utilising two 33 kV auxiliary supply feeders of the Dakshin Haryana Bijli Vitran Nigam (DHBVNL) – Majhra and Dhanonda. We commissioned two 2x1500 kVA DG sets to ensure auxiliary power supply during feeder outages.

The average load demand of the HVDC station through the Dhanonda and Majhra feeders currently varies between 600 kW and 1,500 kW, depending on the load and other factors such as weather.

- To improve the Power Factor (PF) until the installation of the Automatic Power Factor Correction (APFC) system to supply the required reactive power so that the PF was maintained at unity, we utilised the solar plant inverters during night hours when there's no solar generation.
- Until the installation of APFC, we had initiated a cost optimisation plan through the solar inverter to supply reactive power to the auxiliary system at the Mahendragarh HVDC station.

During daytime, we supply active power to the grid and absorb reactive power from the grid to compensate for the effect of transformer and cabling. During night time (18:30-06:30 hours), we supply reactive power to the grid to compensate for the requirement of auxiliary load and absorb active power from the grid to make the solar inverter system go live. We supply 350 kVArh reactive power to the grid from the Mahendragarh solar power plant. Based on the above reactive power injection, we lowered our electricity bill for October, November and December 2018.

Auxiliary Power Consumption and Savings after Reactive Power Injection through Solar Inverter

Sr. No.	Description	Oct -18	Nov -18	Dec -18
1	Active Power (kWh)	3,56,955	3,40,162	3,60,533
2	Apparent Power (kVAh)	4,51,475	4,28,597	4,29,348
3	Power Factor	0.79	0.79	0.84
4	Reactive Power (kVArh)	2,76,429	2,60,740	2,33,143
5	Reactive Power Inject Using Solar (kVArh)	1,23,968	1,19,661	1,25,744
6	Total Reactive Power (kVArh)	4,00,396	3,80,400	3,58,887
7	Apparent Power if Reactive Power not Injected (kVAh)	5,36,409	5,10,308	5,08,708
8	Power Factor if Reactive Power not Injected	0.67	0.67	0.71
9	Diff. in Apparent Power (kVArh)	84,934	81,711	79,360
10	Energy charges/unit	6.3	6.3	6.3
11	**Savings**	**5,35,082**	**5,14,782**	**4,99,970**
12	Inverter consumption Less kWh	2,057	2,258	998
13	Inverter consumption Less kVAh@ 0.7 PF	2,939	3,226	1,426
14	Energy Charges/Unit	6.3	6.3	6.3
15	Total Cost for Inverter Loss	18,513	0,322	8,982
16	**Savings after Inverter Loss in ₹**	**5,16,569**	**4,94,460**	**4,90,988**

Total savings from October 2018 to December 2018: ₹ **15,02,017**

Case Study 2

APFC installation in Mahendragarh substation

The Mundra-Mahendragarh HVDC transmission system is a bipolar link that evacuates 2,500 MW of power from Adani Power's Mundra supercritical thermal power station in Gujarat to Mahendragarh in Haryana. Auxiliary power in supplied by two 33 kV feeders, with each feeder being connected to a distinct substation of the state utility (one feeder is used at a time).

Need for Automatic Power Factor Control (APFC)

Auxiliary power constitutes a major expenditure at the Mahendragarh substation. We installed a 1 MW solar power plant in the substation in July 2017 to reduce auxiliary power costs. We were continuously exploring further cost-saving opportunities, which led to the study of power quality and power factor at the substation. Auxiliary load in Mahendragarh is mainly inductive. The two most critical components – transformer cooling system and valve cooling system – use induction motors, which led to power factor problem (lag) with the auxiliary supply system.

Problems

- Low (lagging) power factor due to inductive auxiliary load
- Variation in power factor due to site-specific conditions
- Variation in auxiliary load with respect to operational requirements

Opportunity

The correction of power factor provided sizeable savings opportunity in auxiliary power costs. ATL and vendors conducted a study to understand load conditions of the auxiliary system (both 33 kV and 415 V). Power quality was assessed at different locations using the HIOKI 3,197 Power Quality Analyser. After analysing the findings, we provided a 1,000 kVAR compensation to improve the power factor.

A reactive power compensation STATCOM system at 33 kV by GEPC was selected for power factor correction. The power factor compensator converter system consists of STATCOM (LV voltage source converters), transformer and control system. The STATCOM system provides variable compensation between ± 1,000 kVAr at 33 kV based on the Pulse Width Modulation (PWM) technique.

STATCOM or Static Synchronous Compensator is a power electronic device using force commutated devices such as Insulated Gate Bipolar Transistor (IGBT) and Gate Turn-Off Thyristor (GTO) to control reactive power flow through a power network, thereby increasing its stability. It is a member of the Flexible AC Transmission System (FACTS) family of devices. STATCOM is a shunt device, i.e., connected in shunt with the line.

Event Date (DD/MM/YYYY)

02.03.2019
Erection of APFC Panel

03.03.2019
Erection of Transformer

04.03.2019
Earthing of APFC Panel and Laying of Cables

05.03.2019
HT Cable Connected

06.03.2019
Relay Settings Configured

06.03.2019
33 kV / 605 V Transformer charged

07.03.2019
STATCOM AFPC Charged

08.03.2019
APFC HMI Installation Completed

09.03.2019
Erection of Shed Completed

Benefits

The power factor of the auxiliary supply system increased from 0.76 to unity. It will decrease auxiliary power consumption and there will be considerable savings in auxiliary power expenditures.

Case Study 3

Insulator replacement based on hotspots detection in 400 kV Mundra-Sami line

We installed and energised the 400 kV Mundra-Sami-Dehgam line in FY09-10. Initially, porcelain insulators had been installed. However, due to a number of incidents of failure of porcelain insulators (2-3 suspension string) and frequent tracking/tripping observed due to salty dust deposits, we replaced the porcelain insulators with Silicone Rubber Insulators (SRIs). However, the frequency of failures of the SRIs (11 strings) kept on increasing. The main reason of failure of SRI is degradation of materials and integration issue at works, which leads to punctured the insulators.

To resolve the issue, we replaced the failed insulators with spare insulators safely and the line was restored. OEM carried out thermo-vision scanning at the affected parts for hotspot detection and analysis. We sent one broken insulator and one unused healthy insulator (for reference) to a reputed testing facility, Electrical Research Development Association (ERDA), Vadodara for analysing the root cause of failure.

Solution

Based on the test reports from ERDA and OEM, we concluded that the SRIs failed due to poor quality of the material, degradation of material and integration issue at works. The existing insulators should be replaced with new SRIs at the affected area.

After replacing the insulators in the identified locations, we didn't experience any incident. Similarly, thermo-vision scanning work for SRIs has been carried out at the desired frequency.

Case Study 4

Employee Engagement Survey

An employee survey is integral to enhancing working relationships in an organisation. ATL conducted an employee survey based on the Global Standards of Q 12 suggested by Gallup. A lot of research has gone into designing the survey, which aligned with the standards adopted globally by several progressive organisations. More than 85% of the employees participated in the survey.

Key findings

- Overall score was better than global and Indian standards
- Received insights about what is going well and what are the areas of improvement in terms of employee engagement
- Top score parameters – (1) Learning and growth (2) Proper material and equipment are provided in order to carry work properly (3) Employees' commitment towards quality and growth
- Opportunity for improvement Well defined path for employees' professional growth in the organisation

Future plan

- Conduct sensitisation workshops and make people aware of the findings
- Discuss team-specific scores with relevant managers and draw an action plan tailored to that team/department

Case Study 5

765 kV Tiroda-Koradi line restoration

During the first week of June 2018, Vidharbha area of Maharashtra was affected by heavy thunderstorm and wind. The situation worsened as a number of trees, poles and transmission lines. Our 765 kV S/C Tiroda to Koradi Line-2 passes through the state of Maharashtra. It is an important link for the evacuation of power from Eastern Part of Maharashtra and caters to load demand of Western Maharashtra. On June 2, 2018, during heavy thunderstorm and wind, our 765 kV Tiroda-Koradi line # 2 witnessed collapsed of one tower and partially damaged of two consecutive towers near Saoner area.

Immediate action was taken to restore the collapsed towers on war footing. Initially, the line was restored on Emergency Restoration System (ERS) within a historic period of 15 days. The ERS is very useful to restore the line in record time. Due to the lightweight and modular structure, transportation to the site and erection was easy and the towers were erected with the help of guy wires. The line was restored and successfully charged at permanent co-ordinates within a period of one month only.

Damaged Towers

Restoration of Line at ERS and Incident Location

Awards and Recognitions

1. Times Ascent Human Capital Awards – Won awards in 'HR Professional of the Year' and 'Young HR Achiever' categories
2. Compliance 10/10 Awards – Won award in Excellent Performers 2018 category
3. Industry Excellence Award - Award conferred to 'Dr. K. Rajamani - Chief Consultant, AEML' in NPSC 2018
4. Central Board of Irrigation and Power (CBIP) has recognised AEML as 'Best Performing Utility having integrated operation in Generation, Transmission and Distribution'
5. Maharashtra Energy Development Agency (MEDA): 13th State Level Energy Conservation Award – 'Certificate of Merit' in Transmission & Distribution Sector
6. 7th FICCI Quality Systems Excellence Awards for Industry - AEML - Transmission conferred with the Platinum Prize (1st Prize) in Medium category in the Power Sector

Conversion Factors and Assumption

SL.	Parameters	Conversion Factors/ Assumption
1	GHG Emissions	Diesel- 2.68779 TCO_2e/KL
		LDO- 2.62694 TCO_2e/KL
		Petrol- 2.3053 TCO_2e/KL
		SF6 - 22.8 TCO_2e/KG
		R-22- 1.81 TCO_2e/KG
		R-410- 2.088 TCO_2e/KG
		Purchased electricity from the grid- 0.95 TCO_2e/MWh
		Emission Saving from Solar Power Generation- - 0.86 TCO_2e/MWh
2	Water Consumption for Concrete	For M20- 27.5 L per Cum For M10- 34 L per Cum
	Water	Either by Meter Reading or Pump Running Hours X Pump Capacity or Nos. of Tankers X Tanker Capacity
3	Waste	Used Battery Scrap- 50 Kg. per Unit
		Used Oil Drum Scrap- 50 Kg. per Nos.
		Used Transformer Oil/ Used Spent Oil- 860KG/KL

Note: We have Considered the AEML Business and Operational Performance for entire FY18-19.

Reference:

1) https://www.carbonfootprint.com/docs/2018_conversion_factors_2018_-_full_set__for_advanced_users__v01-00.xls
2) http://cea.nic.in/reports/others/thermal/tpece/cdm_co2/user_guide_ver14.pdf

DNV·GL

Independent Assurance Statement

Scope and Approach

DNV GL represented by DNV GL Business Assurance India Private Limited ('DNV GL') was engaged by Adani Transmission Limited ('ATL', Corporate Identity Number L40300GJ2013PLC077803) to undertake an independent assurance of the Company's sustainability performance in its printed Integrated Annual Report 2018-19 ('the Report'). The sustainability performance disclosures in this Report is prepared based on the International <IR> Framework ('<IR>') of the International Integrated Reporting Council ('IIRC') that is, the Guiding Principles and Content Elements. This Report uses disclosures selected from the Global Reporting Initiative's (GRI's) Sustainability Reporting Standards (GRI Standards), and also other initiatives including the International Finance Corporation (IFC) Performance Standards and the United Nations' Sustainable Development Goals (SDGs) to bring out the various Content Elements of <IR>. The intended user of this Assurance Statement is the management of the Company. Our assurance engagement was planned and carried out in June 2019 – July 2019 for the financial year ending 31st March 2019.

We performed our work using AccountAbility's AA1000 Assurance Standard 2008 (AA1000AS) and DNV GL's assurance methodology VeriSustainTM , which is based on our professional experience, international assurance best practices including International Standard on Assurance Engagements 3000 (ISAE 3000) Revised* and the GRI's Principles for Defining Report Content and Quality.

We planned and performed our work to obtain the evidence we considered necessary to provide a basis for our assurance opinion for providing a Type 2 Moderate Level of assurance based on AA1000 AS. In doing so, we evaluated the qualitative and quantitative disclosures presented in the Report using the <IR> principles, together with ATL's protocols for how the data was measured, monitored, recorded and reported. The performance data in the agreed scope of work included the qualitative and quantitative information on non-financial performance which were disclosed in the Report prepared by ATL based on GRI Standards for the identified material topics covering economic, environmental and social performance for the activities undertaken by the Company over the reporting period 1st April 2018 to 31st March 2019.

The reporting topic boundaries of non-financial performance is based on the internal and external materiality assessment predominantly covering ATL's operations including subsidiaries in India as set out in the Report in the section "About the Report".

We understand that the reported data on economic performance, including CSR expenses incurred by the business and contribution to Adani Foundation towards CSR expenses, are based on disclosures and data from ATL's audited financial statements presented in Annual Report 2018-19, which is subjected to a separate independent statutory audit process, and is not included in our scope of work.

Responsibilities of the Management of ATL and of the Assurance Provider

The Management team of the Company have the sole accountability for the preparation of the sustainability disclosures in this Report and are responsible for integrity of all information disclosed in the Report as well as the processes for collecting, analysing and reporting the information presented within the Report, including the references to the Company's website. ATL is also responsible for ensuring the maintenance and integrity of reported and referenced non-financial disclosures in its website and referenced documents.

In performing assurance work, our responsibility is to the management of ATL; however, this statement represents our independent opinion and is intended to inform the outcome of our assurance to the stakeholders of ATL. DNV GL was not involved in the preparation of any statement or data included in the Report except for this Assurance Statement and Management Report highlighting our assessment findings for future reporting.

DNV GL's assurance engagements are based on the assumption that the data and information provided by the client to us as part of our review have been provided in good faith and free from any misstatements. DNV GL expressly disclaims any liability or co-responsibility for any decision a person or an entity may make based on this Assurance Statement.

Basis of our Opinion

A multi-disciplinary team of sustainability and assurance specialists performed work at ATL's Corporate Office at Ahmedabad and visited operational sites of its acquired entity M/s Adani Electricity Mumbai Limited. We adopted a risk-based approach, i.e. we concentrated our verification efforts on the issues of high material relevance to Company's power generation, transmission and distribution business, and its key stakeholders. We undertook the following activities:

[1] The VeriSustain protocol is available on request from www.dnvgl.com

* Assurance Engagements other than Audits or Reviews of Historical Financial Information.

- Reviewed the Company's approach to addressing the requirements of <IR> including stakeholder engagement and its materiality determination process;
- Verified the value creation disclosures related to the six capitals and claims made in the Report, and assessed the robustness of the data management system, data accuracy, information flow and controls for the reported disclosures;
- Examined and reviewed documents, data and other information made available by the Company related to disclosures;
- Conducted in-person interviews with top and senior management team of Company and other representatives, including data owners and decision-makers from different divisions and functions of the Company to validate the disclosures;
- Performed sample-based reviews of the mechanisms for implementing the Company's sustainability related policies, as described in the Report;
- Performed sample-based checks of the processes for generating, gathering and managing the quantitative data and qualitative information included in the Report based on the selected GRI Standards.

During the assurance process, we did not come across limitations to the scope and boundary of the agreed assurance engagement.

Opinion and Observations

On the basis of the verification undertaken, nothing has come to our attention that causes us to believe that the Report does not properly describe ATL's adherence to the criteria of reporting (Guiding Principles and Content Elements) related to <IR>, representation of the material topics, business model, disclosures on value creation through six capitals, related strategies and management approach, and GRI Topic-specific Standards from for identified material topics. Without affecting our assurance opinion, we also provide the following observations.

AA1000 Accountability Principles Standard (2008) Inclusivity

The participation of stakeholders in developing and achieving an accountable and strategic response to Sustainability

The Report has identified key stakeholders across its transmission, distribution and generation business and disclosed the process of stakeholder engagement, its outcome and stakeholder concerns. Further the outcomes of stakeholder engagement are used as inputs in determining material topics based on impact on six capitals for the chosen reporting boundary. Nothing has come to our attention to suggest that the Report does not meet the requirements related to the Principle of Inclusivity.

Materiality

The process of determining the issues that is most relevant to an organization and its stakeholders

The Report articulates identified eleven (11) material issues emerging from materiality analysis based on <IR> and as required by AA1000APS for its business of transmission, distribution and generation. The materiality determination process is based on inputs from key stakeholders including global and peer sector reports, Company and Group policies, value chain impacts of operations, business risks, and inputs from the senior management at ATL. In our opinion, ATL has not missed out any known material topics for the chosen reporting boundary. Nothing has come to our attention to suggest that the Report does not meet the requirements related to the Principle of Materiality.

Responsiveness

The extent to which an organization responds to stakeholder issues

The Company has established both formal and informal process (at Operation and Maintenance, and Project levels for its business) to respond to stakeholder concerns and feedback. In our opinion, the sustainability performance is fairly disclosed, including the strategies and management approach related to identified key sustainability topics, and challenges considering the overall sustainability context of the ATL line of business i.e. transmission, distribution and generation together with Operation and Maintenance, and Project activities. Nothing has come to our attention to suggest that the Report does not meet the requirements related to the Principle of Responsiveness.

Specific Evaluation of the Information on Sustainability Performance

We consider the methodology and process for gathering information developed by ATL for its sustainability performance reporting to be appropriate, and the qualitative and quantitative data included in the Report was found to be identifiable and traceable; personnel responsible could demonstrate the origin and interpretation of the data and its reliability. We observed that the Report presents a faithful description of the reported non-financial disclosures for the reporting period.

DNV·GL

Reliability
The accuracy and comparability of information presented in the report, as well as the quality of underlying data management systems

The Report has disclosed ATL's sustainability performance through selected GRI Topic-specific Standards for the identified qualitative and quantitative disclosures and these are captured in bespoke data formats generated by ATL's. The majority of data and information verified at the Corporate Office and sampled operational sites were found to be accurate. Some of the data inaccuracies identified during the verification process were found to be attributable to transcription, interpretation and aggregation errors. These identified errors were communicated and subsequently corrections made in the reported data and information. Nothing has come to our attention to suggest that the Report does not meet the requirements related to the Principle of Reliability.

Additional principles as per DNV GL VeriSustain
Completeness
How much of all the information that has been identified as material to the organisation and its stakeholders is reported
The Report has fairly brought out the disclosure requirements of <IR> including the value creation through six capitals, business model, strategy, management approach, monitoring systems and sustainability performance indicators considering the scope and boundary of its reporting, which excludes ATL's Trading Business as the Company is still working towards identification of material issues and systems to capture sustainability performance related to its trading business. Nothing has come to our attention to suggest that the Report does not meet the requirements related to the Principle of Completeness.

Neutrality
The extent to which a report provides a balanced account of an organization's performance, delivered in a neutral tone
The Report had disclosed sustainability issues, challenges and performance in a fairly neutral tone, in terms of content and presentation, and had also considered the sustainability context and external environment in bringing out its value creation perspective on six capitals during the reporting period. Nothing has come to our attention to suggest that the Report does not meet the requirements related to the Principle of Neutrality.

For and on behalf of DNV GL AS
Bengaluru, India
9th July 2019

NANDKUMAR VADAKEPATTH
Lead Verifier,
Head - Regional Sustainability Operations
DNV GL Business Assurance India Private Limited,
India.

PRASUN KUNDU
Assurance Reviewer,
DNV GL Business Assurance India Private Limited,
India

AA1000
Licensed Assurance Provider

DNV GL Business Assurance India Private Limited is part of DNV GL – Business Assurance, a global provider of certification, verification, assessment and training services, helping customers to build sustainable business performance. www.dnvgl.com

Corporate Information

BOARD OF DIRECTORS

Mr. Gautam S. Adani,
Chairman

Mr. Rajesh S. Adani,
Director

Mr. Anil Sardana,
Managing Director and Chief Executive Officer
(w.e.f. 10th May, 2018)

Mr. K. Jairaj,
Director

Dr. Ravindra H. Dholakia,
Director

Mrs. Meera Shankar,
Director

Mr. Kaushal Shah ,
Chief Financial Officer

COMPANY SECRETARY

Mr. Jaladhi Shukla

AUDITORS

M/s. Deloitte Haskins & Sells LLP
Chartered Accountants
Ahmedabad

REGISTERED OFFICE

"Adani House", Nr. Mithakhali Six Roads,
Navrangpura, Ahmedabad-380009,
Gujarat (INDIA)

CIN: L40300GJ2013PLC077803

BANKERS & FINANCIAL INSTITUTIONS

Axis Bank Ltd.
Bank of Baroda
Bank of India
Barclays Bank PLC
CITI bank NA
Deutsche Bank
Export-Import Bank of India
HDFC Bank Ltd.
ICICI Bank Ltd.
IDFC Bank Ltd.
IDFC Infrastructure Finance Ltd.
IFCI Ltd.
Indian Overseas Bank
IndusInd Bank Ltd.
Industrial and Commercial Bank of China, Mumbai
L&T Finance company Ltd.
L&T Infrastructure Finance company Ltd.
Mizuho Bank Ltd.
Piramal Capital & Housing Finance Ltd.
PTC India Financial Services Ltd.
Punjab National Bank
Standard Chartered Bank
State Bank of India
Tata Cleantech Capital Ltd.
The Development Bank of Singapore Ltd.(DBS)
Union Bank of India
United bank of India
Vijaya Bank
Yes Bank Ltd.

REGISTRAR AND TRANSFER AGENT

M/s Link Intime India Private Limited
5th Floor, 506-508, Amarnath Business Centre – 1 (ABC-1),
Beside Gala Business Centre,
Off C. G. Road,
Navrangpura, Ahmedabad – 380 009.
Phone: +91-79-26465179
Fax: +91-79-26465179

Directors' Report

Dear Shareholders,

Your Directors are pleased to present the 6th Annual Report along with the audited financial statements of your Company for the financial year ended on 31st March, 2019.

Financial Performance Summary

The summarized financial highlight is depicted below:

(₹ in Crore)

Particulars	Consolidated		Standalone	
	2018-19	2017-18	2018-19	2017-18
FINANCIAL RESULTS				
Total Revenue	**7560.80**	**4,055.19**	**1631.41**	**1,610.32**
Total Expenditure other than Financial Costs and Depreciation	4543.22	1,118.47	843.84	840.71
Profit before Depreciation, Finance Costs and Tax	**3017.58**	**2,936.72**	**787.57**	**769.61**
Finance Costs	1391.03	885.63	733.45	794.16
Depreciation, Amortization and Impairment Expense	882.15	579.41	0.12	0.08
Profit / (Loss) for the year before Rate Regulated Activities, Exceptional Items and Tax	**744.40**	**1471.68**	**54.00**	**(24.63)**
Add / (Less) Net movement in Regulatory Deferral Account Balances-Income / (Expense)	95.84	-	-	-
Profit / (Loss) for the year before Exceptional Items and Tax	**840.24**	**1,471.68**	**54.00**	**(24.63)**
Add / (Less) Exceptional Items	-	-	-	-
Profit / (Loss) for the year before Taxation	**840.24**	**1,471.68**	**54.00**	**(24.63)**
Total Tax Expenses	281.04	328.74	11.60	-
Profit / (Loss) for the year	**559.20**	**1,142.94**	**42.40**	**(24.63)**
Add / (Less) Share in Joint Venture & Associates	-	-	-	-
Net Profit / (Loss) after Joint Venture & Associates (A)	**559.20**	**1,142.94**	**42.40**	**(24.63)**
Other Comprehensive Income	-	-	-	-
- Items that will not be reclassified to profit or loss	(1.42)	0.31	(0.17)	(0.06)
- Items that will be reclassified to profit or loss	9.19	(25.91)	9.67	(42.65)
Other Comprehensive Income (After Tax) (B)	**7.77**	**(25.60)**	**9.50**	**(42.71)**
Total Comprehensive Income for the year (C) = (A+B)	**566.97**	**1,117.34**	**51.90**	**(67.34)**
Add / (Less) Share of Minority Interest (D)	-	-	-	-
Net Profit / (Loss) for the year after Minority Interest (C+D)	**566.97**	**1,117.34**	**51.90**	**(67.34)**
Balance carried to Balance Sheet	**566.97**	**1,117.34**	**51.90**	**(67.34)**

There are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report.

Performance of your Company

Consolidated Financial Results

The audited consolidated financial statements of your Company as on 31st March, 2019, prepared in accordance with the relevant applicable IND AS and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and provisions of the Companies Act, 2013, forms part of this Annual Report.

The key aspects of your Company's consolidated performance during the financial year 2018-19 are as follows:

Operational Highlights

Your Company is the largest power transmission and distribution company operating in the private sector in India and owns, operate and maintain 11,348 CKT Kms of transmission lines ranging from 132 KV to 765 KV, with a total transformation capacity 18,330 MVA. Your Company has fourteen fully operational Transmission Systems that primarily serve the Northern and Western regions of India and is constructing additional projects of 2,214 CKT Kms in Chhattisgarh, Uttar Pradesh, Jharkhand and Bihar, which were awarded through Tariff Based Competitive Bidding process. With completion of all ongoing projects, the network of the Company is to 13,562 CKT Kms.

Directors' Report (Contd.)

Your Company's operating performance in FY19 has set the best benchmark in the country in terms of consistent operational Network availability ranging from 99.80% to 100%. Your Company continues to pursue the organic as well as inorganic growth opportunities. We have a strong & seamless integration of processes, people & technology which has laid a strong foundation for the Company to create the value for its stakeholders.

Financial Highlights:

- Consolidated total income in FY19 was ₹ 7,561 Crore as compared to ₹ 4,055 Crore in FY18.
- Consolidated EBIDTA in FY19 was ₹ 3,113 Crore as compared to ₹ 2,937 Crore in FY18.
- Consolidated PAT in FY19 was at ₹ 559 Crore as compared to ₹ 1,143 Crore in FY18.

Standalone Financial Results:

On standalone basis, your Company registered total revenue of ₹ 1,631 Crore in FY19 as compared to ₹ 1,610 Crore in FY18.

The detailed operational performance of your Company has been comprehensively discussed in the Management Discussion and Analysis Report which forms part of this Report.

Dividend

The Board of Directors of your company, after considering holistically the relevant circumstances and keeping in view the tremendous growth opportunities that your company is currently engaged with, has decided that it would be prudent not to recommend any Dividend for the year under review.

Fixed Deposits

During the year under review, your Company has not accepted any fixed deposits within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

Non-Convertible Debentures

During the year under review, your Company has bought back 1184 Rated, Listed, Taxable, Secured, Redeemable, Non-Convertible Debentures of the face value of ₹ 10 Lakhs each issued on private placement basis on 26th March, 2019.

As on 31st March, 2019, 25,466 Rated, Listed, Taxable, Secured, Redeemable, Non-Convertible Debentures of face value of ₹ 10 Lakhs each aggregating to ₹ 2,546.60 Crores were outstanding as issued on private placement basis listed on the Wholesale Debt Market Segment of BSE Limited.

Particulars of loans, guarantees or Investments

The provisions of Section 186 of the Companies Act, 2013, with respect to a loan, guarantee or security are not applicable to the Company as the Company is engaged in providing infrastructural facilities which is exempted under Section 186 of the Companies Act, 2013. The details of investments made by the Company during the year under review are disclosed in the financial statements.

Subsidiaries, Joint Ventures and Associate Companies

Your Company had 15 direct subsidiaries as on 31st March, 2018. During the year under review, the following companies were acquired / incorporated -

- Ghatampur Transmission Limited from REC Transmission Projects Company Limited.
- Adani Electricity Mumbai Limited (earlier known as Reliance Electric Generation and Supply Limited) from Reliance Infrastructure Limited.
- Obra C-Badaun Transmission Limited from PFC Consulting Limited.
- KEC Bikaner Sikar Transmission Private Limited from KEC International Limited
- AEML Infrastructure Limited was incorporated as a wholly-owned subsidiary Company.

In view of the above, the total number of subsidiaries as on 31st March, 2019 was 20.

There are no associate companies or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the subsidiaries.

Pursuant to the provisions of Section 129, 134 and 136 of the Companies Act, 2013 read with rules framed thereunder and pursuant to Regulation 33 of the SEBI Listing Regulations, the Company had prepared consolidated financial statements of the company and its subsidiaries and a separate statement containing the salient features of financial statement of subsidiaries, joint ventures and associates in Form AOC-1 which forms part of the Annual Report.

The annual financial statements and related detailed information of the subsidiary companies shall be made available to the shareholders of the holding and subsidiary companies seeking such information on all working days during business hours. The financial statements of the subsidiary companies shall also be kept for inspection by any shareholder/s during working hours at the Company's registered office and that of the respective subsidiary companies concerned. In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries, are available on our website, www.adanitransmission.com. Details of developments of subsidiaries of the Company are covered in the Management's Discussion and Analysis Report forms part of this Report.

Directors and Key Managerial Personnel

Pursuant to the requirements of the Companies Act, 2013 and Articles of Association of the Company, Mr. Gautam S. Adani (DIN: 00006273) is liable to retire by rotation and being eligible offers himself for re-appointment.

Present tenure of Dr. Ravindra H. Dholakia, Mr. K. Jairaj and Mrs. Meera Shankar as Independent Director(s) expires on August, 2019, June, 2020 and June, 2020 respectively. The Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 28th May, 2019 recommended and approved the re-appointment of said Independent Directors for a second term of 5 (five) year upto August, 2024, June, 2025 and June, 2025 respectively subject to approval of members.

In accordance with the provisions of Section 149 and Schedule IV of the Companies Act, 2013 and rules made thereunder, Dr. Ravindra H. Dholakia, Mr. K. Jairaj and Mrs. Meera Shankar are being re-appointed as Independent Directors to hold office as per their tenure of re-appointment mentioned in the Notice of the ensuing Annual General Meeting of the Company.

The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Act. The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and the SEBI Listing Regulations and there has been no change in the circumstances which may affect their status as independent director during the year.

The Board recommends the appointment / re-appointment of above directors for your approval.

Brief details of Directors proposed to be appointed / re-appointed as required under Regulation 36 of the SEBI Listing Regulations are provided in the Notice of Annual General Meeting.

Currently, the promoter group of the Company is holding 74.92% equity stake of the Company which is within the statutory limits. Further, the composition of the board of directors of the Company comprises judicial mix of 2 (Two) Promoter Directors, 3 (Three) independent directors and 1 (One) professional Managing Director and CEO, thereby ensuring the requirement of having 50% Board being Independent. The ownership and board governance structure(s) of the Company are independent to each other and the functioning of the Board as a collective body is primarily driven by theory of fiduciary duties of director thereby ensuring effectively protecting the interests of minority shareholders and long term value creation for its stakeholders.

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, state the following:

a. that in the preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b. that such accounting policies have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st Mach, 2019 and of the profit loss of the Company for the year ended on that date;

c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. that the annual financial statements have been prepared on a going concern basis;

e. that proper internal financial controls were in place and that the financial control were adequate and were operating effectively;

f. that proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Policies

During the year under review, the Board of Directors of the Company have amended / approved changes in Corporate Social Responsibility policy; Nomination and Remuneration Policy of Directors, Key Managerial Personnel and Other Employees; Policy for determining Material Subsidiaries; Related Party Transaction Policy; Vigil Mechanism / Whistle Blower Policy; Code of Conduct for Board of Directors and Senior Management of the Company; Material Events Policy; Website Content Archival Policy and Code of internal procedures and conduct for regulating, monitoring and reporting of Trading by Insiders to comply with the recent amendments in the Companies Act, 2013 and SEBI Regulations. Accordingly, the updated policies are uploaded on website of the Company at http://www.adanitransmission.com/Investor-relation/investor-download.

Directors' Report (Contd.)

Number of Board Meetings

The Board of Directors met 5 (five) times during the year under review. The details of board meetings and the attendance of the Directors are provided in the Corporate Governance Report which forms part of this report.

Independent Directors' Meeting

The Independent Directors met on 13th February, 2019, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of non-independent directors and the Board as a whole; the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Board Evaluation

The Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc.

Policy on Directors' Appointment and Remuneration

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Companies Act, 2013 is made available on the Company's website (http://www.adanitransmission.com/Investor-relation/investor-download).

Internal Financial Control System and their Adequacy

The details in respect of internal financial control and their adequacy are included in the Management and Discussion & Analysis, which forms part of this report.

Risk Management

The Board of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls.

Committees of Board

Details of various committees constituted by the Board of Directors as per the provisions of the SEBI Listing Regulations and Companies Act, 2013 are given in the Corporate Governance Report which forms part of this report.

Corporate Social Responsibility & Sustainability

The Company has constituted a Corporate Social Responsibility & Sustainability (CSR&S) Committee and has framed a CSR Policy. The brief details of (CSR&S) Committee are provided in the Corporate Governance Report. The Annual Report on CSR activities is annexed to this Report. The CSR Policy is available on the website (http://www.adanitransmission.com/Investor-relation/investor-download) of the Company.

Corporate Governance and Management Discussion and Analysis Report

Separate reports on Corporate Governance compliance and Management Discussion and Analysis as stipulated by the SEBI Listing Regulations form part of this Annual Report along with the required Certificate from Statutory Auditors of the Company regarding compliance of the conditions of Corporate Governance as stipulated.

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

Business Responsibility Report

The Business Responsibility Report for the year ended 31st March, 2019 as stipulated under Regulation 34 of the SEBI Listing Regulations is annexed which forms part of this Annual Report.

Prevention of Sexual Harassment at Workplace

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, your Company has constituted Internal Complaints Committee (ICC) which is responsible for redressal of complaints related to sexual harassment. During the year under review, there were no complaints pertaining to sexual harassment.

Extract of Annual Return

The details forming part of the extract of the Annual Return in Form MGT-9 are annexed to this Report as Annexure – A.

Related Party Transactions

All the related party transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Your Company had not entered into any transactions with related parties which could be considered material in terms of Section 188 of the Companies Act, 2013. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC 2 is not applicable.

During the year under review, your Company has entered into transactions with related party which are material as per Regulation 23 of the SEBI Listing Regulations and the details of the said transactions are provided in the Annexure to Notice of the Annual General Meeting.

Significant and Material Orders Passed by the Regulators or Courts or Tribunals Impacting the Going Concern Status of the Company

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's future operations.

Insurance

The Company has taken appropriate insurance for all assets against foreseeable perils.

Auditors & Auditors' Report

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with rules made thereunder, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) hold office as the Statutory Auditors of the Company until the conclusion of the ensuing 10th Annual General Meeting (AGM) to be held in the year 2023.

The Notes to the financial statements referred in the Auditors Report are self-explanatory. There are no qualifications or reservations or adverse remarks or disclaimers given by Statutory Auditors' of the Company and therefore do not call for any comments under Section 134 of the Companies Act, 2013. The Auditors' Report is enclosed with the financial statements in this Annual Report.

Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rules made thereunder, the Company has appointed M/s. Chirag Shah & Associates, Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for FY 2018-19 is annexed, which forms part of this report as Annexure-B. There were no qualifications, reservation or adverse remarks given by Secretarial Auditors of the Company.

Particulars of Employees

The information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in separate annexure forming part of this Report as Annexure-C.

The statement containing particulars of employees as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, will be provided upon request. In terms of Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered Office of the Company during business hours on working days of the Company. If any member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, as amended from time to time is annexed to this Report as Annexure-D.

Acknowledgement

Your Directors are highly grateful for all the guidance, support and assistance received from the Government of India, various State Governments, Financial Institutions and Banks. Your Directors thank all shareowners, esteemed customers, suppliers and business associates for their faith, trust and confidence reposed in the Company.

Your Directors also wish to place on record their sincere appreciation for the dedicated efforts and consistent contribution made by the employees at all levels, to ensure that the Company continues to grow and excel.

For and on behalf of the Board of Directors

Place: Ahmedabad
Date: 28th May, 2019

Gautam S. Adani
Chairman
(DIN: 00006273)

Annexure - A
to the Directors' Report

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended 31st March, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other Details:

CIN	:	L40300GJ2013PLC077803
Registration Date	:	9th December, 2013
Name of the Company	:	Adani Transmission Limited
Category / Sub-Category of the Company	:	Company limited by shares
Address of the Registered office and contact details	:	Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad-380009, Gujarat, India Phone No. +91-79-26565555
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	:	M/s. Link Intime India Private Limited 5th Floor, 506-508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre, Off C. G. Road, Navrangpura, Ahmedabad – 380 009. Tel: +91-79-26465179 Fax : +91-79-26465179 E-mail: ahmedabad@linkintime.co.in

II. Principal Business Activities of the Company:
All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Name and description of main Products/Services	NIC Code of the Product/ service	% to total turnover of the company
Transmission of electric energy	35107	0.02%
Trading of Agri Commodities	46309	99.98%

III. Particulars of Holding, Subsidiary and Associate Companies:

Sr. Nos.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Adani Transmission (India) Limited Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009	U40101GJ2013PLC077700	Subsidiary	100	2(87)
2.	Maharashtra Eastern Grid Power Transmission Company Limited Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009	U40100GJ2010PLC059593	Subsidiary	100	2(87)
3.	Chhattisgarh-WR Transmission Limited Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009	U40105GJ2014GOI094187	Subsidiary	100	2(87)
4.	Raipur-Rajnandgaon-Warora Transmission Limited Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009	U40300GJ2014GOI094189	Subsidiary	100	2(87)
5.	Sipat Transmission Limited Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009	U40300GJ2014GOI094190	Subsidiary	100	2(87)
6.	Adani Transmission (Rajasthan) Limited 31 (A), 6th Floor, Plot No. 5, Swej Farm, Mahima Trinity, New Sanganer Road, Jaipur – 302019	U40105RJ2016PLC049663	Subsidiary	99.99	2(87)

Sr. Nos.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
7.	North Karanpura Transco Limited, Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009	U40103GJ2015GOI094910	Subsidiary	100	2(87)
8.	Aravali Transmission Service Company Limited Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009	U40109GJ2009PLC098510	Subsidiary	74*	2(87)
9.	Maru Transmission Service Company Limited Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009	U40109GJ2009PLC098567	Subsidiary	100	2(87)
10.	Barmer Power Transmission Service Limited 31(A), 6th Floor, Plot No.5, Swej Farm, Mahima Trinity, New Sanganer Road, Jaipur - 302019	U40300RJ2016SGC055162	Subsidiary	100	2(87)
11.	Thar Power Transmission Service Limited 31(A), 6th Floor, Plot No.5, Swej Farm, Mahima Trinity, New Sanganer Road, Jaipur - 302019	U40300RJ2016SGC055193	Subsidiary	100	2(87)
12.	Hadoti Power Transmission Service Limited 31(A), 6th Floor, Plot No.5, Swej Farm, Mahima Trinity, New Sanganer Road, Jaipur – 302019	U40106RJ2016SGC054887	Subsidiary	100	2(87)
13.	Western Transco Power Limited Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009	U40300GJ2016PLC105283	Subsidiary	100	2(87)
14.	Western Transmission (Gujarat) Limited Adani House Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad - 380009	U40300GJ2016PLC105284	Subsidiary	100	2(87)
15.	Fatehgarh-Bhadla Transmission Limited C-105, Anand Niketan, New Delhi – 110 021	U40300DL2016GOI309971	Subsidiary	100	2(87)
16.	Ghatampur Transmission Limited C-105, Anand Niketan, New Delhi – 110 021	U40300DL2016GOI308788	Subsidiary	100	2(87)
17.	Adani Electricity Mumbai Limited Adani House 56, Shrimali Society, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad - 380009	U74999GJ2008PLC107256	Subsidiary	100	2(87)
18.	AEML Infrastructure Limited Adani House 56, Shrimali Society, Nr. Mithakhali Six Road, Navrangpura, Ahmedabad - 380009	U40106GJ2018PLC105571	Subsidiary	100	2(87)
19.	Obra-C Badaun Transmission Limited C-105, Anand Niketan, New Delhi – 110 021	U40106DL2018GOI337373	Subsidiary	100	2(87)
20	KEC Bikaner Sikar Transmission Private Limited 31(A), 6th Floor, Plot No.5, Swej Farm, Mahima Trinity, New Sanganer Road, Jaipur – 302019	U40101RJ2015PTC057349	Subsidiary	99.99	2(87)

* The balance 26% of Equity Shares are pledged in favour of the Company.

IV. Share Holding Pattern (Equity Share Capital Break-up as Percentage of Total Equity) as on 31st March, 2019)

i. Category-wise Share Holding

	Category of Shareholders	No of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A.	**Promoter**									
1	**Indian**									
a)	Individuals/HUF	2	-	2	-	2	-	2	0.00	0.00
b)	Central Government	-	-	-	-	-	-	-	-	-
c)	State Government(s)	-	-	-	-	-	-	-	-	-
d)	Bodies Corporate	99491719	-	99491719	9.04	99491719	-	99491719	9.04	0.00
e)	Banks/FI	-	-	-	-	-	-	-	-	-
f)	Any Others									
	Family Trust	630034660	-	630034660	57.29	630034660	-	630034660	57.29	0.00
Sub Total(A)(1)		**729526381**	**-**	**729526381**	**66.33**	**729526381**	**-**	**729526381**	**66.33**	**0.00**
2	**Foreign**									
a)	NRIs-Individuals	-	-	-	-	-	-	-	-	-
b)	Other-Individuals	-	-	-	-	-	-	-	-	-
c)	Bodies Corporate	94437100	-	94437100	8.59	94437100	-	94437100	8.59	0.00
d)	Banks/FI	-	-	-	-	-	-	-	-	-
e)	Any Other	-	-	-	-	-	-	-	-	-
Sub Total(A)(2)		94437100	-	94437100	8.59	94437100	-	94437100	8.59	0.00
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		**823963481**	**-**	**823963481**	**74.92**	**823963481**	**-**	**823963481**	**74.92**	**0.00**
B.	**Public shareholding**									
1	**Institutions**									
a)	Mutual Funds/ UTI	-	-	-	-	27473	-	27473	0.00	0.00
b)	Banks/FI	28903942	-	28903942	2.63	28162814	-	28162814	2.57	(0.06)
c)	Central Govt.	-	-	-	-	-	-	-	-	-
d)	State Govt.	-	-	-	-	-	-	-	-	-
e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
f)	Insurance Companies	-	-	-	-	-	-	-	-	-
g)	FII	-	-	-	-	-	-	-	-	-
h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)	Any Other									
	Foreign Portfolio Investor (Corporate)	219888789	-	219888789	19.99	226937411	-	226937411	20.63	0.64
Sub-Total (B)(1)		**248792731**	**-**	**248792731**	**22.62**	**255127698**	**-**	**255127698**	**23.20**	**0.58**
2	**Non-institutions**									
a)	Bodies Corporate									
i	Indian	3670836	-	3670836	0.33	2654915	-	2654915	0.24	(0.09)
ii	Overseas	-	-	-	-	-	-	-	-	-
b)	Individuals									
I	Individuals shareholders holding nominal share capital up to ₹ 1 Lakh	11924828	334051	12258879	1.11	8937138	291898	9229036	0.84	(0.27)
ii	Individual shareholders holding nominal share capital in excess of ₹ 1 Lakh	7660662	110000	7770662	0.71	6707187	78000	6785187	0.62	(0.09)
c)	Other (specify)									
	Clearing Member	1159412	-	1159412	0.11	201043	-	201043	0.02	(0.09)
	Non Resident Indian (Repat)	594059	-	594059	0.05	456688	-	456688	0.04	(0.01)

Category of Shareholders	No of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
Non Resident Indian (Non Repat)	148839	-	148839	0.01	119458	-	119458	0.01	-
Foreign National	10000	-	10000	0.00	10000	-	10000	0.00	-
NBFC registered with RBI	-	-	-	-	15636	-	15636	0.00	0.00
Hindu Undivided Family	1440684	-	1440684	0.13	1245855	-	1245855	0.10	(0.03)
Trust	500	-	500	0.00	1086	-	1086	0.00	0.00
Sub-Total (B)(2)	**26609820**	**444051**	**27053871**	**2.45**	**20349006**	**369898**	**20718904**	**1.89**	**(0.58)**
Total Public Shareholding (B)= (B)(1)+(B)(2)	**275402551**	**444051**	**275846602**	**25.08**	**275476704**	**369898**	**275846602**	**25.08**	**0.00**
C. Shares held by Custodians for GDRs & ADRs	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	**1099366032**	**444051**	**1099810083**	**100.00**	**1099366032**	**369898**	**1099810083**	**100.00**	**-**

ii. Shareholding of Promoters /Promoters Group:

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total shares of the company	% shares pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% shares pledged/ encumbered to total shares	
1	Shri Gautam S. Adani	1	--	--	1	--	--	Nil
2	Shri Rajesh S. Adani	1	--	--	1	--	--	Nil
3	Shri Gautam S. Adani/Smt. Priti G. Adani (on behalf of Gautam S. Adani Family Trust)	8836750	0.80	0.00	8836750	0.80	0.00	Nil
4	Shri Gautam S. Adani/Shri Rajesh S. Adani (on behalf of S.B. Adani Family Trust)	621197910	56.48	17.18	621197910	56.48	30.96	Nil
5	Adani Tradeline LLP (Formerly known as Parsa Kente Rail Infra LLP)	99491719	9.05	0.00	99491719	9.05	7.60	Nil
6	Pan Asia Trade & Investment Pvt. Ltd., Mauritius	3688000	0.34	--	0	0	0	(0.34)
8	Afro Asia Trade and Investments Ltd., Mauritius	30249700	2.75	--	30249700	2.75	--	Nil
9	Universal Trade and Investments Ltd., Mauritius	30249700	2.75	--	30249700	2.75	--	Nil
10	Worldwide Emerging Market Holding Ltd., Mauritius	30249700	2.75	--	30249700	2.75	--	Nil
11	Flourishing Trade and Investment Ltd.*	0	0	0	3688000	0.34	--	0.34
Total		**823963479**	**74.92**	**17.18**	**823963481**	**74.92**	**38.56**	**0.00**

*Flourishing Trade and Investment Limited has acquired Equity Shares of the Company pursuant to amalgamation of Pan Asia Trade & Investment Private Limited with Flourishing Trade and Investment Limited w.e.f. 19th February, 2019.

iii. Change in Promoters' /Promoters' Group Shareholding:

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	-	-	-	-
Date-wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	-	-
At the end of the year	-	-	-	-

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoter and Holders of GDRs and ADRs)

Name of Shareholders	Shareholding at the beginning of the year		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc) No. of Shares		Shareholding at the end of the year	
	No. of Shares	% of total shares of the Company	Purchase	Sell	No. of Shares	% of total shares of the Company
Elara India Opportunities Fund Limited	50856630	4.62	204603	213897	50847336	4.62
Cresta Fund Ltd	43219255	3.93	-	66671	43152584	3.92
Life Insurance Corporation Of India	28750103	2.61	-	752836	27997267	2.55
Albula Investment Fund Ltd	28140849	2.56	81549	-	28222398	2.57
Emerging India Focus Funds	27235099	2.47	-	27235099	0	0.00
APMS Investment Fund Ltd	17834132	1.62	64383	731062	17167453	1.56
Vespera Fund Limited	16372868	1.49	-	791436	15581432	1.42
EM Resurgent Fund	14208842	1.29	-	14208842	0	0.00
Vanguard Emerging Markets Stock Index Fund, A Series Of Vanguard International Equity Index Funds	4026937	0.37	112127	95994	4043070	0.37
Vanguard Total International Stock Index Fund	3499468	0.32	539531	-	4038999	0.37
Dimensional Emerging Markets Value Fund	1656523	0.15	-	1656523	0	0.00

The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated. Shareholding is consolidated based on Permanent Account Number (PAN) of the shareholder.

V. Shareholding of Directors and Key Managerial Personnel

Name	Shareholding at the beginning of the year		Date	Change in Shareholding (No. of Shares)		Shareholding at the end of the year	
	No. of Shares	% of total shares of the Company		Increase	Decrease	No. of Shares	% of total shares of the Company
Directors							
Mr. Gautam S. Adani[1 & 2]	1	0.00	-	-	-	1	0.00
Mr. Rajesh S. Adani[1]	1	-	-	-	-	1	0.00
Mr. Anil Sardana	-	-	-	-	-	-	-
Mr. K. Jairaj	-	-	-	-	-	-	-
Dr. Ravindra H. Dholakia				-	-	-	-
Mrs. Meera Shankar	-	-	-	-	-	-	-

Name	Shareholding at the beginning of the year		Date	Change in Shareholding (No. of Shares)		Shareholding at the end of the year	
	No. of Shares	% of total shares of the Company		Increase	Decrease	No. of Shares	% of total shares of the Company
Key Managerial Personnel			-	-	-		
Mr. Kaushal G. Shah, Chief Financial Officer	-	-	-	-	-	-	-
Mr. Jaladhi Shukla Company Secretary	49	0.00	-	-	-	49	0.00

[1] Gautam S. Adani/ Rajesh S. Adani (on behalf of S.B. Adani Family Trust) holds 62,11,97,910 (56.48%) shares of the Company. During the year under review, there was no increase / decrease in the same.

[2] Gautam S. Adani/ Priti G. Adani (on behalf of Gautam S. Adani Family Trust) holds 88,36,750 (0.80%) shares of the Company. During the year under review, there was no increase / decrease in the same.

N.A. = Not Applicable

V. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ In Crores)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	6,786.18	1,010.65	-	7,796.83
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	264.22	25.39	-	289.61
Total (i+ii+iii)	**7,050.40**	**1036.04**	**-**	**8,086.44**
Change in Indebtedness during the financial year				
Addition	1,594.75	5,114.10	-	6,708.85
Reduction	2,075.40	5,276.01	-	7,351.41
Net Change	6,569.74	874.13	-	7,443.87
Indebtedness at the end of the financial year				
i) Principal Amount	6,305.54	848.74	-	7,154.28
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	218.56	2.41	-	220.97
Total (i+ii+iii)	**6,524.11**	**851.15**	**-**	**7,375.25**

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Mr. Anil Sardana, Managing Director and CEO has drawn a remuneration of ₹ 2.49 Crore from one of the operational subsidiary of the Company during FY 19. None of the other Executive Directors of the Company were drawing any remuneration from the Company during FY 19.

B. Remuneration to other Directors:

(₹ In Lacs)

Particulars of Remuneration	K. Jairaj	Mrs. Meera Shankar	Dr. Ravindra H. Dholakia	Total
1. Independent Directors				
a) Fee for attending board, committee meetings	6.25	5.10	5.10	**16.45**
b) Commission	-	-	-	-
Others, please specify	-	-	-	-
Total (1)	**6.25**	**5.10**	**5.10**	**16.45**
2. Other Non-Executive Directors				
Particulars of Remuneration		-		Total
a) Fee for attending board, committee meetings		-		-
b) Commission		-		-
Others, please specify		-		-
Total (2)				-
Total (1+2)				16.45

C. Remuneration to key managerial personnel other than MD/Manager/WTD: None

VII. Penalties / Punishment/ Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of penalty/ punishment/ compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give details)
A. Company					
Penalty					
Punishment			None		
Compounding					
B. Directors					
Penalty					
Punishment			None		
Compounding					
C. Other Officers in default					
Penalty					
Punishment			None		
Compounding					

Annexure - B
to the Directors' Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members,
Adani Transmission Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ADANI TRANSMISSION LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company (books, papers, minute books, forms and returns filed and other records maintained by the Company) and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made hereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended;

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable to the Company during the Audit Period);

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period); and

  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (up to September 10, 2018) and The Securities and Exchange Board of India (Buyback of Securities) Regulations 2018 (w.e.f. September 11, 2018) (Not Applicable to the Company during the Audit Period);

(vi) Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:

  (a) The Electricity Act, 2003

  (b) The Grid Code, the grid connectivity standards applicable to the Transmission Line and the sub-station as per the Central Electricity Authority (Technical Standards for Connectivity to the Grid)

Regulations, 2007, Central Electricity Authority (Technical Standards for Construction of Electrical Plants and Electric Lines) Regulations, 2010.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that

1. During the audit period, the Company has passed the following Special Resolutions:

   i. Appointment of Mr. Anil Sardana (DIN: 00006867) as a Managing Director and Chief Executive Officer of the Company.

   ii. Alteration of the Main Object Clause of the Memorandum of Association of the Company.

   iii. Approval of offer or invitation to subscribe to Securities for an amount not exceeding ₹ 5,000 Crores

   iv. Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.

2. During the period under review the Company has Acquired/ incorporated -

   - Ghatampur Transmission Limited from REC Transmission Projects Company Limited
   - Adani Electricity Mumbai Limited (earlier known as Reliance Electric Generation and Supply Limited) from Reliance Infrastructure Limited.
   - Obra C-Badaun Transmission Limited from PFC Consulting Limited.
   - KEC Bikaner Sikar Transmission Private Limited from KEC International Limited.
   - AEML Infrastructure Limited was incorporated as a wholly-owned subsidiary Company.

Chirag Shah
Partner
Chirag Shah & Associates

Date: 28th May, 2019

FCS No. 5545

Place: Ahmedabad

C. P. No.: 3498

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure – A
To the Secretarial Audit Report

To
The Members
Adani Transmission Limited

Our Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Chirag Shah
Partner
Chirag Shah & Associates
FCS No. 5545
C. P. No.: 3498

Date: 28th May, 2019
Place: Ahmedabad

Annexure C
to the Directors' Report

[Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2018-19:

Name of Directors/KMP	Ratio of remuneration to median remuneration of Employees	% increase in remuneration in the financial year
Executive Directors		
Mr. Gautam S. Adani	-	-
Mr. Rajesh S. Adani	-	-
Mr. Anil Kumar Sardana[1]	-	-
Non-Executive Directors		
Mr. K. Jairaj	0.72:1	58.59
Mrs. Meera Shankar	0.59:1	81.60
Dr. Ravindra H. Dholakia	0.59:1	70.09
Key Managerial Personnel		
Mr. Kaushal G. Shah	-	-
Mr. Jaladhi Shukla	-	-

1. Appointed as a Managing Director and Chief Executive Officer of the Company w.e.f. 10th May, 2018.

ii) The percentage increase in the median remuneration of employees in the financial year: 8%

iii) The number of permanent employees on the rolls of Company: 5,601 permanent employees on consolidated basis as on 31st March, 2019.

iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

- Average increase in remuneration of employees excluding KMPs: 8%
- Average increase in remuneration of KMPs: Nil
- KMP Salary increases are decided based on the Company's performance, individual performance, inflation, prevailing industry trends and benchmarks.

v) Affirmation that the remuneration is as per the Remuneration Policy of the Company:

The Company affirms remuneration is as per the Remuneration Policy of the Company.

Annexure D to the Directors' Report

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

A. Conservation of Energy:

(i) Steps taken or impact on conservation of energy:

- Implemented 1.7 MW renewable energy project to optimize the power consumptions from conventional energy sources
- Installed automated power factor correction (APFC) panel to enhance reactive power compensations
- Replace compact florescent lamp (CFL) with LED device
- High Efficiency Lighting control, Motors, Pumps and Fans
- Use of Silicon rubber insulator for less breakdown of lines

(ii) Steps taken by the company for utilizing alternate sources of energy:

We have installed renewable energy source (Solar) as an alternate source of energy.

(iii) Capital investment on energy conservation equipment:

Solar plants, APFC panel and LED installation ₹ 3.97 Crs during the year

B. Technology Absorption:

Adopting the best technologies in our business is essential in ensuring and maintaining global benchmarks in performance. We ensure this through our in house engineering and adopting best technologies available in the market. We have adopted LiDAR survey methodology with use of drone for pre-bid survey. Engineering team is capable to handle bulk Lidar data and use of it to develop profile and optimized tower spotting in PLS-CADD software. Lidar survey technique is time saving and useful in hilly terrain area, where manual survey is too difficult & time consuming. Transmission engineering team is keen to introduced underground high voltage transmission line technology for upcoming transmission line projects. Our transmission team got opportunity to bid for project with underground transmission line, equivalent to 400 kV D/C with quad moose conductor and 220 kV Multi circuit line with single zebra conductor, under TBCB model named WRSS XIX NERSS IX.

As a part of the R&D our engineering team has developed transmission tower design with use of circular section in place of angle section. We are also exploring opportunity to use Auger type of foundation in place of open cast foundation. Construction period of auger type of foundation is less compare to open cast foundation in easy approachable area. This type of foundation will be reduce the execution time so it can be adopted in the project in which execution period is less.

For civil structural design our engineering team is proficient enough to design tower structures and sub-station structures with latest internationally accepted tools like PLS Tower and Staad-Pro. For 3D detailing of transmission towers our team is using BOCAD software. Fabrication sketches and CNC details can be extracted from the 3D detail tower model in BOCAD software. Due to 3D detail modelling, fabrication errors and proto errors can be minimize.

C. Foreign Exchange Earnings and Outgo:

The particulars relating to foreign exchange earnings and outgo during the year under review are as under:

(₹ in Crores)

Particulars	2018-19	2017-18
Foreign exchange earned	--	--
Foreign exchange outgo	155.63	135.31

Annexure to the Directors' Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES AS PER SECTION 135 OF THE COMPANIES ACT, 2013.

1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:

The Company has framed Corporate Social Responsibility (CSR) Policy which encompasses its philosophy and guides its sustained efforts for undertaking and supporting socially useful programs for the welfare & sustainable development of the society.

The CSR Policy has been uploaded on the website of the Company at http://www.adanitransmission.com/Investor-relation/investor-download

2. Composition of Corporate Social Responsibility & Sustainability (CSR&S) Committee:

- Mr. Rajesh S. Adani, Chairman
- Mr. Anil Sardana, Member
- Mr. K. Jairaj, Member

3. verage net profit/(loss) of the Company for last three financial years:

Average net loss: ₹ 25.43 Crores on standalone basis.

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above):

In view of average losses, the Company was not required to make mandatory CSR expenditure during the year 2018-19 as per Section 135 of the Companies Act, 2013.

5. Details of CSR spend for the financial year:

a) Total amount spent for the financial year: Not Applicable

b) Amount unspent, if any: Nil

c) Manner in which the amount spent during the financial year is detailed below: Not Applicable

During FY 2018-19, the Company's subsidiaries have spent ₹ 17.91 Crores towards CSR activities.

6. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof: Not Applicable

7. The CSR&S Committee confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and policy of the company.

8. Details of CSR programme (on Consolidated basis)

Adani Foundation is the CSR arm of the Adani Group. Since its inception in 1996, the Foundation has been working in four core areas of Education, Community Health, Sustainable Livelihood Development and Community Infrastructure Development.

Adani Foundation has been working across 2,250 villages in 18 States of India, creating meaningful impact in the lives of 3.2 million individuals a year.

Education & Community Health

In our rapidly developing economy, education has emerged as the most powerful tool that can utilize the immense potential of billions to fuel the growth of our nation. Education is the foremost and strongest factor influencing change and empowerment. Hence, we, at Adani Foundation, have chosen to focus our efforts, in line with the Sustainable Development Goals, on providing inclusive and quality education to meritorious children irrespective of their social or economic backgrounds. All our education endeavors are aimed towards nurturing children by providing them with quality education for a life-long learning and an enabling environment for their holistic development preparing them for the future of job.

Cost-free quality education: Adani Vidya Mandir, providing completely cost-free quality education to 2,100 meritorious students from economically weaker sections of the society is operational in Ahmedabad, Bhadreshwar (Gujarat) and Surguja (Chhattisgarh). The first Adani Vidya Mandir was commissioned in 2008 in Ahmedabad, with the objective of providing them with free quality education. The students are provided with free transportation, uniform, textbooks, notebooks and meals. A number of community-based programs and activities are organized, which, coupled with a value-based curriculum, help students acquire academic capabilities while remaining rooted to their family structure and community values.

Subsidised schools: Adani Foundation provides subsidised quality education to more than 2600 students through Adani Public School in Mundra, Gujarat (1613 students), Adani Vidyalaya, Tiroda Maharashtra (178 students) and Kawai, Rajasthan (117 students), Navchetan Vidyalaya in Junagam (Gujarat) (350 students) and Adani DAV Public School in Dhamra, Odisha (389 students).

Community Health: We firmly believe that improving the health of its citizens can directly result in economic growth of the nation. Healthy people can utilise growth opportunities made available to them in a better way. Lack of basic healthcare facilities has a detrimental impact on the health and well-being of the people. We, at the Adani Foundation, have committed ourselves to raising the standards of and strengthening healthcare systems in and around our operational locations in India to ensure healthy lives and promote well-being at all ages in alignment with Sustainable Development Goals of the UN. Through our efforts in community healthcare, we aim to help people realise their dreams of leading a healthy and happy life.

Support to Sports: As Dakshina Kannada & Udupi Districts are known for various traditional sports and cultural activities, UPCL in hands with Adani Foundation, is promoting these activities by extending necessary support to the various Associations, Educational Institutions, Sports Club which are engaged in sports and cultural activities in Udupi & Dakshina Kannada Districts. Continuous supports to the Kambala event, Kesaragadde event and other rural sports are few of the examples of Adani's support to the rural sports. In terms of cultural activities; this year we supported 62 Organizations / Associations / Institutes in Udupi for promoting the rural sports, encourage the local artists; encourage associations in creating platform in identifying the talents.

Sustainable Livelihood

Organic Farming through SRI: The System of Rice Intensification, known as SRI is an agro-ecological methodology for augmenting the productivity of irrigated rice fields. Adani Foundation has taken initiatives in demonstration, exposure and awareness about improved agriculture through SRI organic farming agriculture. The SRI method is a low cost and low water method that uses younger seedlings singly spaced instead of being bunched.

In year 2018-19, 50 villages were covered under SRI techniques, benefiting 5,000 Households. Now in Tiroda block in Maharashtra, organic SRI has been applied in 8,939 acres of farm land. All the 5,000 farmers are successfully cultivating paddy through organic SRI that has increased rice production by one-third per hectare as compared to traditional cultivation.

Vermi compost: In order to promote organic farming and SRI technique in Tiroda region of Maharashtra, Adani Foundation has been promoting vermicomposting methods in villages. This initiative got support from two of our ongoing programmes, Cow Based Livelihood Programme and Vermi Compost. The vermi composting is a method of preparing enriched compost with the use of earthworms. It is one of the easiest and beneficial methods to recycle agricultural wastes and to produce quality compost. In general, animal dung, mostly cow dung, and dried chopped crop residues are the key raw materials. Thus the farmers and livestock holders can easily make the vermi compost at home and use the prepared manure in agriculture.

Livestock Development - Project Kamdhenu: Adani Foundation has initiated a cattle breed improvement programme in Tiroda region of Gondia district in Maharashtra. Two Integrated Livestock Development Centres (ILDCs) have been established to reach out to the cattle breeders in 26 villages of the region.

Remarkable results due to artificial insemination (AI) have been witnessed in the reporting period. A total of 1,227 artificial insemination procedures were conducted during the year. Out of the 808 cases of pregnancy detected, the efforts could produce 186 upgraded or cross-breed calves.

Support in Installation of Biogas Plants: In the villages of Tiroda and Gondia talukas most of the families are farmers who have been using fuel wood for household cooking. Burning of fuel wood produces gas emission that affects the family health as well as the environment. In order to mitigate the environmental impacts and health hazards arising out of fuel wood, we have been providing support in construction of Biogas Plants in the villages.

Cow-centric Livelihood Training Programme: Under Cow-centric Livelihood Training Programme, Adani Foundation has been promoting utilization of cow dung and cow urine in the villages. The objective of the programme is to promote organic farming and reduce the cost of cultivation and help increase production. Farmers, including women, are involved in small scale enterprise such as production of vermicomposting, tooth powder, dhoop batti and organic pest control. Cow based livelihood training programmes were organized at Gov Vigyan Anushandhan Kendra, Devlapar. This year about 214 farmers from 13 villages participated in the trainings.

Livelihood projects - Integrated Tribal Development Project (ITDP) for Tribal Community in Collaboration with NABARD: Dahanu Taluka of Palghar district is rich with tribal population living in small villages. Paddy cultivation is the main source of income for them. These families are also economically less developed segments.

ADTPS in association with National Bank for Agriculture and Rural Development (NABARD) initiated a project for

1,000 land-owning and 100 landless tribal families in 11 villages. The Project Implementation Agency is MITTRA, promoted by Bhartiya Agro Industries Foundation (BAIF). The project contribution is 50:50 between NABARD & ADTPS.

Community Infrastructure Development

Water Conservation: According to the local water management board, 70% of the rain water spills down the river or other outlets. Due to this water storage in ponds and streams is severely affected in the region. Another reason is silting problems in water bodies which again in turn lead to the reduction of storage capacity.

The forecast of meteorological department had indicated less rainfall for the region this year. To address the issue, Adani Foundation decided to implement various Water Conservation programmes in the region.

Inadequate water conservation facility in the region meant more efforts and swift action for the success of the programme. There always arises shortage of water just before the grain formation stage which would cause huge damage to the crop and livelihood loss to the farmers. It was decided to completely carry out the proposed water conservation activities before the onset of monsoon based on topography of existing watershed areas.

In the Tirora region of Maharashtra, 19 ponds were deepened and four streams were cleaned in 14 villages. These efforts have increased the storage capacity by 1,05,508 cmt of water in the region. Between 2012 and 2018-19, we have completed up to 9,74,427 Cubic Meter of water conservation works.

Access to Drinking Water – Installation of Bore-well with hand-pumps: In rural areas the primary sources of drinking water are groundwater and surface water. In the villages drinking water is supplied through various rural drinking water and sanitation schemes. However in some villages the scheme is partially implemented or neglected that resulted to low drinking water supply. In Churdi village, the drinking water supply scheme was there but no source of water was available. Thus to supply sufficient drinking water, Adani Foundation started construction of new bore-wells with hand-pumps, besides repairing and restoring the existing drinking water sources. The effort has covered schools and community too. In the FY 2018-19, we have constructed and installed a total of 9 bore-wells in as many villages, complete with submersible pumps.

Construction of Class Room and Repairing Work: School buildings, classrooms, playgrounds and libraries are the most important aspects of school infrastructure. Spacious and refurbished buildings and well- ventilated classrooms are a must in the schools for effective teaching and learning. Many schools in Tirora block are old buildings that cry for replacement and refurbishment. There were also a couple of life threatening incidents owing to collapsing school buildings. Acting on the requests from the villagers, Adani Foundation helped in construction of classrooms for such priority schools. During FY 2018-19, we have constructed and repaired classrooms in 5 schools.

Anganwadi Renovation Work: Anganwadi is crucial in rural child care in India. Anganwadi centres provide pre-school activities, health care and nutrition services for rural children, and contraceptive counseling for women. In some villages Anganwadi conditions were not up to the mark owing to numerous reasons. The centres also lacked basic facilities like electricity, water and sanitation. In Tiroda region we have upgraded the infrastructure and facilities in a total of 20 Aanganwadi centres. About 900 children are being benefitted.

Construction of Toilet Facilities in Schools: School sanitation and hygiene is an essential component of the total sanitation campaign which Government is so focused on. This includes provision of proper toilet infrastructure and also recognizes the role of children who are the best agents to bring about change in healthy habits. There are many schools where toilets were not maintained properly and were in unusable state. Girls were facing great inconvenience owing to the same. There are instances where girls had to quit schools due to improper toilet facilities. Adani Foundation intervened and constructed good quality toilets only on the condition that the school will provide water facility for same. We also repaired many toilets which were in bad state and made them usable once again. This has provided relief to all students especially girls. Many school management committees have now understood the importance of sanitation. This year toilets have been constructed in total 8 schools and anganwadis.

Foundation initiated construction of a Sabhamandap. During 2018-19, we have built two Sabhamandaps in the villages of Mendipur and Garada villages.

In addition, installation of seating benches and other facilities were carried out in Ramatola and Tikaram Tola villages.

Anil Sardana Managing Director and CEO (DIN: 00006867)	**K. Jairaj** Director (DIN: 01875126)

Overview of Electricity Distribution Sector

Access to reliable and affordable electricity supply is an important factor for Socio-economic development in any country. Distribution is the most important link in the entire power sector value chain for providing 24X7 quality and reliable power supply. The distribution companies in India have been confronting various challenges such as controlling aggregate technical and commercial (AT&C) losses, improving operational efficiencies, providing 24X7 electricity access to all households, which thereby, jeopardizing the commercial viabilities of the Discoms. The gap between Average Cost of Supply and Average Revenue Realization has risen to INR 0.59 in FY 16. Further, Discoms electricity distribution network is aged and in dilapidated condition primarily in rural and semi-urban areas which is resulting in frequent outages.

In order to strengthen the distribution IT and Physical infrastructure, Government of India has been continually launching various schemes such as APDRP / RAPDRP, IPDS, RGGVY, DDUGVY. Apart from this, GOI has been pushing states to undertake reforms through NEF wherein, Discoms are eligible to get loans on softer rate based on the series of power reforms adopted by the state. A brief snippet of schemes are provided below

Integrated Power Development Scheme (IPDS): GoI approved the scheme in Nov. 2014 having a total outlay of ₹ 32,612 Crore with the following objectives:

- IT enablement of distribution companies
- Strengthening of sub-transmission and distribution networks in the urban areas
- Metering of distribution transformers / feeders / consumers in the urban area.

The component of IT enablement and strengthening of distribution network approved in June, 2013 in the form of RAPDRP for 12th and 13th Plans got subsumed in this scheme and approved the scheme outlay of ₹ 44,011 Crore under the new IPDS scheme.

Deendayal Upadhyaya Gram Jyoti Yojana (DDUGJY): GoI approved the Scheme in Nov. 2014 having a total outlay of ₹ 44,033 Crore with the following objectives:

- Separation of agriculture and non-agriculture feeders
- Strengthening of sub-transmission and distribution networks in the rural areas;
- Metering of distribution transformers / feeders / consumers in the rural area.
- Rural Electrification

The component of Rural Electrification approved in the form of RGGVY for 12th and 13th Plans got subsumed in this scheme.

National Electricity Fund: To promote investment in the distribution sector, GoI has set up National Electricity Fund (Interest Subsidy Scheme) in March 2012 to provide interest subsidy on loans disbursed to the Distribution Companies (DISCOMS) – both in public and private sector, to improve the distribution network for areas not covered by RGGVY and R-APDRP project areas. The preconditions for eligibility are linked to certain reform measures taken by the States and the amount of interest subsidy is linked to the progress achieved in reforms linked parameters.

Ujwal DISCOM Assurance Yojana (UDAY): The financial health of Discoms has always been a grave concern for providing the 24X7 quality, reliable and affordable power supply to the end consumers. To combat this issue, Ministry of Power, launched UDAY in November, 2015 under which States have taken over 75% of the DISCOM debt. In lieu of that, States issued bonds with maturity period of 10-15 years. So far, 32 states have signed the MOU and bond worth ~INR 2.32 Lacs Crores have been issued against a target of ~ 2.69 Lacs Crores. Apart from this, in FY 18 Post signing of UDAY scheme, AT&C loss level and gap between ACS & ARR has reduced by 2% and 42 Paisa respectively from FY 16 level. The scheme envisages the following benefits:

- Financial Turnaround through elimination of ACS-ARR gap
- Operational improvement through reduction in AT&C losses enabled by metering at all levels
- Reduction of Power generation cost enabled by increased domestic coal supply, allocation of coal linkages at notified prices, coal linkage rationalization, allowing coal swaps, supply of washed and crushed coal etc.
- Development of Renewable Energy
- Energy efficiency & conservation

UDAY Scheme has yielded some short term benefits in terms of reduction in interest burden.

To promote the retail competition; draft Electricity Bill 2018 proposes separation of carriage and content. Further, few states have also come up with electricity distribution franchisee to bring in operational efficiencies in terms of reduction on AT&C losses. Moreover, smart metering at consumer level is also being implemented by EESL which is expected to reduce the AT&C losses and enable taking other measures to improve the operational efficiencies of Discoms.

In order to provide 24X7 reliable and quality power supply, private sector interventions are required. Public Private Partnership model similar to being followed in Delhi privatization can be the key for providing 24X7 reliable, quality and affordable power supply in urban areas for sustainable economic growth.

Adani Electricity Mumbai Limited

Adani Electricity Mumbai Ltd (AEML), part of the diversified Adani Group, is an integrated business of power Generation, Transmission & Retail Electricity Distribution. It serves over three million consumers spread across 400 sq. kms in Mumbai and its suburbs with 99.99% reliability, among the highest in the country. Adani Electricity meets close to 2,000 MW of power demand in Mumbai's largest and the most efficient power distribution network

As an organization, Adani Electricity believes in the motto - The Power of Service. It is born of the will to make a difference and change things for the better, so that everyone can power their dreams and live stress-free life.

Adani Electricity continues the quest of providing the best quality service to the customers entrusted into the brand motto of the Power of Service. The company is committed to creating new and innovative approaches in operations and services that contribute to the development of the customers.

Since the transition, Adani Electricity has achieved a 100% Billing & Collection Efficiency.

The company has seen the lowest ever Distribution Loss in FY19 at 7.85% down from 8.12% in FY18

There are ongoing developments of various in house mobile based productivity applications for efficient working related to the fields of Meter Reading, Bill Distribution, New Connection, Vigilance Activities are being taken up by the company to create better and newer experiences for the customers.

It provides world-class customer care services with the help of advanced technologies. Adani Electricity plans to expand its presence in newer geographies in pursuit of India's vision of 'Power for All'.

Annexure
to the Directors' Report
Management Discussion and Analysis Report

1. Economic Outlook
Global Economy

According to the International Monetary Fund (IMF), the global economy grew by 3.6% in 2018. The growth rate was weighed down by multiple factors including weaker sentiments in financial markets, heightened trade tensions between the US and China, macroeconomic issues in Argentina and Turkey and volatility in crude prices. United States though was an outlier among advanced economies as its gross domestic product (GDP) grew 2.9%, an increase of 70 basis points over the 2.2% growth registered in 2017. A strengthening US Dollar, neutral unemployment and minimal inflation were the primary catalysts behind this growth. Eurozone registered a GDP growth of 1.8% in the year, down from 2.4% in 2017, largely due to sluggish demand in the domestic market. At 6.6%, China's economic growth was lower than the 6.9% level recorded in 2017.

Outlook

The global economy is projected to expand by 3.5% in 2019. The International Monetary Fund (IMF) has downward revised global growth estimates due to the negative effects of the US and China increasing trade tariffs, as well as weaker momentum witnessed in Europe during the second-half of 2018. Additionally, major economies such as Germany and Japan may also be indirectly affected by trade tensions.

Global growth (%)

Particulars	Actual	Projections	
	2018	2019	2020
World Output	3.6	3.3	3.6
Advanced Economies	2.2	1.8	1.7
US	2.9	2.3	1.9
Eurozone	1.8	1.3	1.5
Japan	0.8	1.0	0.5
UK	1.4	1.2	1.4
Other Advanced Economies	2.6	2.2	2.5
Emerging Markets and Developing Economies	4.5	4.4	4.8
China	6.6	6.3	6.1

Source: International Monetary Fund (IMF)

Indian Economy

India emerged as the fastest growing major economy in the world during FY19 with a GDP of 6.8%, even as the Central Statistics Office (CSO) projected 7% in the second advance estimates. It is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its core strengths and partnerships[1].

During FY19, India retained its position as the third largest startup base in the world with over 4,750 technology startups. Besides, its labour force is likely to touch 160-170 million by 2020 (based on the rate of population growth). These factors coupled with an increased participation of the labour force and higher education enrolment, among others are consolidating India's economic powers (Source: A study by ASSOCHAM and Thought Arbitrage Research Institute). Over the years, India has also stabilised its foreign exchange reserve, which was $405.64 billion in the week up to March 15, 2019 (Source: Reserve Bank of India (RBI))[2].

India's gross domestic product (GDP) is expected to reach $6 trillion by FY27 and achieve upper-middle income status in the wake of digitisation, globalisation, favourable demographics and positive policy framework. India's revenue receipts are estimated to touch ₹ 28-30 trillion ($385-412 billion) by 2019, owing to Government of India's (GoI) measures to strengthen infrastructure and deliver structural reforms like demonetisation and Goods and Services Tax (GST)[3].

Annual GDP growth rate (%)

FY 2015-16	FY 2016-17	FY 2017-18	FY 2018-19
8.2	7.1	6.7	6.8

Source: Central Statistics Office (CSO)

Additionally, India is expected to be the third largest consumer economy as its consumption is likely to triple to $4 trillion by 2025, due to shifting consumer behaviour and expenditure pattern (Source: A report by Boston Consulting Group (BCG)). It is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by 2040 (Source: A report by PricewaterhouseCoopers)[4].

1, 2, 3, 4 https://www.ibef.org/economy/indian-economy-overview

Management Discussion and Analysis Report (Contd.)

In May 2019, Honourable Prime Minister Narendra Modi's government received a strong mandate for a second term in India's general elections. The government is expected to maintain its strong focus on the power sector and ensuring electricity for all citizens.

On a path towards sustainable development, India is also focussing on developing renewable energy. It plans to acquire 40% of its energy from non-fossil sources by 2030—wherein, it currently derives 30%—and increase its renewable energy capacity to 175 GW by 2022[5].

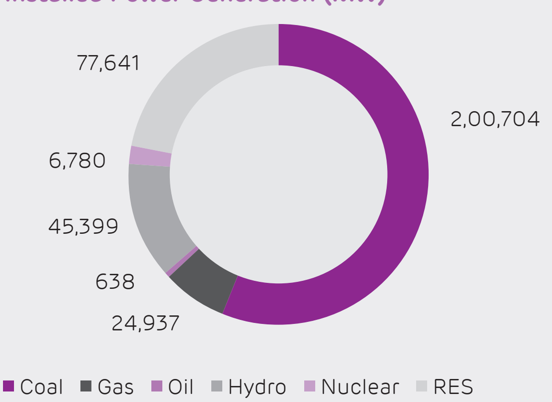
2. Power Industry Review

Indian power sector is undergoing a significant change that has redefined the industry outlook. Sustained economic growth continues to drive electricity demand in India. The Government of India's focus on attaining 'Power for all' has accelerated capacity addition in the country. At the same time, the competitive intensity is increasing at both the market and supply sides. Supply side in India is one of the most diversified in the world. Sources of power generation range from conventional sources such as coal, lignite, natural gas, oil, hydro and nuclear power to renewable sources such as wind, solar, and biomass.

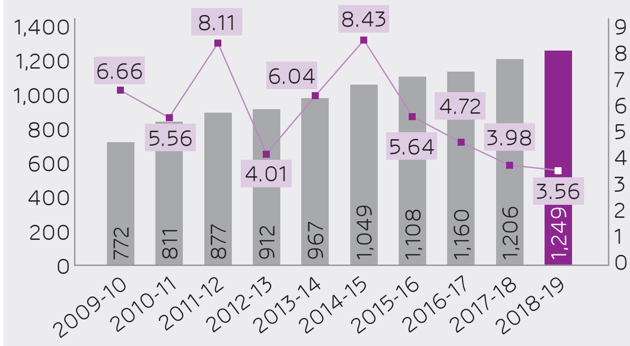
Power Generation Sector

India's total installed power capacity is 356 GWs, as on 31st March, 2019. Power generation across the country is primarily dependent on coal, which contributes to more than 50% (194 GW) of the total installed capacity whereas hydro and renewable power generation capacity stand at 45 GW and 78 GW, respectively. The total installed capacity is expected to grow from 356 GW to 1,000 GW by 2032.

Installed Power Generation (MW)



Electricity Generation (BUs)



Source: Central Electricity Authority (CEA) and Ministry of Power (MOP)

In the last decade (FY10 onwards), electricity generation in India has grown at a CAGR of 5.5%. During FY19, India witnessed electricity generation of 1,249 BU, which increased by 3.56% over FY18.

India's power supply scenario has remarkably improved as a result of increased availability of electricity that has surpassed the growth in its requirement. During FY19, the energy deficit and peak deficit has been reduced to 0.6% and 0.8%, respectively.

The peak demand is expected to grow at 5.6% and likely to cross 370 GW while the energy requirement is expected to increase at 5.2% and likely to exceed 2,500 BUs by 2032, respectively.

The peak demand which is expected to grow at 5.6% likely to double to 370 GW by 2032.

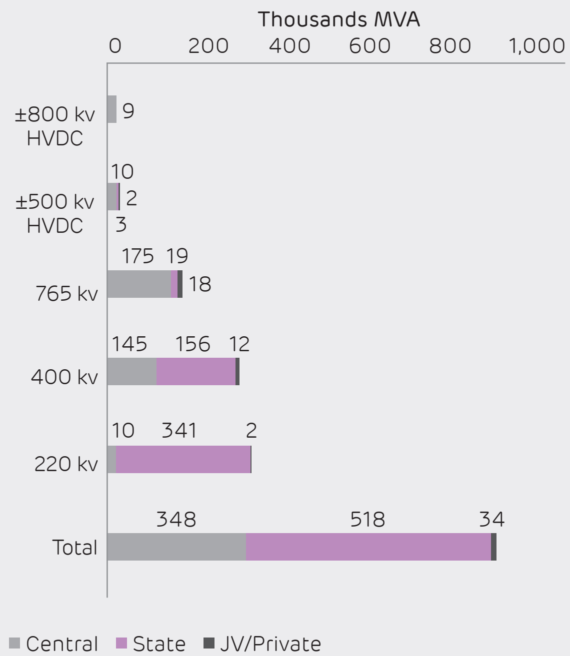
Power Transmission Sector

The power transmission networks constitute the vital arteries of the entire power value chain of a country. It goes without saying that the growth of power sector is contingent to the development of a robust and a non-collapsible transmission network.

India has total transformation capacity and transmission line length of 9 Lakh MVA and 4.13 Lakh Ckt KM, respectively, as on 31st March, 2019. The following table provides a detailed breakup with respect to the share of central, state and private transmission networks:

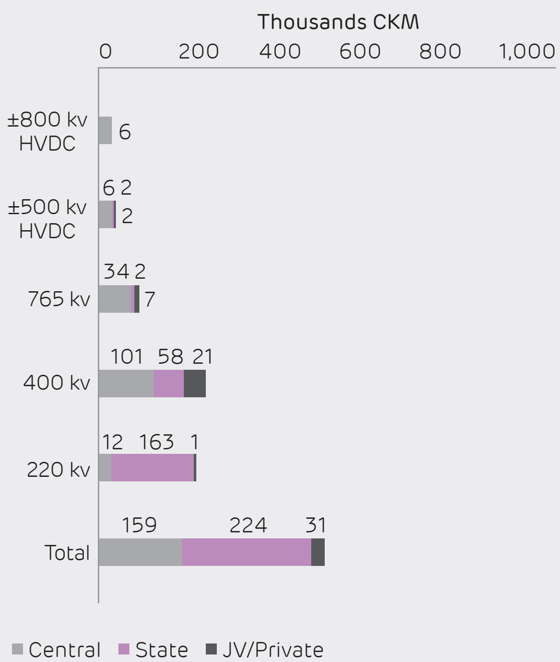
5, 6 https://www.ibef.org/economy/indian-economy-overview

Transformation Capacity (Thousands MVA)



Source: CEA website- www.cea.nic.in

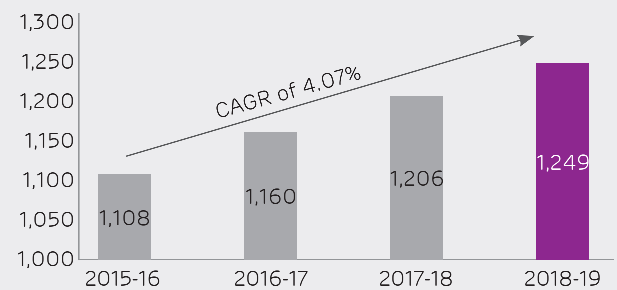
Transmission Line Length (Thousands Ckt KM)



Source: CEA website- www.cea.nic.in

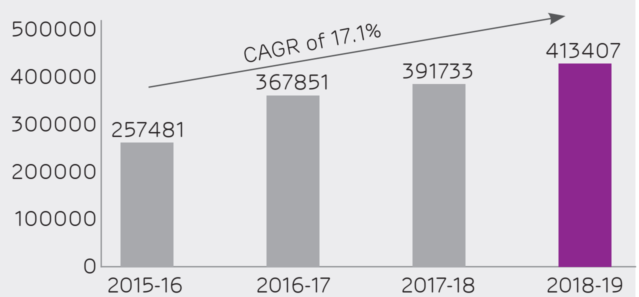
India has seen the robust capacity addition in generation in the last decade as a result of the thrust on capacity addition; however, investments in transmission & distribution have not kept pace with the growth in generation capacity addition. The last few years have been quite eventful as far as transmission business is concerned, wherein capacity addition (in terms of CAGR) has outstripped the generation.

Generation Growth (BU)



Source: www.cea.nic.in

Transmission Line (Ckm)



Source: www.cea.nic.in

Private sector players in India enjoy the ownership of ~7.5% total transmission network, while the public sector has a 92.5% share (as on 31st March, 2019), however at the same time private players in generation constitute ~46% of market share in terms of installed capacity This low share of private sector participation in the industry keeps India's transmission sector underinvested. However, recently GoI has been encouraging investments in transmission with projects worth ~₹ 20,000 Crore in pipeline.

Management Discussion and Analysis Report (Contd.)

Transmission Sector remains underinvested compared with generation sector, therefore, Private sector players contribution has been very low ~7.5% total transmission network

Key drivers of India's transmission sector

Rising electricity demand	• All-India peak demand for electricity is expected to grow from 173 GW to 370 GW by FY 2032 at CAGR of ~5.6%, leading to higher investment in transmission and distribution space.
Focus on renewable energy addition	• GoI has planned to ramp up renewable energy addition from ~75 GW in FY19 to 175 GW by 2022 • Due to its infirm nature and to provide stability to grid there is a requirement of dedicated corridors for renewable energy evacuation, which would lead to the requirement of new transmission projects
Increased inter-regional demand-supply gap	• Widening gap between demand and supply across regions as load centres are situated away from conventional generation centres
Upgradation of existing lines	• Currently inter-state transmission runs at 400/765 kv level; higher voltage would lead to less ROW requirements and more transfer of power with reduced technical losses
Government initiatives such as Deen Dayal Upadhyaya Gram Jyoti Yojana (DDUGJY), Integrated Power Development Scheme (IPDS), 24X7 power supply and others	• GoI programmes are propelling demand, thereby creating the requirement of upgradation of up-stream network

Outlook

India's electricity demand has increased rapidly and is expected to rise further in the years to come. Electrification is increasing with the support of the GoI schemes. The government has also delicensed the electrical machinery industry and allowed 100% foreign direct investment (FDI) in the sector.

India's power sector is expected to attract investments worth ₹ 11.56 trillion between 2017 and 2022 in thermal, hydro, nuclear and renewable segments, which in turn, will drive investments in power transmission.

Investment spending in the next five years

India remains underinvested in the transmission sector; however, the future looks very promising, when one looks at the government plans. After evaluating the central and state governments' planning documents, the total market size of transmission projects is estimated to be ₹ 4.5 Lakh Crore (market size) over the next six years.[7]

India's power sector is expected to attract investments worth ₹ 11.56 trillion between 2017 and 2022 in thermal, hydro, nuclear and renewable segments, which in turn, will drive investments in power transmission[8].

3. Electricity Distribution Sector

Access to reliable and affordable electricity supply is an important factor for a country's socio-economic development. Distribution is the most important link in the entire power sector value chain for providing non-stop, quality and reliable power supply. The distribution companies in India have been confronting various challenges such as controlling aggregate technical and commercial (AT&C) losses, improving operational efficiencies, providing round-the-clock electricity access to all households, thereby jeopardising the commercial viabilities of the distribution company (DISCOMS). Further, the distribution network primarily in rural and semi-urban areas in most of the discoms in dilapidated condition, which causes the frequent outages.

In order to improve the health of distribution companies, Since FY 2000 onwards, Govt. of India has been continually launching various system strengthening schemes such as Accelerated Power Development Reforms Programme (APDRP)/Restructured Accelerated Power Development and Reforms Programme (RAPDRP), Integrated Power Development Scheme (IPDS), Rajiv Gandhi Grameen Vidyutikaran Yojana (RGGVY), Deendayal Upadhyaya Gram Jyoti Yojana (DDUGVY). Apart from this, GoI has been pushing the state governments to undertake reforms through National Electricity Fund (NEF) wherein, the DISCOMS are eligible to get loans on softer rate based on the series of

7 Internal Estimates
8 Economic Times

power reforms adopted by the state. A brief snippet of the schemes are provided below:

Integrated Power Development Scheme (IPDS)

GoI approved the scheme in November 2014 with a total outlay of ₹ 32,612 Crore with the following objectives:

- IT enablement of DISCOMS
- Strengthening of sub-transmission and distribution networks in urban areas
- Metering of distribution transformers/feeders/ consumers in urban area

The component of IT enablement and strengthening of distribution network approved in June 2013 in the form of RAPDRP for 12th and 13th Plans got subsumed in this scheme and approved the scheme outlay of ₹ 44,011 Crore under the new IPDS scheme.

Deendayal Upadhyaya Gram Jyoti Yojana (DDUGJY)

GoI approved the DDUGJY scheme in November 2014 with a total outlay of ₹ 44,033 Crore with the following objectives:

- Separation of agriculture and non-agriculture feeders
- Strengthening of sub-transmission and distribution networks in rural areas
- Metering of distribution transformers/feeders/ consumers in rural area
- Rural electrification

The component of rural electrification approved in the form of RGGVY for 12th and 13th Plans got subsumed in this scheme.

National Electricity Fund

GoI established the National Electricity Fund (Interest Subsidy Scheme) in March 2012 to provide interest subsidy on loans disbursed to both public and private sector DISCOMS. This is likely to promote investment in the distribution sector and improve the distribution network for areas not covered by RGGVY and R-APDRP project areas. The preconditions for eligibility are linked to certain reform measures undertaken by the states governments and the amount of interest subsidy is linked to the progress achieved in reform-linked parameters.

Ujwal DISCOM Assurance Yojana (UDAY)

The financial health of DISCOMS has always been a key factor for providing continuous, quality, reliable and affordable power supply to end consumers. The gap between average cost of supply and average revenue realized risen to ~₹ 0.59 per unit in FY 16. The Ministry of Power launched UDAY in November 2015 to strengthen the DISCOMS. Under this scheme, the states have taken over 75% of the DISCOM debt. In lieu of that, the states issued bonds with maturity period of 10-15 years. So far, 32 States /UTs have signed the Memorandum of Understanding (MoU) and bond worth ~₹ 2.32 Lakh Crore have been issued against a target of ~ ₹ 2.69 Lakh Crore. Apart from this, in FY18, post signing of the UDAY scheme, AT&C loss level and the gap between ACS & ARR has reduced by ~2% and ~42 paisa, respectively from FY16 level. The scheme envisaged the following benefits:

- Financial turnaround through elimination of ACS-ARR gap
- Operational improvement through reduction in AT&C losses enabled by metering at all levels
- Reduction of power generation cost, enabled by increased domestic coal supply, allocation of coal linkages at notified prices, coal linkage rationalisation, allowing coal swaps, supply of washed and crushed coal and others
- Development of renewable energy
- Energy efficiency and conservation

UDAY Scheme has yielded some short-term benefits in terms of reduction in interest burden.

Further, the government intends to promote the retail competition and therefore it has drafted the Electricity Bill 2018, which proposes separation of carriage and content. Furthermore, few states have also come up with electricity distribution franchisee to bring in operational efficiencies in terms of reduction on AT&C losses. Moreover, smart metering at consumer level is also being implemented by Energy Efficiency Services Limited (EESL), which is expected to reduce the AT&C losses and enable taking other measures to improve the operational efficiencies of DISCOMS.

The government foresees private sector interventions as a dependable way to deliver reliable and quality power supply. The Public Private Partnership (PPP) model similar to the Delhi privatisation scheme could be the key for providing constant, reliable, quality and affordable power supply in urban areas for sustainable economic growth.

4. Company Overview

ATL, the largest private sector power transmission company of India, operates and maintains 11,348 ckt kms of transmission lines ranging from 132 KV to 765 KV, with a total transformation capacity around 18,330 MVA. It has 14 fully operational transmission architectures that primarily serve the Northern and Western regions of India. Currently, the Company is developing five additional projects comprising ~2,214 ckt kms transmission lines in the states of Rajasthan, Chhattisgarh, Uttar Pradesh and Jharkhand, which it received through tariff-based competitive bidding process. ATL has successfully executed many EHV Sub

Management Discussion and Analysis Report (Contd.)

Stations (HVDC. 765 kV & 400 kV sub stations) projects, along with several transmission lines in India.

ATL is among India's most technologically sophisticated power transmission companies. It is the first private-sector company to execute 765 KV transmission lines and substations in Maharashtra. Over the years, it has created a niche for itself in the country's power transmission sector with the following feats:

i. Established India's only private HVDC transmission system (more than 1,000 km) for efficient transmission of power from Gujarat to Haryana with maximum evacuation capacity of 2,500 MW

ii. Obtained approval for the transmission line methodology under Clean Development Mechanism (CDM) from United Nations Framework Convention on Climate Change (UNFCCC).

iii. Won the bid to establish transmission system for Ghatamapur Transmission Project (Line length 895 ckt kms) and Obra-C Project (623 ckt kms).

iv. Acquired GTD assets from Reliance Infra comprising 500 MW power generation, 540 ckt kms transmission line and more than 3 million retail consumers

v. Completed acquisition of Bikaner Sikar Transmission Line (~343 ckt kms) from KEC International Ltd.

vi. We managed to execute PPP09, PPP10 and Sipat Transmission well before the time and within budget

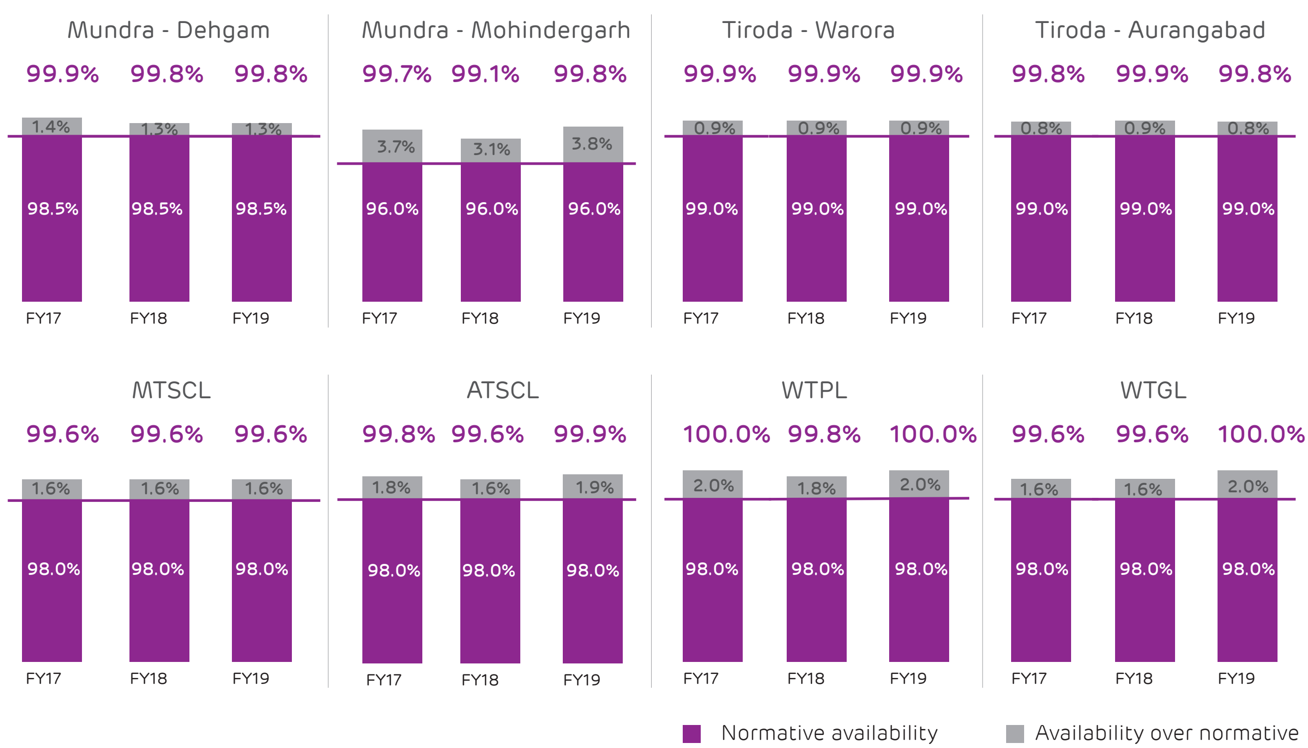
vii. Commissioned 6 transmission systems of ~1650 ckt kms

viii. Chhattisgarh WR Transmission System Ltd., 7th transmission system is on advance stage of commissioning wherein 6 out of 7 elements have been commissioned (~304 ckt. Kms transmission line commissioned out of 434 ckt. kms)

The largest private sector power transmission company of India, ATL operates and maintains 11,348 ckt kms of transmission lines ranging from 132 KV to 765 KV, with a total transformation capacity around 18,330 MVA.

Operating History

ATL has excellent operating history with track record of receiving incentive payments for maintaining availability above regulatory requirements i.e. 98% for AC system and 95% for HVDC System.



Adani Electricity Mumbai Limited (AEML)

ATL acquired Reliance Infrastructure's Mumbai power generation, transmission and retail electricity distribution business in August 2018, and renamed it Adani Electricity Mumbai Limited (AEML). With an integrated business, it serves over three million consumers spread across 400 sq kms in Mumbai and its suburbs. It offers 99.99% reliability, which is among the highest in the country. AEML meets ~2,000 MW of power demand in Mumbai, India's largest commercial hub, and is recognised as the best performing utility company by the Central Board of Irrigation and Power (CBIP) Awards 2019.

As an organisation, Adani Electricity believes in the motto - The Power of Service. It is born of the will to make a difference and change things for the better, so that everyone can power their dreams and live stress-free life.

Adani Electricity continues the quest of providing the best quality service to the customers entrusted with the brand motto of the Power of Service. The enterprise is committed to creating new and innovative approaches in operations and services that contribute to the development of the customers.

Since acquisition, AEML has achieved a 100% billing and collection efficiency. The enterprise witnesses the lowest-ever Distribution Loss in FY19 at 7.85% down from 8.12% in FY18. The organisation is developing various in-house mobile-based productivity applications for enhanced efficiency in the domains of meter reading, bill distribution, new connection, vigilance activities that will create better and newer experiences for its customers.

The organisation provides world-class customer care services with the help of advanced technologies. AEML plans to expand its presence in newer geographies in pursuit of India's vision of 'Power for All'.

AEML meets ~2,000 MW of power demand in Mumbai, India's largest commercial hub, and is recognised as the best performing utility company by the Central Board of Irrigation and Power (CBIP) Awards 2019.

5. Financial Review

The Financial statements of Adani Transmission Limited and its subsidiaries (collectively referred to as ATL or the Company) are prepared in compliance with the Companies Act, 2013 and Indian Accounting Standards, Rules 2015 (IND AS)

Highlight of the company's consolidated performance of the years are as under:

(₹ in Crore)

Particulars	FY ended 31.03.19	FY ended 31.03.18
Transmission Tariff	2,212	2,093
Sale of Power	4,270	-
Incentive	48	37
Income from Operations	6,530	2,130
Less:		
Employee and Other Expense	1,382	186
Power & Fuel Exp.	2,291	
EBIDTA from Operation	2,857	1,944
EBIDTA Margin Transmission (Operations)	91%	91%
EBIDTA Margin Distribution (Operations)	19%	-
Add:		
Sale of Traded Goods/EPC	842	816
Construction income	19	110
Carrying Cost Income	4	17
Other Income	255	111
Regulatory Income/(Expense)	96	-
Less: Purchase of Traded material/EPC	839	816
Less : CSR Exp	18	8
Less: Construction cost	14	102

Management Discussion and Analysis Report (Contd.)

Particulars	FY ended 31.03.19	FY ended 31.03.18
Less: Business development Exp.		7
EBIDTA	**3,203**	**2,064**
Less: Finance Cost	1,391	886
Less: Depreciation	882	579
PBT (before one time effect)	930	599
Arrear Income/(Revenue Reversal as per True Up Order)	(90)	873
PBT	840	1,472
Less : Tax (MAT @21.55%)	192	329
Less: Deferred Tax	89	
PAT	559	1,143

Note: In FY19 pursuant to acquisition of Adani Electricity Mumbai Ltd (Distribution) previous year figures are not comparable.

Pursuant to amendment made in Schedule V to the SEBI Listing Regulations, details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in Key Financial Ratios and any changes in Return on Net Worth of the Company (on standalone & consolidated basis) including note therefore are given below:

Details of Significant Changes in the Key Financial Ratios & Return on Net Worth:

No.	Particulars	FY ended 31.03.19	FY ended 31.03.18	FY ended 31.03.19	FY ended 31.03.18
		(Consolidated)		(Standalone)	
1	Debtors Turnover (In days)	27	26	-	-
2	Inventory Turnover	-	-	-	-
3	Interest Coverage Ratio	2.64	4.59	1.42	1.32
4	Current Ratio	1.68	1.33	1.52	1.50
5	Debt Equity Ratio	2.39	1.61	1.33	1.89
6	Operational EBIDTA %:				
	Transmission	91%	91%	-	-
	Distribution	19%	-	-	-
	Consolidated	44%	-	-	-
7	Net Profit Margin (%)	8.65%	36.53%	5.09%	-2.95%
8	Return on Net worth (%) (Without Unsecured Perpetual Equity Instrument)	3.16%	7.99%	2.26%	-1.19%
	Return on Net worth (%) (With Unsecured Perpetual Equity Instrument)	1.98%	6.35%	1.42%	-0.82%

Note: Revenue from operations in FY19 includes past years revenue reversal of ₹ 89.57 Crore and in FY18 previous years arrears of ₹ 872.53 Crore as per MERC & CERC Orders respectively, therefore pursuant to Orders & Acquisition of AEML during the FY19, Ratios are not comparable.

6. Internal Control System

The Company has put in place robust internal control systems and best-in-class processes, commensurate with its size and scale of operations. There is a well-established system of multidisciplinary Management Audit & Assurance Services (MA&AS) that comprises professionally qualified accountants, engineers and SAP experienced executives. The team conducts extensive audit throughout the year across all functional areas and submits its reports to the Management and Audit Committee about the compliance with internal controls and efficiency, along with effectiveness of operations and key processes risks.

Some key features of the Company's internal controls system are:

- Adequate documentation of Policies & Guidelines
- Preparation & monitoring of Annual Budgets through monthly review for all operating service functions
- MA&AS department prepares Risk Based Internal Audit scope with the frequency of audit being decided by risk ratings of areas / functions. Risk based scope is discussed amongst MA& AS team, functional heads / process owners / CEO & CFO. The audit plan is formally reviewed and approved by Audit Committee of the Board
- The entire internal audit processes are web enabled and managed on-line by Audit Management System
- The Company has a strong compliance management system which runs on an online monitoring system
- The Company has a well-defined delegation of power with authority limits for approving revenue and capex

expenditure which is reviewed and suitably amended on an annual basis

- The Company uses ERP system (SAP) to record data for accounting, consolidation and management information purposes and connects to different locations for efficient exchange of information
- Apart from having all policies, procedures and internal audit mechanism in place, Company periodically engages outside experts to carry out an independent review of the effectiveness of various business processes and invites suggestions for process improvement
- Internal Audit is carried out in accordance with auditing standards to review design effectiveness of internal control system & procedures to manage risks, operation of monitoring control, compliance with relevant policies & procedure and recommend improvement in processes and procedure

The Audit Committee of the Board of Directors regularly reviews execution of Audit Plan, the adequacy & effectiveness of internal audit systems, and monitors implementation of internal audit recommendations including those relating to strengthening of company's risk management policies and systems.

7. Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations and others may constitute "forward-looking statements" within the meaning of applicable of securities laws and regulations. Actual results may defer from those expected or implied. Several factors that could significantly impact the Company's operations include economic conditions affecting demand, supply and price conditions in the markets, changes in technology, changes in the government regulations, tax laws and other statutes, climatic conditions and such incidental factors over which the Company does not have any direct control. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Annexure
to the Directors' Report
Corporate Governance Report

1. Company's Philosophy on Corporate Governance

Corporate Governance is about meeting our strategic goals responsibly and transparently, while being accountable to our stakeholders. The Company is equipped with a robust framework of corporate governance that considers the long-term interest of every stakeholder as we operate with a commitment to integrity, fairness, equity, transparency, accountability and commitment to values. The framework lays down procedures and mechanisms for enhancing leadership for smooth administration and productive collaboration among employees, value chain, community, investors and the Government.

Courage, Trust and **Commitment** are the main tenents of our Corporate Governance Philosophy -

- **Courage:** we shall embrace new ideas and businesses. Take calculated risks in pursuing new and big business opportunities.
- **Trust:** we shall standby our promises and adhere to high standards of business.
- **Commitment:** we shall believe in our employees and other stakeholders.

The Company is in compliance with the conditions of corporate governance as required under the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable.

2. Board of Directors

The "Board", being the trustee of the Company, responsible for the establishment of cultural, ethical and accountable growth of the Company, is constituted with a high level of integrated, knowledgeable and committed professionals. The Board provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary responsibilities.

Composition of the Board

The Company has a balanced board with optimum combination of Executive and Non-Executive Directors, including independent professionals, which plays a crucial role in Board processes and provides independent judgment on issues of strategy and performance. The Board currently comprises 6 (Six) Directors out of which 3 (Three) Directors (50%) are Executive Directors and remaining 3 (Three) are Independent Directors. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations. The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149 of the Companies Act, 2013.

The present strength of the Board reflects judicious mix of professionalism, competence and sound knowledge which enables the Board to provide effective leadership to the Company.

None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies. Further, none of the Directors on the Company's Board is a Member of more than 10 (ten) Committees and Chairman of more than 5 (five) Committees (Committees being, Audit Committee and Stakeholders' Relationship Committee) across all the companies in which he/she is a Director. All the Directors have made necessary disclosures regarding Committee positions held by them in other companies and do not hold the office of Director in more than 10 (ten) public companies as on 31st March, 2019.

The composition of the Board of Directors and the number of Directorships and Committee positions held by them as on 31st March, 2019 are as under:

Name and Designation (DIN) of Director	Category	No. of other Directorships held[1] (Other than ATL)	No. of Board Committees[2] (other than ATL) in which Chairman / Member.	
			Chairman	Member
Mr. Gautam S. Adani, Chairman (DIN: 00006273)	Promoter Executive	5	-	-
Mr. Rajesh S. Adani, Director (DIN: 00006322)	Promoter Executive	6	2	6
Mr. Anil Kumar Sardana Managing Director & CEO (DIN: 00006867)	Executive Director	1	-	-
Mr. K. Jairaj, Director (DIN: 01875126)	Non Executive (Independent)	6	1	1
Dr. Ravindra H. Dholakia, Director (DIN: 00069396)	Non Executive (Independent)	1	1	-
Mrs. Meera Shankar, Director (DIN: 06374957)	Non Executive (Independent)	3	-	1

Notes:

1. The Directorships held by the Directors, as mentioned above excludes alternate directorships, directorships in foreign companies, Companies under Section 8 of the Companies Act, 2013 and Private Limited Companies which are not the subsidiaries of Public Limited Companies.
2. Represents Membership / Chairmanship of two Committees viz. Audit Committee and Stakeholders' Relationship Committee as per Regulation 26 of the SEBI Listing Regulations.
3. As on 31st March, 2019, none of the Directors of the Company were related to each other except Mr. Rajesh S. Adani, Director being brother of Mr. Gautam S. Adani, Chairman.

Details of name of other listed entities where Directors of the Company are Directors and the category of Directorship as on 31st March, 2019 are as under:

Name of Director	Name of other Listed entities in which the concerned Director is a Director	Category of Directorship
Mr. Gautam S. Adani (DIN: 00006273)	Adani Ports and Special Economic Zone Ltd.	Promoter Executive
	Adani Enterprises Ltd.	Promoter Executive
	Adani Gas Ltd.	Promoter Non-Executive
	Adani Power Ltd.	Promoter Non-Executive
	Adani Green Energy Ltd.	Promoter Non-Executive
Mr. Rajesh S. Adani (DIN: 00006322)	Adani Ports and Special Economic Zone Ltd.	Promoter Non-Executive
	Adani Transmission Ltd.	Promoter Non-Executive
	Adani Power Ltd.	Promoter Executive
	Adani Green Energy Ltd.	Promoter Non-Executive
Mr. Anil Sardana Managing Director & CEO (DIN: 00006867)	Not Applicable	Not Applicable
Dr. Ravindra H. Dholakia Director (DIN: 00069396)	Not Applicable	Not Applicable
Mr. K. Jairaj Director (DIN:01875126)	CESC Limited	Non-Executive Independent
	CESC Ventures Limited	Non-Executive Independent
Mrs. Meera Shankar Director (DIN: 06374957)	ITC Limited	Non-Executive Independent
	Pidilite Industries Limited	Non-Executive Independent
	Hexaware Technologies Ltd.	Non-Executive Independent

Corporate Governance Report (Contd.)

Board Meetings and Procedure

The internal guidelines for Board / Committee meetings facilitate the decision making process at the meetings of the Board/Committees in an informed and efficient manner.

Board Meetings are governed by structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The Company Secretary in consultation with the Senior Management prepares the detailed agenda for the meetings.

Agenda papers and Notes on Agenda are circulated to the Directors, in advance, in the defined Agenda format. All material informations are being circulated along with Agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the Agenda, the same is tabled before the meeting with specific reference to this effect in the Agenda. In special and exceptional circumstances, additional or supplementary item(s) on the Agenda are permitted. In order to transact some urgent business, which may come up after circulation agenda papers, the same is placed before the Board by way of Table Agenda or Chairman's Agenda. Frequent and detailed deliberation on the agenda provides the strategic roadmap for the future growth of the Company.

Minimum 4 (four) pre-scheduled Board meetings are held every year. Apart from the above, additional Board meetings are convened by giving appropriate notice to address the specific needs of the Company. In case of business exigencies or urgency of matters, resolutions are also passed by way of circulation.

Detailed presentations are made at the Board / Committee meetings covering Finance, major business segments and operations of the Company, global business environment, all business areas of the Company including business opportunities, business strategy and the risk management practices before taking on record the quarterly / half yearly / annual financial results of the Company.

The required information as enumerated in Part A of Schedule II to SEBI Listing Regulations is made available to the Board of Directors for discussions and consideration at every Board Meetings. The Board periodically reviews compliance reports of all laws applicable to the Company as required under Regulation 17(3) of the SEBI Listing Regulations.

The important decisions taken at the Board / Committee meetings are communicated to departments concerned promptly. Action taken report on the decisions taken at the meeting(s) is placed at the immediately succeeding meeting of the Board / Committee for noting by the Board / Committee.

5 (Five) Board Meetings were held during the Financial Year 2018-19. The Company has held at least one Board meeting in every quarter and the gap between two meetings did not exceed one hundred and twenty days. The necessary quorum was present in all the meetings. Leave of absence was granted to the concerned directors who could not attend the respective board meeting on request. The dates on which the Board Meetings were held during FY 2018-19 are as follows:

10th May, 2018, 7th August, 2018, 3rd November, 2018, 13th February, 2019 and 20th March, 2019.

The Companies Act, 2013 read with the relevant rules made thereunder, now facilitates the participation of a Director in Board/Committee Meetings through video conferencing or other audio visual mode. Accordingly, the option to participate in the Meeting through video conferencing was made available for the Directors except in respect of such Meetings/Items which are not permitted to be transacted through video conferencing.

The details of attendance of Directors at the Board Meetings and at the last Annual General Meeting are as under:

Name of Director(s)	Number of Board Meetings held and attended during FY 2018-19		Attended Last AGM
	Held during the tenure	Attended	
Mr. Gautam S. Adani	5	4	Yes
Mr. Rajesh S. Adani	5	5	Yes
Mr. Anil Sardana	5	5	Yes
Mr. K. Jairaj	5	5	Yes
Dr. Ravindra H. Dholakia	5	5	Yes
Mrs. Meera Shankar	5	5	Yes

During the year, the Board of Directors accepted all recommendations of the Committees of the Board, which were statutory in nature and required to be recommended by the Committee and approved by the Board of Directors. Hence, the Company is in compliance of condition of clause 10(j) of schedule V of the SEBI Listing Regulations.

During the year under review, the Board of Directors of the Company has amended / approved changes in Corporate Social Responsibility policy; Nomination and Remuneration Policy of Directors, Key Managerial Personnel and Other Employees; Policy for determining Material Subsidiaries; Related Party Transaction Policy; Vigil Mechanism / Whistle Blower Policy; Code of Conduct for Board of Directors and Senior Management of the Company; Material Events Policy; Website Content Archival Policy and Code of internal procedures and conduct for regulating, monitoring and reporting of Trading by Insiders to comply with the recent amendments in the Companies Act, 2013 and SEBI Regulations. Accordingly, the updated policies are uploaded on website of the Company at http://www.adanitransmission.com/Investor-relation/investor-download.

Skills / expertise competencies of the Board of Directors:

The following is the list of core skills / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available within the Board Members:

1. Embrace the shared vision, mission and values of the organisation;
2. Knowledge of industry / sector, policies, major risks / threats and potential opportunities in which the Company operates;
3. Technical skills / experience in accounting / finance / Government or public policy / economy / human resource management / strategy development and implementation / Capital planning;
4. Governance competencies like Director in large organisation, compliance focus, leadership, risk management experience, Business judgement.

Confirmation as regards independence of Independent Directors

In the opinion of the Board, both the existing Independent Directors and those who are proposed to be re-appointed at the Annual General Meeting, fulfil the conditions specified in the Listing Regulations and are independent of the Management.

Notes on Directors appointment / re-appointment

Brief resume(s) of the Directors proposed to be appointed / re-appointed are given in the Explanatory Statement annexed to the Notice convening the Annual General Meeting.

3. Committees of the Board

The Board Committees play a vital role in ensuring sound Corporate Governance practices. The Committees are constituted to handle specific activities and ensure speedy resolution of the diverse matters. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles under which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all the Committees are placed before the Board for review. As on date the Board has established the following Committees:

A. Audit Committee

B. Nomination and Remuneration Committee

C. Stakeholders' Relationship Committee

D. Corporate Social Responsibility & Sustainability (CSR&S) Committee

E. Risk Management Committee

F. Securities Transfer Committee

A. Audit Committee

The Audit Committee acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company. The Committee's purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process including review of the internal audit reports and action taken report.

Terms of Reference:

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under SEBI Listing Regulations as amended from time to time and Section 177 of the Companies Act, 2013. The brief terms of reference of Audit Committee are as under:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

Corporate Governance Report (Contd.)

2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company.
3. Approval of payment to statutory auditors for any other services rendered by the Statutory Auditors.
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to.
   a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134(3) (c) of the Companies Act, 2013.
   b) Changes, if any, in accounting policies and practices and reasons for the same.
   c) Major accounting entries involving estimates based on the exercise of judgment by the management.
   d) Significant adjustments made in the financial statements arising out of audit findings.
   e) Compliance with listing and other legal requirements relating to financial statements.
   f) Disclosure of any related party transactions
   g) Modified opinion(s) in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the Auditor's independence and performance, and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the company with related parties.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, the performance of statutory and internal auditors, adequacy of the internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors of any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism.
19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Reviewing financial statements, in particular the investments made by the Company's unlisted subsidiaries.

22. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

Review of Information by Audit Committee:

1. The Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by management.
3. Management letters / letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor.
6. Statement of deviations:
   a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s).
   b. annual statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice.

Meetings, Attendance & Composition of the Audit Committee

During the financial year 2018-19, five meetings of the Audit Committee were held on 10th May, 2018, 7th August, 2018, 3rd November, 2018, 13th February, 2019 and 20th March, 2019. The intervening gap between two meetings did not exceed one hundred and twenty days.

The details of the Audit Committee meetings attended by its members as on 31st March, 2019 are given below:

Sr. No	Name	Designation(s)	Category	Number of meetings held during FY 2018-19	
				Held during the tenure	Attended
1	Mr. K. Jairaj	Chairman	Non-Executive & Independent	5	5
2	Mr. Rajesh S. Adani*	Member	Executive Promoter	5	5
3	Dr. Ravindra H. Dholakia	Member	Non-Executive & Independent	5	5
4	Mrs. Meera Shankar	Member	Non-Executive & Independent	5	5

*Note - The Audit Committee of the Board of Directors was reconstituted, whereunder Mr. Rajesh S. Adani, a promoter director stepped down as member w.e.f. 28th May, 2019 to maintain a fully independent audit committee. This will enable a complete independent review of financial reporting process and internal control mechanism by Audit Committee of all Independent Directors, in more transparent way to further strengthen the confidence of all stakeholders especially the minority shareholders.

All members of the Audit Committee have accounting and financial management knowledge and expertise / exposure. The Audit Committee meetings are attended by the Internal Auditors, Statutory Auditors, Chief Financial Officer and head of finance. The Company Secretary acts as the Secretary of the Audit Committee.

Mr. Jaladhi Shukla, Company Secretary and Compliance Officer act as a Secretary of the Committee. The Chairman of the Audit Committee attended the last Annual General Meeting (AGM) held on 7th August, 2018 to answer the shareholders' queries.

B. Nomination and Remuneration Committee

The constitution and terms of reference of Nomination and Remuneration Committee of the Company are in compliance with provisions of Companies Act, 2013 and the SEBI Listing Regulations.

Terms of reference:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
2. Formulation of criteria for evaluation of Independent Directors and the Board of directors.
3. Devising a policy on Board diversity.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

Corporate Governance Report (Contd.)

5. To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. To recommend / review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
7. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
8. To recommend to the board, all remuneration, in whatever form, payable to senior management.
9. To perform such other functions as may be necessary or appropriate for the performance of its duties.

Meeting, Attendance & Composition of the Nomination & Remuneration Committee

During FY 2018-19, three meetings of the Nomination & Remuneration Committee were held on 10th May, 2018, 6th August, 2018 and 13th February, 2019.

The details of the Nomination & Remuneration Committee meeting attended by its members as on 31st March, 2019 are given below:

Sr. No.	Name	Designation(s)	Category	Number of Meetings held during FY 2018-19	
				Held during the tenure	Attended
1.	Mr. K. Jairaj	Chairman	Non-Executive & Independent	3	3
2.	Dr. Ravindra H. Dholakia	Member	Non-Executive & Independent	3	3
3.	Mrs. Meera Shankar	Member	Non-Executive & Independent	3	3

The Quorum of the Committee is of two members.

The Board of Directors review the Minutes of the Nomination & Remuneration Committee Meetings at subsequent Board Meetings.

The Company Secretary acts as a Secretary to the Committee.

Remuneration Policy

The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The Company endeavours to attract, retain, develop and motivate the high-caliber executives and to incentivize them to develop and implement the Group's Strategy, thereby enhancing the business value and maintain a high performance workforce. The policy ensures that the level and composition of remuneration of the Directors is optimum.

i) **Remuneration to Non-Executive Directors**

Non-Executive Directors are paid ₹ 50,000/- as sitting fees for attending meeting of Board of Directors & Audit Committee and ₹ 25,000/- for attending meeting of Corporate Social Responsibility & Sustainability Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee and Risk Management Committee & actual reimbursement of expenses incurred for attending each meeting of the Board and Committee.

The Company has also taken a Directors' & Officers' Liability Insurance Policy.

The Executive and Promoter group Directors are not being paid sitting fees for attending meetings of the Board of Directors and its committees. Other than sitting fees paid to Non-Executive Directors, there were no pecuniary relationships or transactions by the Company with any of the Non-Executive and Independent Directors of the Company. The Company has not granted stock options to Non- Executive and Independent Directors.

The details of sitting fees paid to Non-Executive and Independent Directors for the Financial Year 2018-19 are as under:

(₹ In Lakhs)

Name of the Directors	Sitting Fees paid during FY 2018-19		Total	No. of Shares held as on 31st March, 2019
	Board Meeting	Committee Meeting		
Mr. K. Jairaj	2.20	4.05	6.25	-
Dr. Ravindra H. Dholakia	2.20	2.90	5.10	-
Mrs. Meera Shankar	2.20	2.90	5.10	-

Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors is determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgement.

ii) **Remuneration to Executive Directors.**

The remuneration of the Executive Directors is recommended by the Nomination and Remuneration Committee based on criteria such as industry benchmarks, the Company's performance vis-à-vis the industry, responsibilities shouldered, performance/track record, macro economic review on remuneration packages of heads of other organisations and is decided by the Board of Directors.

The Company pays remuneration by way of salary, perquisites and allowances (fixed component), incentive remuneration and/or commission (variable components) to its Executive Directors within the limits prescribed under the Companies Act, 2013 and approved by the shareholders.

None of the Executive Directors of the Company are drawing any remuneration from the Company.

There is no separate provision for payment of severance fees under the resolutions governing the appointment of Chairman and Whole-time Director.

The Company has not granted stock options to the Executive Directors or Employees of the Company.

The aforesaid Executive Directors, so long as they function as such shall not be entitled to any sitting fees for attending any meetings of Board or Committees thereof.

Mr. Gautam S. Adani / Rajesh S. Adani (on behalf of S.B. Adani Family Trust) and Mr. Gautam S. Adani / Mrs. Priti G. Adani (on behalf of Gautam S. Adani Family Trust) hold 62,11,97,910 and 88,36,750 Equity Shares of the Company respectively. Mr. Gautam S. Adani and Rajesh S. Adani hold 1 (one) Equity Share each of the Company.

Except above, none of Directors of the Company holds equity shares of the Company in their individual capacity. The Company does not have any Employees' Stock Option Scheme and there is no separate provision for payment of Severance Fees.

C. Stakeholders' Relationship Committee

The constitution and terms of reference of Stakeholders' Relationship Committee of the Company are in compliance with provisions of Companies Act, 2013 and the SEBI Listing Regulations.

Terms of Reference:

1. To look into various aspects of interest of shareholders, debenture holders and other security holders including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Reviewing the measures taken for effective exercise of voting rights by shareholders.
3. Reviewing of adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Reviewing the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
5. Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

Composition, Meetings and Attendance of Stakeholders' Relationship Committee

During the financial year 2018-19, four meetings of the Stakeholders' Relationship Committee were held on 10th May, 2018, 6th August, 2018, 3rd November, 2018 and 13th February, 2019.

Corporate Governance Report (Contd.)

The details of the Stakeholders' Relationship Committee meetings attended by its members as on 31st March, 2019 are given below:

Sr. No.	Name	Designation(s)	Category	Number of Meetings held during FY 2018-19	
				Held during the tenure	Attended
1.	Mr. K. Jairaj	Chairman	Non-Executive Independent	4	3
2.	Mr. Rajesh S. Adani	Member	Executive Promoter	4	4
3.	Mr. Anil Sardana	Member	Executive Director	3	3

The Company Secretary is the Compliance Officer of the Company as per the requirements of the SEBI Listing Regulations.

The Minutes of the Shareholders' Relationship Committee are reviewed by the Board of Directors at the subsequent Board Meeting.

Redressal of Investor Grievances

The Company and its Registrar and Share Transfer Agent addresses all complaints, suggestions and grievances expeditiously and replies are sent usually within 7-10 days except in case of dispute over facts or other legal impediments and procedural issues. The Company endeavours to implement suggestions as and when received from the investors.

During the year under review, no complaints were received. There was no unattended or pending investor grievance as on 31st March, 2019.

D. Corporate Social Responsibility & Sustainability (CSR&S) Committee

The Company has constituted CSR&S Committee as required under Section 135 of the Companies Act, 2013 and rules framed there under.

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

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by our Company as specified in Schedule VII of the Companies Act, 2013 and rules made thereunder.
2. To recommend the amount of expenditure to be incurred on CSR activities.
3. To monitor the implementation of framework of CSR Policy.
4. Approval and review of the Company's sustainability policy.
5. Overseeing management processes and standards designed to manage the Company's Sustainability performance (together "Sustainable Development").
6. Reviewing the Company's annual Sustainability Report assurance process and signing off the Sustainability Report for public disclosure.
7. Sub-delegation of authority and recommending the positioning to manage relevant sustainability issues and sharing information.
8. Regularly updating its competency on the subject of Sustainable Development and reviewing its own performance and effectiveness including its terms of reference for overseeing the Company's Sustainability performance.
9. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

CSR Policy

The CSR Policy of the Company is available on its website (http://www.adanitransmission.com/Investor-relation/investor-download).

Composition, Meetings and Attendance of CSR&S Committee

During the year under review, two CSR&S Committee Meetings were held on 10th May, 2018 and 13th February, 2019.

The details of the CSR&S Committee meetings attended by its members during FY 2018-19 are given below:

Sr. No.	Name	Designation(s)	Category	Number of Meetings held during FY 2018-19	
				Held during the tenure	Attended
1.	Mr. Rajesh S. Adani	Chairman	Executive Promoter	2	2
2.	Mr. K. Jairaj	Member	Non-executive, Independent	2	2
3.	Mr. Anil Sardana	Member	Executive Director	1	1

The Quorum of the Committee is of two members.

The Board of Directors review the Minutes of the CSR&S Committee Meetings at subsequent Board Meetings.

The Company Secretary acts as a Secretary to the Committee.

Sustainability Governance

The Company believes that sustainable and long-term growth of every stakeholder depends upon the judicious and effective use of available resources and consistent endeavour to achieve excellence in business along with active participation in the growth of society, building of environmental balances and significant contribution in economic growth.

We regularly evaluate our Sustainability performance and are well placed to achieve our targets in a responsible and sustainable manner. The Sustainability Report of the Company is available on the website of the Company at http://www.adanitransmission.com/downloads?reports=SustainabilityReport.

E. Risk Management Committee:

The Risk Management Committee of the Company is constituted in line with the provisions of Regulation 21 of the SEBI Listing Regulations.

The Committee is required to lay down the procedures to inform to the Board about the risk assessment and minimization procedures and the Board shall be responsible for framing, implementing and monitoring the risk management plan of the Company.

Terms of reference of the Committee:

1. To review the Company's risk governance structure, risk assessment and minimisation procedures and the guidelines, strategies and policies for risk mitigation on short term as well as long term basis.

2. To monitor and review the risk management plan of the Company.

3. To review the current and expected risk exposures of the organization, to ensure the same are identified, qualitatively and quantitatively evaluated, analysed and appropriately managed;

4. Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

5. To review cyber security function of the Company.

Composition, Meetings and Attendance of Risk Management Committee

During the year under review, one Risk Management Committee Meeting was held on 13th February, 2019.

The details of the Risk Management Committee meeting attended by its members as are given below:

Sr. No.	Name	Designation(s)	Category	Number of Meetings held during FY 2018-19	
				Held during the tenure	Attended
1.	Mr. Anil Sardana	Chairman	Executive Director	1	1
2.	Mr. Rajesh S. Adani	Member	Executive Promoter	1	1

The Company has a risk management framework to identify, monitor and minimize risks.

The Quorum of the Committee is of two members.

The Board of Directors review the Minutes of the Risk Management Committee Meetings at subsequent Board Meetings.

Corporate Governance Report (Contd.)

The Company Secretary acts as a Secretary to the Committee.

F. Securities Transfer Committee

In order to provide efficient and timely services to investors, the Board of Directors has delegated the power of approving transfer/transmission of Company's Securities, issue of duplicate share / debenture certificates, split up / sub-division, and consolidation of shares, issue of new certificates on re-materialization, sub-division and other related formalities to the Securities Transfer Committee.

No requests for transfers of any Securities are pending as on 31st March, 2019 except those that are disputed and / or sub-judiced.

Whistle Blower Policy:

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behaviour. No person has been denied access to the chairman of the audit committee. The said policy is uploaded on the website of the Company at http://www.adanitransmission.com/Investor-relation/investor-download. During the year under review, there were no cases of whistle blower.

Investor Services

M/s. Link Intime India Private Limited are acting as Registrar & Share Transfer Agent of the Company. They have adequate infrastructure and VSAT connectivity with both the depositories, which facilitate better and faster services to the investors.

a) Name, Designation and Address of the Compliance Officer:

Mr. Jaladhi Shukla, Company Secretary and Compliance Officer

Adani Transmission Limited
"Adani House", Near Mithakhali Six Roads, Navarangpura, Ahmedabad – 380 009
Gujarat, India,
Tel No.(079) 25555 555, 26565 555, Fax No. (079) 26565 500, 25555 500,
E-mail ID: jaladhi.shukla@adani.com

4. Annual General Meetings

Location, day, date and time of Annual General Meetings (AGMs) and Special Resolutions passed thereat:

Financial Year	Day & Date	Location of Meeting	Time	No. of Special resolutions passed
2015-16	Wednesday, 10th August, 2016	J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015	9.30 a.m.	3
2016-17	Thursday, 10th August, 2017	J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015	10.30 a.m.	3
2017-18	Tuesday, 7th August, 2018	J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015	10.30 a.m.	4

Whether Special Resolutions were put through postal ballot last year, details of voting pattern:

There were no special resolutions passed through postal ballot process during FY 2018-19.

Whether any resolutions are proposed to be conducted through postal ballot:

No Resolution is proposed to be passed by way of Postal Ballot at the ensuing Annual General Meeting.

5. Subsidiary Companies

None of the subsidiaries of the Company other than Adani Electricity Mumbai Limited, Adani Transmission (India) Limited and Maharashtra Eastern Grid Power Transmission Company Limited comes under the purview of the Material Non-Listed Indian Subsidiary as per criteria given in the SEBI Listing Regulations. The Company has nominated Mr. K. Jairaj, Independent Director of the Company as Director on the Board of Adani Electricity Mumbai Limited, Adani Transmission (India) Limited and Maharashtra Eastern Grid Power

Transmission Company Limited being the material subsidiaries of the Company.

The Company is not required to nominate an Independent Director on the Board of any other Subsidiary Companies. The subsidiaries of the Company function with an adequately empowered Board of Directors and sufficient resources.

For more effective governance, the Company monitors performance of subsidiary companies, interalia, by following means:

a) Financial statements, in particular investments made by unlisted subsidiary companies, are reviewed quarterly by the Company's Audit Committee.

b) Minutes of unlisted subsidiary companies are placed before the Board of the Company regularly.

c) A statement, wherever applicable, of all significant transactions and arrangements entered into by the Company's subsidiaries is presented to the Board of the Company at its meetings.

The risk factors and project reports of the Subsidiary Companies are also reviewed by the Audit Committee of the Company.

The Company has a policy for determining 'material subsidiaries' which is uploaded on the website of the Company at http://www.adanitransmission.com/Investor-relation/investor-download.

6. Other Disclosures

a) Disclosure on materially significant related party transactions:

The details of materially significant related party tractions entered by the Company during the FY 2018-19 are as per notice calling Annual General Meeting of the Company. The details of Related Party Transactions are disclosed in the financial section of this Annual Report. The Company has developed a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions.

The Company has developed a Related Party Transaction Policy which is uploaded on the website of the Company at http://www.adanitransmission.com/Investor-relation/investor-download.

b) In the preparation of the financial statements, the Company has followed the accounting policies and practices as prescribed in the Accounting Standards.

c) Details of compliance

The Company has complied with all the requirements of the Stock Exchanges as well as the regulations and guidelines prescribed by the Securities and Exchange Board of India (SEBI). There were no penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

d) ADANI Code of Conduct

The ADANI Code of Conduct for the Directors and Senior Management of the Company has been laid down by the Board and the same is posted on the website of the Company.

A declaration signed by the Managing Director affirming the compliance with the ADANI Code of Conduct by the Board Members and Senior Management Personnel of the Company is as under:

Declaration as required under the SEBI Listing Regulations

All Directors and senior management of the Company have affirmed compliance with the ADANI Code of Conduct for the financial year ended 31st March, 2019.

Place: Ahmedabad
Date: 28th May, 2019

Anil Sardana
Managing Director and
Chief Executive Officer

Corporate Governance Report (Contd.)

Adani Code of Conduct for Prevention of Insider Trading

ADANI Code of Conduct for Prevention of Insider Trading, as approved by the Board of Directors, inter alia, prohibits purchase / sale of securities of the Company by Directors and employees while in possession of unpublished price sensitive information in relation to the Company.

e) **CEO / CFO Certificate**

The CEO and CFO have certified to the board with regard to the financial statements and other matters as required by the SEBI Listing Regulations. The certificate is appended as an Annexure to this report.

They have also provided quarterly certificates on financial results while placing the same before the Board pursuant to Regulation 33 of the SEBI Listing Regulations.

f) **Proceeds from public issues, rights issues, preferential issues etc.**

The Company discloses to the Audit Committee, the uses / application of proceeds /funds raised from Rights Issue, Preferential Issue as part of the quarterly review of financial results.

g) The designated Senior Management Personnel of the Company have disclosed to the Board that no material, financial and commercial transactions have been made during the year under review in which they have personal interest, which may have a potential conflict with the interest of the Company at large.

h) The Company has also adopted Material Events Policy, Website Content Archival Policy and Policy on Preservation of Documents which is uploaded on the website of the Company at http://www.adanitransmission.com/Investor-relation/investor-download.

i) Details of the familiarization programmes imparted to the independent directors are available on the website of the company at http://www.adanitransmission.com/Investor-relation/investor-download.

j) With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading.

k) The Company has put in place succession plan for appointment to the Board and to senior management.

l) The Company complies with all applicable Secretarial Standards.

m) The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the SEBI Listing Regulations. It has obtained a certificate affirming the compliances from Statutory Auditors and the same is attached to this Report.

n) As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Directors seeking appointment / re-appointment at the forthcoming AGM are given herein and in the Annexure to the Notice of the 6th AGM to be held on 8th August, 2019.

o) The Company has obtained certificate from CS Chirag Shah, Practising Company Secretary confirming that none of the Directors of the Company is debarred or disqualified by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such authority from being appointed or continuing as Director of the Company and the same is also attached to this Report.

p) Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm / network entity of which the statutory auditor is a part, is given below:

M/s. Deloitte Haskins & Sells LLP

(₹ In Lakhs)

Payment to Statutory Auditors	FY 2018-19
Audit Fees	37.98
Other Services	15.59
Total	**53.57**

q) As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, the Company has constituted Internal Complaints Committee which is responsible for redressal of complaints related to sexual harassment. During the year under review, there were no complaints pertaining to sexual harassment.

7. Means of Communication

a) **Financial Results:**

The quarterly/half-yearly and annual results of the Company are normally published in the Indian Express (English) and Financial Express (a regional daily published from Gujarat). These results are not sent individually to the shareholders but are put on the website of the Company.

The quarterly/half-yearly and annual results and other official news releases are displayed on the website of the Company – www.adanitransmission.com shortly after its submission to the Stock Exchanges.

b) Intimation to Stock Exchanges:

The Company also regularly intimates to the Stock Exchanges all price sensitive and other information which are material and relevant to the investors.

d) Earnings Calls and Presentations to Analysts:

At the end of each quarter, the Company organizes meetings / conference call with analysts and investors and the presentations made to analysts and transcripts of earnings call are uploaded on the website thereafter.

8. General Shareholder Information

A. Company Registration Details:

The Company is registered in the State of Gujarat, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L40300GJ2013PLC077803.

B. Annual General Meeting:

Day and Date	Time	Venue
Thursday, 8th August, 2019	10.30 a.m.	H.T. Parekh Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015, Gujarat.

C. Registered Office:

"Adani House", Near Mithakhali Six Roads, Navrangpura, Ahmedabad – 380009, Gujarat.

D. Financial Calendar for 2018-19: (tentative schedule, subject to change)

Period	Approval of Quarterly results
Quarter ending 30th June, 2019.	Mid August, 2019
Quarter and half year ending 30th September, 2019.	Mid November, 2019
Quarter ending 31st December, 2019.	Mid February, 2020
The year ending 31st March, 2020.	End May, 2020

E. Date of Book Closure:

Thursday, 1st August, 2019 to Thursday, 8th August, 2019 (both days inclusive) for the purpose of 6th Annual General Meeting.

F. Listing on Stock Exchanges:

(a) The Equity Shares of the Company are listed with the following stock exchanges.

BSE Limited (BSE) P. J. Towers, Dalal Street, Fort, Mumbai - 400 001	(Stock Code: 539254)
National Stock Exchange of India Limited (NSE) "Exchange Plaza", Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051.	(Stock Code: ADANITRANS)

(b) Depositories:	1	National Securities Depository Limited (NSDL) Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.
	2	Central Depository Services (India) Limited (CDSL) Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street, Mumbai – 400 023.

The Equity Shares of the Company are traded compulsorily in Demat Segments. The ISIN allotted to the Company's Equity Shares under the depository system is **INE931S01010**.

Annual Listing fee has been paid to the BSE & NSE and Annual Custody / Issuer fee for the year 2019-20 will be paid by the Company to NSDL & CDSL on receipt of the invoices.

Corporate Governance Report (Contd.)

G. Dividend Distribution Policy:

As per Regulation 43A of the SEBI Listing Regulations, the top 500 listed companies shall formulate a dividend distribution policy. Accordingly, the policy was adopted to set out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to its shareholders and/ or retaining profits earned by the Company. The Dividend Distribution Policy of the Company is available on the website of the Company at http://www.adanitransmission.com/Investor-relation/investor-download.

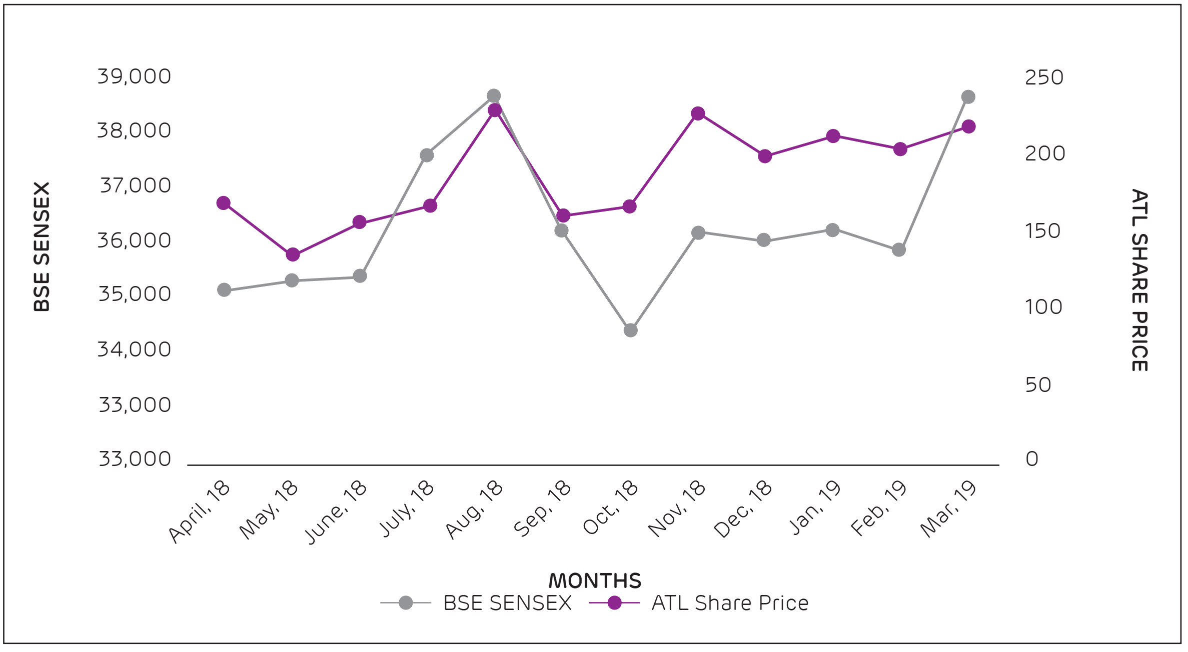
H. Market Price Data: High, Low during each month in Financial Year 2018-19.

Monthly share price movement during the year 2018-19 at BSE & NSE:

Month	BSE			NSE		
	High (₹)	Low (₹)	Volume (No. of shares)	High (₹)	Low (₹)	Volume (No. of shares)
April, 2018	198.90	164.00	1423702	199.25	165.80	62731087
May, 2018	177.75	115.00	2136148	174.75	115.70	34599443
June, 2018	170.50	125.95	1985607	169.90	125.10	14065866
July, 2018	184.40	145.65	2223240	184.20	145.10	15595086
August, 2018	245.00	158.75	7218211	244.90	158.55	51624216
September, 2018	231.50	160.25	1542806	231.15	160.40	7976109
October, 2018	173.55	141.35	265860	174.00	141.00	1783999
November, 2018	256.30	165.25	1669231	256.30	166.25	12957295
December, 2018	228.00	194.50	524692	228.00	195.00	5066479
January, 2019	231.25	180.00	697009	231.85	196.10	4821304
February, 2019	224.95	192.00	516930	224.90	191.45	4730083
March, 2019	242.50	197.00	681766	244.30	202.95	6950743

[Source: This information is compiled from the data available from the websites of BSE and NSE]

I. Performance in comparison to broad-based indices such as BSE Sensex.



J. Registrar and Transfer Agents:

M/s. Link Intime India Private Limited are appointed as Registrar and Transfer (R&T) Agents of the Company for both Physical and Demat Shares. The address is given below:

M/s. Link Intime India Private Limited
5th Floor, 506-508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre, Off C. G. Road, Navrangpura, Ahmedabad – 380 009.
Tel: +91-79-26465179
Fax: +91-79-26465179

Contact Person: Mr. Chandrasekher R.
Shareholders are requested to correspond directly with the R & T Agent for transfer / transmission of shares, change of address, queries pertaining to their shares, etc.

K. Share Transfer System:

The Company's shares are compulsorily traded in the demat segment on stock exchanges, bulk of the transfers take place in the electronic form. The share transfers received in physical form are processed through R & T Agent, within seven days from the date of receipt, subject to the documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission, issue of duplicate share certificate, dematerialization etc. to the Securities Transfer Committee. All the physical transfers received are processed by the R & T Agent and are approved by the Securities Transfer Committee well within the statutory period of one month. The securities transfer committee meets every fortnight for approval of the transfer, transmission, issue of duplicate share certificate, dematerialization / rematerialization of shares etc. and all valid share transfers received during the year ended 31st March, 2019 have been acted upon. The share certificates duly endorsed are returned immediately to the shareholders by the R & T Agent.

The Company obtained following certificate(s) from a Practising Company Secretary and submitted the same to the stock exchanges within stipulated time

1. Certificate confirming due compliance of share transfer formalities by the Company pursuant to Regulation 40(9) of the SEBI Listing Regulations for half year ended 30th September, 2018 and 31st March, 2019 respectively with the Stock Exchanges and

2. Certificate regarding reconciliation of the share capital audit of the Company on quarterly basis.

All share transfer and other communication regarding share certificates, change of address, dividend etc. should be addressed to R & T Agents of the Company at the address given above.

L. Dematerialization of Shares and Liquidity:

The Equity Shares of the Company are tradable in compulsory dematerialized segment of the Stock Exchanges and are available in depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The demat security (ISIN) code for the Equity Share is INE931S01010.

As on 31st March, 2019, 109,94,40,185 (constituting 99.96%) were in dematerialized form.

The Company's Equity Shares are frequently traded on the BSE Limited and National Stock Exchange of India Limited.

M. The Distribution of Shareholding as on 31st March, 2019 is as follows:

Number of shares	Number of shareholders		Equity Shares held in each category	
Category	Holders	% of Total	Total Shares	% of Total
1 to 500	39496	90.86	3455454	0.31
501 to 1000	1809	4.16	1472648	0.13
1001 to 2000	931	2.14	1426332	0.13
2001 to 3000	299	0.69	769891	0.07
3001 to 4000	226	0.52	826887	0.08
4001 to 5000	113	0.26	526467	0.05
5001 to 10000	285	0.66	2100002	0.19
10001 & Above	308	0.71	1089232402	99.04
TOTAL	**43467**	**100.00**	**1099810083**	**100.00**

Corporate Governance Report (Contd.)

N. Shareholding Pattern as on 31st March, 2019 is as follows:

Category	No. of Shares held	(%) of total
Promoters and Promoter Group	82,39,63,481	74.92
Foreign Portfolio Investors	22,69,37,411	20.63
Mutual Funds, Financial Institutions / Banks	2,81,90,287	2.56
N.R.I. and Foreign National	5,86,146	0.05
Private Bodies Corporate	26,54,915	0.24
Indian Public and others	1,72,76,800	1.57
Clearing Members (Shares in Transit)	2,01,043	0.02
Total	**109,98,10,083**	**100.00**

Note - Currently, the promoter group of the Company is holding 74.92% equity stake of the Company which is within the statutory limits. Further, the composition of the board of directors of the Company comprises judicial mix of 2 (Two) Promoter Directors, 3 (Three) independent directors and 1 (One) professional Managing Director and CEO, thereby ensuring the requirement of having 50% Board being Independent. The ownership and board governance structure(s) of the Company are independent to each other and the functioning of the Board as a collective body is primarily driven by theory of fiduciary duties of director thereby ensuring effectively protecting the interests of minority shareholders and long term value creation for its stakeholders.

O. Listing of Debt Securities.

During the year under review, your Company has bought back 1184 Rated, Listed, Taxable, Secured, Redeemable, Non-Convertible Debentures of the face value of ₹ 10 Lakhs each issued on private placement basis on 26th March, 2019.

As on 31st March, 2019, 25,466 Rated, Listed, Taxable, Secured, Redeemable, Non-Convertible Debentures of face value of ₹ 10 Lakhs each aggregating to ₹ 2,546.60 Crores were outstanding issued on private placement basis listed on the Wholesale Debt Market Segment of BSE Limited.

P. Debenture Trustees (for privately placed debentures):

IDBI Trusteeship Services Limited
Asian Building, Ground Floor, 17, R. Kamani Marg,
Ballard Estate, Mumbai - 400 001
Phone No. +91 22 4080 7000
Fax: +91 22 6631 1776
E-mail ID: itsl@idbitrustee.com
Website: www.idbitrustee.com

Q. Outstanding GDRs/ADRs/Warrants or any convertible instruments conversion date and likely impact on equity.

There were no outstanding GDRs/ADRs/Warrants or any convertible instruments as at 31st March, 2019.

R. Commodity Price Risk/Foreign Exchange Risk and Hedging:

In the ordinary course of business, the Company is exposed to risks resulting from exchange rate fluctuation and interest rate movements. It manages its exposure to these risks through derivative financial instruments. The Company's risk management activities are subject to the management, direction and control of Treasury Team of the Company under the framework of Risk Management Policy for Currency and Interest rate risk as approved by the Board of Directors of the Company. The Company's Treasury Team ensures appropriate financial risk governance framework for the Company through appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The decision of whether and when to execute derivative financial instruments along with its tenure can vary from period to period depending on market conditions and the relative costs of the instruments. The tenure is linked to the timing of the underlying exposure, with the connection between the two being regularly monitored.

S. Plant Locations:

Not Applicable

T. Address for correspondence:

The shareholders may address their communications / suggestions / grievances /queries to:

1. Mr. Jaladhi Shukla Company Secretary and Compliance Officer Adani Transmission Limited "Adani House", Near Mithakhali Six Roads, Navarangpura, Ahmedabad 380 009 Tel No. (079) 25555 555, 26565 555. Fax No. (079) 26565 500, 25555 500. Email id: jaladhi.shukla@adani.com	**2 M/s. Link Intime India Private Limited** 5th Floor, 506-508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre, Off C. G. Road, Navrangpura, Ahmedabad – 380 009. Tel: +91-79-26465179 Fax: +91-79-26465179 E-mail: ahmedabad@linkintime.co.in Contact Person: Mr. Chandrasekher R.

U. Credit Rating:

Domestic Ratings

Rating Agency	Facility	Rating/Outlook
ICRA	Commercial Paper Issuance	A1+
India Ratings and Research		IND A1+
India Ratings and Research	Non-Convertible Debenture Issuance	IND AA+/stable
CARE		CARE AA+;Stable

International Ratings

Rating Agency	Facility	Rating/Outlook
Fitch	Dollar Bond, Masala Bond	BBB-/Stable
S&P		BBB-/Stable
Moody's		Baa3/Negative

Non-Mandatory Requirements

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

1. The Board:

The Company has an Executive Chairman and hence, the need for implementing this non-mandatory requirement does not arise.

2. Shareholders Right:

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

3. Modified opinion(s) in audit report:

The Company already has a regime of un-qualified financial statements. Auditors have raised no qualification on the financial statements.

4. Separate posts of Chairperson and CEO:

Mr. Gautam S. Adani is the Chairman and Mr. Anil Sardana is a Managing Director and CEO of the Company.

5. Reporting of Internal Auditor

The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meeting and regularly attends the Meeting for reporting their findings of the internal audit to the Audit Committee Members.

Certificate Regarding Compliance of Conditions of Corporate Governance

To,
The Members of
Adani Transmission Limited

We have examined the compliance of conditions of Corporate Governance by Adani Transmission Limited for the year ended 31st March, 2019 as stipulated regulations Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with Stock Exchanges.

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

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

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

Chirag Shah
Partner

Chirag Shah & Associates
FCS No. 5545
C. P. No.: 3498

Date: 28th May 2019
Place: Ahmedabad

Certification by

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)

We have reviewed the financial statements and the cash flow statements for the year ended 31st March, 2019 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

3. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2019 which are fraudulent, illegal or violation of the Company's Code of Conduct.

4. We accept responsibility for establishing and maintaining internal control system and that we have evaluated the effectiveness of the internal control system of the Company and we have disclosed to the auditors and the Audit Committee, efficiencies in the design or operation of internal control system, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

5. We further certify that we have indicated to the auditors and the Audit Committee:

    a) There have been no significant changes in internal control system during the year;

    b) There are changes in accounting policies during the year on account of Ind AS adoption and the same have been disclosed in the notes to the financial statements; and

    c) There have been no instances of significant fraud of which we have become aware, involving management or an employee having a significant role in the Company's internal control system.

Place : Ahmedabad Date : 28th May 2019	**Anil Sardana** Managing Director and CEO	**Kaushal G. Shah** Chief Financial Officer

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
ADANI TRANSMISSION LIMITED
Adani House,
Mithakhali Six Road,
Navrangpura Ahmedabad 380009.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Adani Transmission Limited having CIN L40300GJ2013PLC077803 and having its Registered Office at Adani House, Mithakhali Six Road, Navrangpura Ahmedabad 380009. (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Gautambhai Shantilal Adani	00006273	17/06/2015
2.	Mr. Rajesh Shantilal Adani	00006322	17/06/2015
3.	Mr. Anil Sardana	00006867	10/05/2018
4.	Mr. K. Jairaj	01875126	17/06/2015
5.	Dr. Ravindra H. Dholakia	00069396	26/05/2016
6.	Mrs. Meera Shankar	06374957	17/06/2015

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Chirag Shah and Associates

Chirag Shah
Membership No.: 5545
CP No.: 3498

Place: Ahmedabad
Date: May 22, 2019

Business Responsibility Report

Section A: General Information about the Company

1. **Corporate Identity Number (CIN):** L40300GJ2013PLC077803

2. **Name of the Company:** Adani Transmission Limited

3. **Registered Address:** 'Adani House', Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad - 380 009, Gujarat, India

4. **Website:** www.adanitransmission.com

5. **Email id:** investor.relations@adani.in

6. **Financial Year reported:** 01.04.2018 to 31.03.2019

7. **Sector(s) that the Company is engaged in (industrial activity code-wise):**

Group	Class	Sub-class	Description
351	3510	35107	Transmission of electric energy
463	4630	46309	Wholesale of other basic/manufactured food stuffs

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

8. **List three key products that the Company manufactures/provides (as in balance sheet):**

   The Company does not manufacture any product, but is involved in the business activities listed in the table above.

9. **Total number of locations where business activity is undertaken by the Company:**

   The total number of locations of the Company is as follows:

   (i) Number of international locations: N.A.

   (ii) Number of national locations: The Company is having Pan India Presence across 9 (Nine) States namely, - Gujarat, Haryana, Chhattisgarh, Jharkhand, Rajasthan, Maharashtra, Madhya Pradesh, Uttar Pradesh and Bihar.

10. **Markets served by the Company:** State, National

Section B: Financial Details of the Company

1. **Paid up capital (INR):** 1099.81 Crores

2. **Total turnover (INR):** 832.83 Crores

3. **Total Profit After Taxes (INR):** 42.40 Crores

4. **Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax:**

   The Company carries its CSR activities through its dedicated CSR wing viz. Adani Foundation. During FY 2018-19, the Company's subsidiaries have spent ₹ 17.91 Crores towards CSR activities.

5. **List of activities in which expenditure in 4 above has been incurred:**

   The major CSR activities are in the Sectors of Education, Community Health, Sustainable Livelihood Development and Community Infrastructure Development.

Business Responsibility Report (Contd.)

Section C: Other Details

1. **Does the Company have any Subsidiary Company / Companies?**

   Yes, the Company has 20 subsidiary companies as on 31st March, 2019.

2. **Do the subsidiary Company / companies participate in the BR initiatives of the parent Company?**

   Business Responsibility initiatives of the parent Company are applicable to the subsidiary companies to the extent that they are material in relation to the business activities of the subsidiaries.

3. **Do any other entity / entities that the Company does business with participate in the BR initiatives of the Company?**

   No other entity / entities participate in the BR initiatives of the Company.

Section D: BR Information

1. **Details of Director / Directors responsible for BR:**

   Details of the Director / Directors responsible for implementation of the BR policy/ policies:

   - DIN: 00006867
   - Name: Mr. Anil Sardana
   - Designation: Managing Director and CEO

   a) Details of the BR head:

Sr. No	Particulars	Details
1	DIN (if applicable)	00006867
2	Name	Mr. Anil Sardana
3	Designation	Managing Director and Chief Executive Officer
4	Telephone Number	(079) 2555 7475
5	E mail Id	anil.sardana@adani.com

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

Sr. No	Questions	Business Ethics P1	Product Life Responsibility P2	Employee Well-being P3	Stakeholder Engagement P4	Human Rights P5	Environment P6	Policy Advocacy P7	Inclusive Growth P8	Customer Value P9
1	Do you have a policy /policies for....	Y	Y*	Y	Y	Y	Y	Y	Y	Y
2	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify? (The policies are based on the NVG-guidelines in addition to conformance to the spirit of international standards like ISO 9000, ISO 14000, OHSAS 18000)	All the policies are compliant with respective principles of NVG Guidelines.								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/owner/CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y

Sr. No	Questions	Business Ethics	Product Life Responsibility	Employee Well-being	Stakeholder Engagement	Human Rights	Environment	Policy Advocacy	Inclusive Growth	Customer Value
		P1	P2	P3	P4	P5	P6	P7	P8	P9
6	Indicate the link for the policy to be viewed online?	http://www.adanitransmission.com/Investor-relation/investor-download								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies have been communicated to key internal stakeholders. The communication is an ongoing process to cover all internal & external shareholders.								
8	Does the Company have in-house structure to implement the policy/policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

* While the Company does not manufacture any products, the policy addresses the aspects of environmental protection in the Company's transactions as activities.

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

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

3. Governance related to BR:

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

The Managing Director & CEO periodically assesses the BR performance of the Company.

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

This report comprises the Company's Business Responsibility Report as per the National Voluntary Guidelines on Social, Environmental and Economic Responsibility of Business (NVG), which is published as a part of Annual Report. The Company has published its sustainability report FY 2017-18. The report link is http://www.adanitransmission.com/downloads/Sustainability Report 2017-18.

Section E: Principle-wise Performance

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

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

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

Business Responsibility Report (Contd.)

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

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

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

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

   Not applicable since the Company does not manufacture any products.

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

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

      Not applicable since the Company does not manufacture any products.

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

      Not applicable.

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

   No specific procedures have been adopted for sustainable sourcing.

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

   Not applicable

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

   Not applicable

Principle 3: Business should promote the wellbeing of all employees

1. Please indicate total number of employees:

   The Company together with its various subsidiaries has a total of about 5,601 permanent employees as of 31st March 2019.

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

   The Company together with its various subsidiaries has a total of about 7,300 contractual / probationary employees as of 31st March 2019.

3. Please indicate the number of permanent women employees:

   The Company together with its various subsidiaries has a total of about 375 permanent woman employees as of 31st March 2019.

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

   The Company together with its various subsidiaries has a total of about 24 permanent employees with disabilities as of 31st March 2019.

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

   The Company does not have an employee association.

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

   Not applicable.

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

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

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

   "Employee Learning & Development is crucial for organisational success and this is an integral part of whole organisation wide Human Resources Strategy.

The organisation has clearly defined Training & Development Policy – which cut across the organisational Vision & Mission and Values. The entire employees irrespective of their grade and status have been provided with opportunity to hone their skills & competencies.

The Company gives utmost importance to Safety; we are committed to providing a healthy and safe work environment to employees, contractors, all visitors etc. and also ensures that none of our activity creates danger to nearby community also. Our Company is certified with OHSAS 18001:2007 and in process to upgrade with ISO 45001:2018.

With a goal of "No Fatality, No Injuries and No Excuses", we demonstrate felt leadership on safety across all level of organization.

We strongly believe that Safety is a culture and should be embedded in the DNA of each and every individual. During the year, we have started an innovative program called "SafeEye" to develop an eye which can see even a small safety observation and report it for corrective and preventive measures. During the year, we have given unconditional emphasis to build capacity on safety and provided approximately 16,309 man-hours of training on various safety aspects.

We firmly believe that achieving 'Zero Harm' is possible, if we all strive for it. It is also important to emphasize that Working Safely is a condition of employment at the Company; a condition of engagement for all contractors and subcontractors and is not optional. Recording, reporting, investigating and learning from incidents are fundamentals and we do not accept any deviation on it.

During the year under review, the Company has undertaken following activities:

- Celebrated National Safety Week from 4th March, 2019 to 11th March, 2019 across all concerned locations / sites.
- Various kinds of trainings such as Fire Safety Training, Height Work Training, Arc Emergency Management Training, Flash Protection Training, 5S Management Training etc. were given during the Safety Week.

Principle 4: Business should respect the interest of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

1. **Has the Company mapped its internal and external stakeholders?**

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

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

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

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

   The Company firmly believes in the notion of sustainable community development. Assuming the role of a responsible corporate, it strives to create an environment of co-existence where there is an equitable sharing of resources followed by sustained growth and development of the community around. Hence, the subsidiaries of the Company, Maharashtra Eastern Grid Power Transmission Company Limited (MEGPTCL), Maru Transmission Services Company Limited and Adani Transmission (India) Limited, through the Adani Foundation, have undertaken several initiatives to engage with and ensure sustainable development of the marginalized groups in the local communities.

   Adani Foundation is the CSR arm of the Adani Group. Since its inception in 1996, the Foundation has been working in four core areas of Education, Community Health, Sustainable Livelihood Development and Community Infrastructure Development.

   Adani Foundation has been working across 2,250 villages in 18 States of India, creating meaningful impact in the lives of 3.2 million individuals a year.

   For more details on CSR activities of the Company, please refer Corporate Social Responsibility Report forming part of this Annual Report.

Principle 5: Business should respect and promote human rights

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

   The Company has put in place a Human Rights Policy applicable to all Adani Group of Companies. The Company's commitment to follow the basic principles of human rights is embedded in "Code of Conduct" adopted by the Company. The Company

Business Responsibility Report (Contd.)

strictly adheres to all applicable labor laws and other statutory requirements in order to uphold the human rights within its organizational boundary.

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

   No stakeholder complaints were received during the last financial year.

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

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

   Environment policy of the Company does not extend to any other entities.

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

   Yes, the Company is committed to addressing the global environmental issues such as climate change and global warming through energy conservation, efficient natural resource utilization and adoption of cleaner energy sources such as solar power.

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

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

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

   Not Applicable

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

   Not Applicable

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

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

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

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

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

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

   Yes, the Company is a member of the following key association:

   1. Electric Power Transmission Association (EPTA)

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

   Yes, through membership in the above industry body, the Company has advocated on the key issues impacting energy security, including but not limited to transmission evacuation, logistics and grant of clearances, environment and the community we work in.

Principle 8: Business should support inclusive growth and equitable development

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

   The Company firmly believes in the notion of sustainable community development. Assuming the role of a responsible corporate, it strives to create an environment of co-existence where there is an equitable sharing of resources followed by sustained growth and development of the community around. Hence, the subsidiaries of the Company, Maharashtra Eastern Grid Power Transmission Company Limited (MEGPTCL), Maru Transmission Services Company Limited and Adani Transmission (India) Limited, through the Adani Foundation, have undertaken several initiatives to engage with and ensure sustainable development of the marginalized groups in the local communities.

   Adani Foundation is the CSR arm of the Adani Group. Since its inception in 1996, the Foundation has been working in four core areas of Education, Community Health, Sustainable Livelihood Development and Community Infrastructure Development.

Adani Foundation has been working across 2,250 villages in 18 states of India, creating meaningful impact in the lives of 3.2 million individuals a year.

For more details on CSR activities of the Company, please refer Corporate Social Responsibility Report forming part of this Annual Report.

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

   Adani Foundation is the well-structured Corporate Social Responsibility (CSR) arm of Adani Group. The foundation has an in-house dedicated experienced team of professionals that comprises of experts in domains of education, healthcare, infrastructure development, livelihood and other related fields to carry out the development work for the communities. The programs are carried out by the Adani Foundation across regions. But AF has entered few resource & knowledge partnerships with several government agencies, non-governmental organizations and other corporations.

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

   Yes, regular impact assessment studies are carried out by the foundation team to evaluate its various on-going programs and to analyze the quantum of transformation the programs are able to make on the lives of the communities. Also regular monthly, quarterly and yearly reviews of the programs are also carried out by the different levels of management.

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

   There was no direct monetary contribution of the Company to community development projects in FY 2018-19. The focus areas of the Company's community development projects are outlined in response to Question 5 under Section B.

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

   Community participation is encouraged at all stages of our community development / CSR initiatives, including program planning, monitoring, implementation and assessment / evaluation.

   Our community engagement is strengthened through conducting third-party need assessment surveys, participatory rural appraisals as well as formation of Village Development Committees (VDCs) and Cluster Development Advisory Committee (CDAC), and Advisory Council with representation from the community, the Government and the Company. This high level of engagement and participation of community members lead to a greater sense of ownership among the people, ensuring successful adoption and sustained outcomes.

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

1. **What Percentage of customer complaints / consumer cases are pending as on the end of financial year 2018-19?**

   There are no customer complaints / consumer cases pending as on end of financial year 2018-19.

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

   Not applicable.

3. **Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as of end of FY 2018-19?**

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

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

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

Independent Auditor's Report

To The Members of Adani Transmission Limited
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Adani Transmission Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	**Loss allowances of Inter Company Loans given to the subsidiaries and impairment of carrying value of investments in the Subsidiaries** (Refer to Note 3.2, 6, 7 and 16 in the standalone financial statements) The Company has given the loans to the subsidiaries and holds the investments in the subsidiaries aggregate of ₹ 12,193.60 Crores (31st March, 2018: ₹ 8,461.26 Crores). Loans given to subsidiaries are accounted at amortised cost. Investments in subsidiaries are accounted for at cost less impairment losses if any. Loans are assessed for loss allowances and Investments are assessed for impairment annually or earlier if loss allowances and impairment indicators exist. If such indicators exist, the loss allowances of loans and impairment of carrying value of investments in subsidiaries are estimated in order to determine the extent of the loss allowances and impairment losses, if any. Any such losses are recognised in the Statement of Profit and Loss.	**Principal audit procedures performed:** Our audit procedures included a combination of testing the design, implementation and operating effectiveness in respect of management's assessment of loss allowances of Inter Company Loans and existence of indicators of impairment and where applicable determination of recoverable amounts to measure the impairment provision that needs to be accounted for. Our substantive testing procedures included evaluation of appropriateness of management's assumption whether any indicators of loss allowances and impairment existed by verifying a discounted cash flow model prepared by the Management of the Company. We have tested the reasonableness of key assumptions, including revenue, profit and cash flow growth rates, terminal value and the selection of discount rates management has applied. We performed our own independent sensitivity analysis to understand the impact of reasonable changes in management's assumptions on the available headroom.

Sr. No.	Key Audit Matter	Auditor's Response
	Management judgement is required in the area of impairment testing, particularly in assessing: (1) whether an event has occurred that may indicate that the related asset values may not be recoverable; (2) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs to sell or the net present value of future cash flows which are estimated based on the continued use of the asset in the business; (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate, which is complex and involves the use of significant management estimates and assumptions that are dependent on expected future market and economic conditions.	

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report and Corporate Governance but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

    c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of

Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, there is no remuneration paid by the Company to its directors during the year.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

   ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Gaurav J. Shah
Partner
(Membership No. 35701)

Place: Ahmedabad
Date: 28th May, 2019

Annexure "A" to the Independent Auditor's Report

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

Report on the Internal Financial Controls Over Financial Reporting under Clause (f) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Adani Transmission Limited ("the Company") as of 31st March, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Gaurav J. Shah
Partner
(Membership No. 35701)

Place: Ahmedabad
Date: 28th May, 2019

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner, over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land which are freehold, are held in the name of the Company as at the balance sheet date.

(ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposit during the year. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013

(vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has been generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Customs Duty, Goods and Services Tax, cess and other material statutory dues applicable to it to the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Customs Duty, Goods and Services Tax, cess and other material statutory dues in arrears as at 31st March, 2019 for a period of more than six months from the date they became payable.

(c) There are no dues of Income-tax, Customs Duty and Goods and Services Tax as on 31st March, 2019 on account of disputes.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks and dues to debenture holders. The Company has not taken any loans from financial institutions and government.

(ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the CARO 2016 Order is not applicable.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, the Company has not paid / provided any managerial remuneration to its directors, including managing director and whole-time director, and its manager.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of CARO 2016 is not applicable to the Company.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding or subsidiaries or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Gaurav J. Shah
Partner
(Membership No. 35701)

Place: Ahmedabad
Date: 28th May, 2019

Balance Sheet

as at 31st March, 2019

(₹ in Crores)

Particulars	Notes	As at 31st March, 2019	As at 31st March, 2018
Assets			
Non-Current Assets			
Property, Plant and Equipment	5	1.15	0.58
Financial Assets			
(i) Investments	6	6,867.50	3,782.69
(ii) Loans	7	4,380.22	4,572.55
(iii) Other Financial Assets	8	0.03	10.72
Income Tax Assets (Net)	9	22.44	10.69
Other Non-current Assets	10	1.56	2,603.30
Total Non-current Assets		**11,272.90**	**10,980.53**
Current Assets			
Inventories	11	1.70	3.03
Financial Assets			
(i) Investments	12	90.10	-
(ii) Trade Receivables	13	9.72	29.34
(iii) Cash and Cash Equivalents	14	31.22	508.42
(iv) Bank Balances other than (iii) above	15	157.06	11.03
(v) Loans	16	945.88	106.02
(vi) Other Financial Assets	17	298.05	604.56
Other Current Assets	18	4.29	3.75
Total Current Assets		**1,538.02**	**1,266.15**
Total Assets		**12,810.92**	**12,246.68**
Equity and Liabilities			
Equity	19	1,099.81	1,099.81
Equity Share Capital	20	3,408.03	1,848.63
Unsecured Perpetual Equity Instrument	21	650.52	904.33
Other Equity			
Total Equity		**5,158.36**	**3,852.77**
Liabilities			
Non-current Liabilities			
Financial Liabilities			
(i) Borrowings	22	5,176.33	6,211.32
(ii) Other Financial Liabilities	23	137.44	279.03
Provisions	24	0.17	0.20
Total Non-current Liabilities		**5,313.94**	**6,490.55**
Current Liabilities			
Financial Liabilities			
(i) Borrowings	25	848.74	1,010.65
(ii) Trade Payables	26		
i. Total outstanding dues of micro enterprises and small enterprises		-	-
ii. Total outstanding dues of creditors other than micro enterprises and small enterprises		29.35	8.63
(iii) Other Financial Liabilities	27	1,455.41	880.84
Other Current Liabilities	28	4.99	3.14
Provisions	24	0.13	0.10
Total Current Liabilities		**2,338.62**	**1,903.36**
Total Liabilities		**7,652.56**	**8,393.91**
Total Equity and Liabilities		**12,810.92**	**12,246.68**

See accompanying notes forming part of the financial Statements

As per our attached report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration Number : 117366W/W-100018

GAURAV J. SHAH
Partner
(Membership No. 35701)

Place: Ahmedabad
Date: 28th May, 2019

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

KAUSHAL SHAH
Chief Financial Officer

JALADHI SHUKLA
Company Secretary

Place: Ahmedabad
Date: 28th May, 2019

Statement of Profit and Loss

for the year ended 31st March, 2019

(₹ in Crores)

Particulars	Notes	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Income			
Revenue from Operations	29	832.83	835.29
Other Income	30	798.58	775.03
Total Income		**1,631.41**	**1,610.32**
Expenses			
Purchases of Stock - in - trade	31	828.25	815.61
Employee Benefits Expense	32	4.45	6.07
Finance Costs	33	733.45	794.16
Depreciation Expense	5	0.12	0.08
Other Expenses	34	11.14	19.03
Total Expenses		**1,577.41**	**1,634.95**
Profit / (Loss) before tax		**54.00**	**(24.63)**
Tax Expense:			
Current Tax	35	11.60	-
Total Tax Expense		**11.60**	**-**
Profit / (Loss) after tax		**42.40**	**(24.63)**
Other Comprehensive Income			
(a) Items that will not be reclassified to Profit or Loss			
- Remeasurement of the Defined Benefit Plans		(0.17)	(0.06)
[Tax- Nil (Previous year- Nil)]			
(b) Items that may be reclassified to Profit or Loss			
- Effective portion of gains and losses on designated portion of hedging instruments in a cash flow hedge		9.67	(42.65)
[Tax- Nil (Previous year- Nil)]			
Total Other Comprehensive Income for the year (Net of Tax)		**9.50**	**(42.71)**
Total Comprehensive Income for the year		**51.90**	**(67.34)**
Earnings Per Equity Share (EPS) (in ₹)			
(Face Value ₹ 10 Per Share)			
Basic & Diluted Earnings Per Share	36	(2.39)	(0.67)

See accompanying notes forming part of the financial Statements
As per our attached report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration Number : 117366W/W-100018

GAURAV J. SHAH
Partner
(Membership No. 35701)

Place: Ahmedabad
Date: 28th May, 2019

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

KAUSHAL SHAH
Chief Financial Officer

JALADHI SHUKLA
Company Secretary

Place: Ahmedabad
Date: 28th May, 2019

Statement of Cash flows

for the year ended 31st March, 2019

(₹ in Crores)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
A. Cash flows from operating activities		
Profit / (Loss) before tax	54.00	(24.63)
Adjustments for:		
Depreciation expense	0.12	0.08
Income from Mutual Funds	(3.87)	(3.57)
Finance Costs	733.45	794.16
Unclaimed liabilities / Excess provision written back	(0.11)	-
Interest income	(794.60)	(771.46)
Operating Loss before working capital changes	**(11.01)**	**(5.42)**
Movement in Working Capital:		
(Increase) / Decrease in Operating Assets :		
Other financial assets and other assets	14.05	(19.65)
Inventories	1.33	1.66
Trade Receivables	19.62	81.71
Increase / (Decrease) in Operating Liabilities :		
Other financial liabilities, other liabilities and provisions	1.65	(2.81)
Trade Payables	20.83	(2.42)
Cash generated from operations	**46.47**	**53.07**
Direct Tax paid (Net of refunds)	(23.35)	(3.52)
Net cash flows generated from operating activities (A)	**23.12**	**49.55**
B. Cash flow from investing activities		
Payment for Property, Plant and Equipment	(0.85)	-
Acquisition of Subsidiaries	(1,289.65)	(25.01)
Advance for Business Acquisition	-	(2,602.00)
Payment for purchase of non-current financial assets		
Equity Shares- subsidiaries	(22.57)	(159.35)
Loan to Subsidiary in the nature of Equity	(257.23)	-
Compulsory Convertible Debentures - subsidiaries	-	(639.63)
Compulsory Convertible Preference Shares	-	(4.62)
Proceeds on Redemption of non-current financial assets		
Preference Shares- subsidiaries	1,090.63	801.25
Sale/(Purchase) of current investment (net)	(86.23)	58.32
Proceeds from / (Deposits in) Bank deposits (net) (Including Margin money deposit)	(146.03)	325.06
Loans given to subsidiaries	(4,217.00)	(841.97)
Loans repaid by subsidiaries	3,569.46	2,291.67
Interest received	1,092.97	550.17
Net cash flows used in investing activities (B)	**(266.50)**	**(246.11)**

Statement of Cash flows

for the year ended 31st March, 2019

(₹ in Crores)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
C. Cash flow from financing activities		
Proceeds from Long-term borrowings	-	-
Repayment of Long-term borrowings	(693.40)	(300.01)
Proceeds from Short-term borrowings	6,496.10	2,558.73
Repayment of Short-term borrowings	(6,634.55)	(2,476.60)
Proceeds from issue of Unsecured Perpetual Equity Instrument	1,254.00	1,800.00
Distribution on Unsecured Perpetual Equity Instrument	(0.31)	(0.88)
Finance costs paid	(655.66)	(878.20)
Net cash flows from / (used in) financing activities (C)	**(233.82)**	**703.04**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**(477.20)**	**506.48**
Cash and cash equivalents at the beginning of the year	**508.42**	**1.94**
Cash and cash equivalents at the end of the year (Refer note 14)	**31.22**	**508.42**

Notes to Statement of Cash Flows:

1. The Statement of Cash Flows has been prepared under the Indirect method as set out in Ind AS 7 "Statement of Cash Flows".
2. Previous year's figures have been regrouped wherever necessary, to conform to this year's classification.
3. Disclosure under Para 44A as set out in Ind AS 7 on "Statement of Cash Flows" under Companies (Indian Accounting Standards) Rules, 2017 (as amended) is given as per note 47.

See accompanying notes forming part of the financial Statements

As per our attached report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration Number : 117366W/W-100018

GAURAV J. SHAH
Partner
(Membership No. 35701)

Place: Ahmedabad
Date: 28th May, 2019

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

KAUSHAL SHAH
Chief Financial Officer

JALADHI SHUKLA
Company Secretary

Place: Ahmedabad
Date: 28th May, 2019

Statement of changes in equity

for the year ended 31st March, 2019

A. Equity Share Capital

Particulars	No. Shares	(₹ in Crores)
Balance as at 1st April, 2017	1,09,98,10,083	1,099.81
Issue of shares during the year	-	-
Balance as at 31st March, 2018	**1,09,98,10,083**	**1,099.81**
Issue of shares during the year	-	-
Balance as at 31st March, 2019	**1,09,98,10,083**	**1,099.81**

B. Unsecured Perpetual Equity Instrument

Particulars	(₹ in Crores)
Balance as at 1st April, 2017	-
i) Add: Availed during the year	1,800.00
ii) Add: Distribution on Unsecured Perpetual Equity Instrument (Net of Tax)	48.63
Balance as at 31st March, 2018	**1,848.63**
i) Add: Availed during the year	1,254.00
ii) Add: Distribution on Unsecured Perpetual Equity Instrument (Net of Tax)	305.40
Balance as at 31st March, 2019	**3,408.03**

C. Other Equity

For the year ended 31st March, 2019

(₹ in Crores)

Particulars	Reserves and Surplus			Item of Other Comprehensive Income	Total
	Capital Reserve	General Reserve	Retained Earnings	Effective portion of Cashflow Hedge	
Balance as at 1st April, 2017	11.47	1,220.60	(67.54)	(143.35)	1,021.18
Loss for the year	-	-	(24.63)	-	(24.63)
(Less): Distribution on Unsecured Perpetual Equity Instrument	-	-	(49.51)	-	(49.51)
Add/(Less): Other Comprehensive Income for the year (Net of Tax)	-	-	(0.06)	(42.65)	(42.71)
Balance as at 31st March, 2018	**11.47**	**1,220.60**	**(141.74)**	**(186.00)**	**904.33**
Profit for the year	-	-	42.40	-	42.40
(Less): Distribution on Unsecured Perpetual Equity Instrument	-	-	(305.71)	-	(305.71)
Add/(Less): Other Comprehensive Income for the year (Net of Tax)	-	-	(0.17)	9.67	9.50
Balance as at 31st March, 2019	**11.47**	**1,220.60**	**(405.22)**	**(176.33)**	**650.52**

See accompanying notes forming part of the financial Statements

As per our attached report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration Number : 117366W/W-100018

GAURAV J. SHAH
Partner
(Membership No. 35701)

Place: Ahmedabad
Date: 28th May, 2019

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

KAUSHAL SHAH
Chief Financial Officer

JALADHI SHUKLA
Company Secretary

Place: Ahmedabad
Date: 28th May, 2019

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

1 Corporate information

Adani Transmission Limited ("The Company") is a public limited company incorporated and domiciled in India. It's ultimate holding entity is S. B. Adani Family Trust (SBAFT), having its registered office at Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad 380 009, Gujarat, India. The Company and its Twenty subsidiaries (together referred to as "the Group") is incorporated to carry on the business of establishing, commissioning, setting up, operating and maintaining electric power transmission systems and to peruse acquisition of available opportunity in power transmission systems/networks. The Group is providing transmission services in India spreading across Gujarat, Rajasthan, Maharashtra, Haryana, Chhattishgarh and Madhya Pradesh. The Group is also developing additional projects in India spreading in Rajasthan, Jharkhand, Bihar & Uttar Pradesh.

The Group has entered in Generation and Distribution business in Mumbai through acquisition of Integrated Mumbai suburban Power i.e. Business Generation, Transmission and Distribution (GTD).

The Company with its subsidiaries has entered in to new business opportunities through OPGW fibres on transmission lines with the ambition of expanding its telecom solutions to Telcos, Internet service providers and long distance communication operators .The commercialization of the network shall be done through leasing out spare capacities to potential communication players.

During the year, the Group has successfully won two transmission bids on Traffic Based Competitive Bidding model & has acquired one Operational transmission company. The Company also deals as a trader in Agro commodities.

2 Significant accounting policies

a Statement of Compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (IndAS) as notified under the Companies (Indian Accounting Standards) Rules, 2017 read with section 133 of the Companies Act, 2013 ("the Act") (as amended from time to time).

b Basis of preparation and presentation

These financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

The Functional currency of the Company is Indian Rupee (INR). The financial statements are presented in INR and all values are rounded to the nearest Crores (Transactions below ₹ 50,000 denoted as ₹ 0.00 Crs.), unless otherwise indicated.

c Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange for control of the acquiree. Acquisition-related costs added to the investment.

d Current versus Non Current Classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle; or
- Held primarily for the purpose of trading; or
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle; or
- It is held primarily for the purpose of trading; or
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

e Foreign Currency

In preparing the financial statements of the Company, transactions in currencies other than the entity's functional currency are recognised at the rate of exchange prevailing on the date of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences on monetary items are recognised in the statement of profit and loss in the period in which they arise except for:

(i) Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings; and

(ii) Exchange differences on transactions entered into in order to hedge certain foreign currency risks (see note 43 for hedging accounting policies).

(iii) Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss within finance costs. All the other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis.

f Revenue Recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The specific recognition criteria described below must also be met before revenue is recognised:

(i) Income from Services

Revenues are recognised immediately when the service is provided. The Company collects the tax on behalf of the government and therefore, these are not economic benefits flowing to the company. Hence they are excluded from revenue.

(ii) Sale of Goods

Revenue from sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

> The Company has transferred to the buyer the significant risks and rewards of ownership of the goods;

> The amount of revenue can be measured reliably; and

> It is probable that the economic benefits associated with the transaction will flow to the Company.

(iii) Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and amount of the income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(iv) Other Income

Other income is recognised when no significant uncertainty as to its determination or realisation exists.

g Taxation

Tax on Income comprises current tax and deferred tax. These are recognised in the statement of profit and loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

i) Current Tax :

Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations for which applicable tax regulations are subject to interpretation and revises the provisions where appropriate.

Current income tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

to the underlying transaction either in other comprehensive income or directly in equity.

ii) Deferred Tax :

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

h Property, Plant and Equipment (PPE)

Property, plant and equipment are stated at original cost grossed up with the amount of tax / duty benefits availed, less accumulated depreciation and accumulated impairment losses, if any. Properties in the course of construction are carried at cost, less any recognised impairment losses. All costs, including borrowing costs incurred up to the date the asset is ready for its intended use, is capitalised along with respective asset.

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated.

Fixtures equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Subsequent additions to the assets after capitalisation are accounted for at cost. Cost includes purchase price (net of trade discount & rebates) and any directly attributable cost of bringing the asset to its working condition for its intended use and for qualifying assets, borrowing costs capitalised in accordance with IndAS 23. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Depreciation is recognised based on the cost of assets (other than freehold land) less their residual values over their useful lives, using the straight-line method. The useful life of property, plant and equipment is considered based on life prescribed in schedule II to the Companies Act, 2013. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Estimated useful lives of assets are as follows:-

Type of Assets	Useful lives
Plant and Equipment	3-15 Years
Furniture and Fixtures	10 Years
Office Equipment	5 Years
Computer Equipment	3 Years
Vehicles	10 Years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

i Impairment of tangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment losses (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash- generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in

Notes to the Standalone Financial Statements
for the year ended 31st March, 2019

use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

j Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

k Inventories

Inventories are stated at the lower of weighted average cost or net realisable value. Costs include all non-refundable duties and all charges incurred in bringing the goods to their present location and condition. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Unserviceable/damaged stores and spares are identified and written down based on technical evaluation.

l Employee benefits

Defined benefit plans

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees through Group Gratuity Scheme of Life Insurance Corporation of India. The Company accounts for the liability for the gratuity benefits payable in future based on an independent actuarial valuation carried out using Projected Unit Credit Method considering discounting rate relevant to Government Securities at the Balance Sheet Date.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods. Past service costs are recognised in the statement of profit and loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs
- Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:
- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non routine settlements; and
- Net interest expense or income.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds. The mortality

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Defined benefit costs in the nature of current and past service cost and net interest expense or income are recognized in the statement of profit and loss in the period in which they occur. Actuarial gains and losses on remeasurement is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur and is reflected immediately in retained earnings and not reclassified to profit or loss. Past service cost is recognised in the Statement of Profit and Loss in the period of a plan amendment.

Defined Contribution Plans

Retirement Benefits in the form of Provident Fund and Family Pension Fund which are defined contribution schemes are charged to the statement of profit and loss for the period in which the contributions to the respective funds accrue.

Compensated Absences

Provision for Compensated Absences and its classifications between current and non-current liabilities are based on independent actuarial valuation. The actuarial valuation is done as per the projected unit credit method as at the reporting date.

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

m Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

As a Lessor

Rental income from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

As a Lessee

Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

n Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the financial asset or settle the financial liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. Fair value measurement and / or disclosure purposes in these financial statements is determined on such a basis, except for measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

> Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

> Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

> Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

o Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company entity are recognised at the proceeds received, net of direct issue costs.

(A) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

1) Classification of financial assets

a) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using the effective interest rate method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition, the Company makes an irrevocable election on an instrument-by-instrument basis to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments, other than equity investment which are held for trading. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

c) Financial assets at fair value through profit or loss (FVTPL)

Investments in equity instruments are classified as at FVTPL, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading. Other financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in the Statement of Profit and Loss..

2) **Effective interest method**

The effective interest method is a method of calculating the amortised cost of a financial assets and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and transaction costs and other premiums or discounts) through the expected life of the financial assets, or where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest is recognised on an effective interest basis for debt instruments other than those financial assets classified as at Fair Value through Profit and Loss (FVTPL). Interest income is recognised in the Statement of Profit and Loss and is included in the "Other income" line item.

3) **Derecognition of financial assets**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received / receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in the Statement of Profit and Loss on disposal of that financial asset.

4) **Impairment of financial assets**

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables and other contractual rights to receive cash or other financial asset.

Expected credit losses rate the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. The Company estimates cash flows by considering all contractual terms of the financial instrument through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instruments has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that will results if default occurs within the 12 months after the reporting date and this, are not cash shortfalls that are predicted over the next 12 months.

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Company again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward looking information.

5) **Foreign exchange gains and losses**

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in the Statement of Profit and Loss.

(B) Financial liabilities and equity instruments

1) **Classification as debt or equity**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

2) **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

3) **Financial liabilities**

All financial liabilities are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the Effective Interest Rate (EIR) amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

4) **Financial liabilities at FVTPL**

A financial liability may be designated as at FVTPL upon initial recognition if:

(a) such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;

(b) The financial liability whose performance is evaluated on a fair value basis, in accordance with the Company's documented risk management;

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in the Statement of Profit and Loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability.

Fair values are determined in the manner described in note 44

5) **Financial liabilities at amortised cost**

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

Trade and other payables are recognised at the transaction cost, which is its fair value, and subsequently measured at amortised cost.

6) **Foreign exchange gains and losses**

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in 'Other income'.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL or amortisation cost, the foreign exchange component forms part of the fair value gains or losses and is recognised in the Statement of Profit and Loss.

7) **Derecognition of Financial Liability**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

p Reclassification of financial assets and liabilities

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

q Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

r Derivative financial instruments

The Company enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts, interest rate swaps and cross currency swaps. Further details of derivatives financial instruments are disclosed in note 43.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss immediately.

s Hedge Accounting

The company designates certain hedging instruments, which includes derivatives and non-derivatives in respect of foreign currency risk, as cash flow hedges.

At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair value or cash flows of the hedged item attributable to the hedged risk.

Cash flow hedges

The Company designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of movement in interest rates and foreign exchange rates for foreign exchange exposure on highly probable future cash

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

flows attributable to a recognised asset or liability or forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in the cash flow hedging reserve being part of other comprehensive income. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the statement of profit and loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction.

t Cash & Cash Equivalents

Cash comprises cash on hand, cash at bank and demand deposit with banks (with an original maturity of three months or less from the date of creation). Cash equivalents are short-term balances that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

u Statement of Cash flows

Cash flows are reported using the indirect method, where by profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

v Provision, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

Contingent liability

A possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise are disclosed as contingent liability and not provided for. Such liability is not disclosed if the possibility of outflow of resources is remote.

Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

Contingent assets are not recognised but disclosed only when an inflow of economic benefits is probable.

w Earnings Per Share

Basic earnings per equity share is computed by dividing the net profit/(loss) attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

3 Critical accounting judgements and key sources of estimation uncertainty

The application of the Company's accounting policies as described in Note 2, in the preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant.

The estimates and underlying assumptions are reviewed on an ongoing basis and any revisions thereto are recognized in the period in which they are revised or in the period of revision and future periods if the revision affects both the current and future periods. Actual results may differ from these estimates which could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

3.1 Property, plant and equipment[1]

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

3.2 Impairment of financial assets

Investments made / Intercorporate deposits ("ICDs") given to subsidiaries[2]

In case of investments made and Intercorporate Deposits ("ICD") given by the Company to its subsidiaries, the Management assesses whether there is any indication of impairment in the value of such investments and ICDs given. The carrying amount is compared with the present value of future net cash flow of the subsidiaries.

3.3 Taxation

Deferred tax assets[2]

Deferred tax assets are recognised for unused tax losses / credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

3.4 Fair value measurement of financial instruments[2]

In estimating the fair value of financial assets and financial liabilities, the Company uses market observable data to the extent available. Where such Level 1 inputs are not available, the Company establishes appropriate valuation techniques and inputs to the model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Note 48.

3.5 Defined benefit plans and other long-term employee benefits[2]

The present value of obligations under defined benefit plan and other long term employment benefits is determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual development in the future. These include the determination of the discount rate, future salary escalations, attrition rate and mortality rates etc. Due to the complexities involved in the valuation and its long term nature, these obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Information about the various estimates and assumptions made in determining the present value of defined benefit obligations are disclosed in Note 42.

[1] Critical accounting judgments
[2] Key sources of estimation uncertainties

4.1 Changes in Accounting Policies

Ind AS 115 Revenue from Contracts with Customers

Ind AS 115 was issued on 28th March 2018 and supersedes Ind AS 11 Construction Contracts and Ind AS 18 Revenue and it applies, with limited exceptions, to all revenue arising from contracts with its customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. In addition, the standard requires extensive disclosures.

The application of Ind AS 115 did not have any significant impact on recognition and measurement of revenue and related items in the financial results.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

4.2 Recent Pronouncements for Indian Accounting Standards (Ind AS)

a) New Standard / Amendments issued but not yet effective:

The Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules has notified the following new and amendments to existing standards. These amendments are effective for annual periods beginning from April 1, 2019. The Company will adopt these new standards and amendments to existing standards once it become effective & are applicable to it.

Ind AS 116 – Leases

Ind AS 116 'Leases' replaces existing lease accounting guidance i.e. Ind AS 17 Leases. It sets out principles for the recognition, measurement, presentation and disclosure of leases and requires lessee to account for all leases, except short-term leases and leases for low-value items, under a single on-balance sheet lease accounting model. A lessee recognizes a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The accounting from Lessor perspective largely remain unchanged from the existing standard – i.e. lessor will continue to classify the leases as finance or operating leases.

Based on the preliminary assessment and current conditions, the Company does not expect any significant impacts on transition to Ind AS 116. The quantitative impacts would be finalized based on a detailed assessment which has been initiated to identify the key impacts along with evaluation of appropriate transition options.

b) Amendments to existing Ind AS:

The MCA has carried amendments to the following existing standards which will be effective from 1st April, 2019. The Company is not expecting any significant impact in the financial statements from these amendments. The quantitative impacts would be finalized based on a detailed assessment which has been initiated to identify the key impacts along with evaluation of appropriate transition options.

i) Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact of the amendment on its financial statements.

ii) Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

The Company does not expect this amendment to have any impact on its financial statements.

iii) **Ind AS 19 – Plan Amendment, Curtailment or Settlement**

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements.

iv) **Ind AS 23 – Borrowing Costs**

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

v) **Ind AS 28 – Long-term Interests in Associates and Joint Ventures**

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. The company does not currently have any such long-term interests in associates and joint ventures.

vi) **Ind AS 103 – Business Combinations and Ind AS 111 - Joint Arrangements**

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Company will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

5. Property, Plant and Equipment

(₹ in Crores)

Description of Assets	Tangible Assets						
	Land (Free hold)	Plant and Equipment	Furniture and Fixtures	Office Equipment	Computer Equipment	Vehicles	Total
I. Gross Carrying Value							
Balance as at 1st April, 2017	**0.04**	**0.41**	**0.07**	**0.07**	**0.01**	**0.14**	**0.74**
Additions during the Year	-	-	-	-	-	-	-
Disposals during the Year	-	-	-	-	-	-	-
Balance as at 31st March, 2018	**0.04**	**0.41**	**0.07**	**0.07**	**0.01**	**0.14**	**0.74**
Additions during the Year	-	-	-	-	-	0.69	**0.69**
Disposals during the Year	-	-	-	-	-	-	-
Balance as at 31st March, 2019	0.04	0.41	0.07	0.07	0.01	0.83	1.43
II. Accumulated depreciation							
Balance as at 1st April, 2017	**-**	**0.05**	**0.00**	**0.02**	**0.00**	**0.01**	**0.08**
Depreciation for the year	-	0.03	0.01	0.02	0.00	0.02	**0.08**
Eliminated on disposal of assets	-	-	-	-	-	-	-
Balance as at 31st March, 2018	**-**	**0.08**	**0.01**	**0.04**	**0.00**	**0.03**	**0.16**
Depreciation for the year	-	0.03	0.01	0.02	0.01	0.05	**0.12**
Eliminated on disposal of assets	-	-	-	-	-	-	-
Balance as at 31st March, 2019	-	0.11	0.02	0.06	0.01	0.08	0.28

(₹ in Crores)

Description of Assets	Land (Free hold)	Plant & Equipment	Furniture and Fixtures	Office Equipment	Computer Equipment	Vehicles	Total
Net Carrying Value							
As at 31st March, 2018	0.04	0.33	0.06	0.03	0.01	0.11	0.58
As at 31st March, 2019	0.04	0.30	0.05	0.01	0.00	0.75	1.15

(Transactions below ₹ 50,000 denoted as ₹ 0.00 Crs.)

For charge created on aforesaid assets, Refer note 22

6. Non Current Financial Assets - Investments

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
I. Investments - carried at Cost.		
(a) Investments in Equity Instruments - Unquoted		
Investments in wholly owned Subsidiary Companies (Face value of ₹ 10 each)		
11,00,50,000 (31.03.2018 : 11,00,50,000) Equity Shares of Adani Transmission (India) Limited of ₹ 10 each	343.10	343.10
70,75,00,000 (31.03.2018 : 70,75,00,000) Equity Shares of Maharashtra Eastern Grid Power Transmission Company Limited of ₹ 10 each	903.50	903.50
4,40,00,000 (31.03.2018 : 4,40,00,000) Equity Shares of Sipat Transmission Limited of ₹ 10 each	44.00	44.00
9,11,00,000 (31.03.2018 : 9,11,00,000) Equity Shares of Raipur - Rajnandgaon-Warora Transmission Limited of ₹ 10 each	91.10	91.10
6,80,00,000 (31.03.2018 : 6,20,00,000) Equity Shares of Chhattisgarh-WR Transmission Limited of ₹ 10 each	68.00	62.00
84,99,999 (31.03.2018 : 49,99,999) Equity Shares of Adani Transmission (Rajasthan) Limited of ₹ 10 each	8.50	5.00
50,000 (31.03.2018 : 50,000) Equity Shares of North Karanpura Transco Limited of ₹ 10 each	0.05	0.05
89,40,000 (31.03.2018 : 89,40,000) Equity Shares of Maru Transmission Service Company Limited of ₹ 10 each	8.94	8.94
52,30,000 (31.03.2018 : 52,30,000) Equity Shares of Aravali Transmission Service Company Limited of ₹ 10 each	5.23	5.23

Notes to the Standalone Financial Statements
for the year ended 31st March, 2019

6. Non Current Financial Assets - Investments (Contd..)

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
1,00,00,000 (31.03.2018 : 70,00,000) Equity Shares of Hadoti Power Transmission Service Limited of ₹ 10 each	10.00	7.00
80,00,000 (31.03.2018 : 70,00,000) Equity Shares of Barmer Power Transmission Service Limited of ₹ 10 each	8.00	7.00
70,00,000 (31.03.2018 : 60,00,000) Equity Shares of Thar Power Transmission Service Limited of ₹ 10 each	7.00	6.00
1,00,00,000 (31.03.2018 : 1,00,00,000) Equity Shares of Western Transco Power Limited of ₹ 10 each	11.84	11.84
1,00,00,000 (31.03.2018 : 1,00,00,000) Equity Shares of Western Transmission (Gujarat) Limited of ₹ 10 each	13.01	13.01
1,20,00,000 (31.03.2018 : 10,000) Equity Shares of Fatehgarh-Bhadla Transmission Limited of ₹ 10 each	12.00	0.01
50,000 (31.03.2018 : Nil) Ghatampur Transmission Limited of ₹ 10 each	0.05	-
3,40,00,50,000 (31.03.2018 : Nil) Adani Electricity Mumbai Limited of ₹ 10 each	3,834.31	-
99,99,999 (31.03.2018 : Nil) Equity Shares of KEC - Bikaner - Sikar Transmission Private Limited of ₹ 10 each	22.18	-
10,000 (31.03.2018 : Nil) Equity Shares of OBRA-C Badaun Transmission Limited of ₹ 10 each	0.01	-
10,000 (31.03.2018 : Nil) Equity Shares of AEML Infrastructure Limited of ₹ 10 each	0.01	-
Total (a)	**5,390.83**	**1,507.78**
(b) Investments in Preference Shares - Unquoted		
Investments in wholly owned Subsidiary Companies (Face value of ₹ 10 each)		
Investments in Convertible Preference Shares - Unquoted		
Nil (31.03.2018 : 75,65,31,269) Preference shares of Adani Transmission (India) Limited of ₹ 10 each	-	756.53
Nil (31.03.2018 : 87,87,50,000) Preference shares of Maharashtra Eastern Grid Power Transmission Company Limited of ₹ 10 each	-	878.75
Investments in Optionally Convertible Redeemable Preference Shares - Unquoted		
17,58,06,607 (31.03.2018 : Nil) Preference shares of Adani Transmission (India) Limited of ₹ 10 each	175.81	-
36,88,42,500 (31.03.2018 : Nil) Preference shares of Maharashtra Eastern Grid Power Transmission Company Limited of ₹ 10 each	368.84	-
Total (b)	**544.65**	**1,635.28**
(c) Investments in 0% Compulsory Convertible Debentures (CCD) - Unquoted		
Investments in wholly owned Subsidiary Companies (Face value of ₹ 100 each)		
1,31,62,122 (31.03.2018 : 1,31,62,122) CCD of Sipat Transmission Limited of ₹ 100 each	131.62	131.62
2,59,10,517 (31.03.2018 : 2,59,10,517) CCD of Raipur Rajnandgaon Warora Transmission Limited of ₹ 100 each	259.11	259.11
1,85,71,898 (31.03.2018 : 1,85,71,898) CCD of Chhattisgarh-WR Transmission Limited of ₹ 100 each	185.72	185.72
31,57,031 (31.03.2018 : 31,57,031) CCD of North Karanpura Transco Limited of ₹ 100 each	31.57	31.57
18,33,972 (31.03.2018 : 18,33,972) CCD of Hadoti Power Transmission Service Limited of ₹ 100 each	18.34	18.34
9,08,020 (31.03.2018 : 9,08,020) CCD of Barmer Power Transmission Service Limited of ₹ 100 each	9.08	9.08
4,19,272 (31.03.2018 : 4,19,272) CCD of Thar Power Transmission Service Limited of ₹ 100 each	4.19	4.19
Total (c)	**639.63**	**639.63**
Total I (a + b + c)	**6,575.11**	**3,782.69**

Notes to the Standalone Financial Statements
for the year ended 31st March, 2019

6. Non Current Financial Assets - Investments (Contd..)

(₹ in Crores)

	As at 31st March, 2019	As at 31st March, 2018
II. Investments - carried at Fair Value through profit or loss (FVTPL)		
Investments in Optionally Convertible Redeemable Preference Shares - Unquoted		
Investments in wholly owned Subsidiary Companies (Face value of ₹ 10 each)		
3,45,00,000 (31.03.2018 : Nil) Preference Shares of KEC - Bikaner - Sikar Transmission Private Limited of ₹ 10 each	35.16	-
Total II	**35.16**	**-**

(₹ in Crores)

	As at 31st March, 2019	As at 31st March, 2018
III. Investments - Loan to wholly owned subsidiary company in the nature of Equity support carried at Cost - Unquoted		
Adani Electricity Mumbai Limited	257.23	-
Total III	**257.23**	**-**
Total (I + II + III)	**6,867.50**	**3,782.69**

(₹ in Crores)

	As at 31st March, 2019	As at 31st March, 2018
Aggregate carrying value of unquoted investments		
Investment in Equity Instruments	5,390.83	1,507.78
Investment in Preference Shares	579.81	1,635.28
Investment in Compulsory Convertible Debentures	639.63	639.63
Investment in Loan in the nature of Equity	257.23	-
Total	**6,867.50**	**3,782.69**

Note

Number of Equity shares/CCD pledged with Lenders against borrowings by the parent company and its subsidiaries are as per below :

	Number of Equity Shares Pledged	
	As at 31st March, 2019	As at 31st March, 2018
Subsidiary Companies		
Maharashtra Eastern Grid Power Transmission Company Limited	70,74,99,994	70,74,99,994
Adani Transmission (India) Limited	11,00,49,994	11,00,49,994
Sipat Transmission Limited	2,24,40,000	2,24,40,000
Raipur – Rajnandgaon – Warora Transmission Limited	4,64,61,000	4,43,95,500
Chhattisgarh – WR Transmission Limited	3,46,80,000	3,06,00,000
Adani Transmission (Rajasthan) Limited	26,50,000	26,50,000
Maru Transmission Service Company Limited	66,15,594	66,15,594
Aravali Transmission Service Company Limited	38,70,194	38,70,194
Hadoti Power Transmission Service Limited	89,99,994	69,99,994
Barmer Power Transmission Service Limited	79,99,994	69,99,994
Thar Power Transmission Service Limited	69,99,994	59,99,994
Western Transco Power Limited	51,00,000	51,00,000
Western Transmission (Gujarat) Limited	30,00,000	81,00,000
Fatehgarh-Bhadla Transmission Limited	28,53,000	-
KEC - Bikaner - Sikar Transmission Private Limited	51,00,000	-

Notes to the Standalone Financial Statements
for the year ended 31st March, 2019

6. Non Current Financial Assets - Investments (Contd..)

	Number of Equity Shares to be Pledged	
	As at 31st March, 2019	As at 31st March, 2018
Subsidiary Companies		
Raipur – Rajnandgaon – Warora Transmission Limited	-	20,65,500
Chhattisgarh – WR Transmission Limited	-	10,20,000
Fatehgarh-Bhadla Transmission Limited	7,47,000	-

	Number of CCD Pledged	
	As at 31st March, 2019	As at 31st March, 2018
Subsidiary Companies		
Hadoti Power Transmission Service Limited	18,33,972	18,33,972
Barmer Power Transmission Service Limited	9,08,020	9,08,020
Thar Power Transmission Service Limited	4,19,272	4,19,272

7. Non Current Financial Assets - Loans
(Unsecured, considered good)

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Loans to Related Parties	4,374.99	4,567.93
Debt instruments carried at amortised cost : (Unquoted)		
0.01% Compulsorily Convertible Preference Shares in wholly owned subsidiary companies:		
10,00,000 (31.03.2018 : 10,00,000) Preference Shares of Western Transco Power Limited of ₹ 10 each	3.26	2.87
10,00,000 (31.03.2018 : 10,00,000) Preference Shares of Western Transmission (Gujarat) Limited of ₹ 10 each	1.97	1.75
Total	**4,380.22**	**4,572.55**

Notes:

1) 5,10,000 (31.03.2018 : 5,10,000) Preference shares of Western Transco Power Limited has been pledged.

2) Charges has been created on loans given to wholly owned subsidiaries namely (i) Adani Transmission (India) limited of ₹ 1980.22 Crores (31.03.2018 : ₹ 2084.18 Crores) and (ii) Maharashtra Eastern Grid Power Transmission Company Limited of ₹ 2438.34 Crores (31.03.2018 : ₹ 2367.90 Crores)

8. Non Current Financial Assets - Others
(Unsecured, Considered Good)

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Security Deposits	0.03	0.03
Share Application Money given to subsidiaries - Pending for Allotment	-	4.00
Others	-	6.69
Total	**0.03**	**10.72**

For charge created on aforesaid assets, Refer note 22

9. Income Tax Assets (Net)

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advance Income Tax [Net of Provision of ₹ 12.63 Crs. (31.03.2018 - ₹ 1.03 Crs.)]	22.44	10.69
Total	**22.44**	**10.69**

Notes to the Standalone Financial Statements
for the year ended 31st March, 2019

10. Non Current Assets - Others
(Unsecured, Considered Good)

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advance For Acquisition	-	2,602.00
Group Gratuity Fund (Includes contribution of subsidiaries)	1.56	1.30
Total	**1.56**	**2,603.30**

For charge created on aforesaid assets, Refer note 22

11. Inventories

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
(Valued at lower of Cost and Net Realisable Value)		
Stores & spares	1.70	3.03
Total	**1.70**	**3.03**

For charge created on aforesaid assets, Refer note 22

12. Current Financial Assets - Investments

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Investment - carried at Fair Value through profit or loss (FVTPL)		
Investment in Mutual Funds - Unqouted		
5,28,93.26 Units (31.03.2018 - Nil) of ₹ 1,000 each Kotak Liquid Fund - Direct Growth Plan	20.02	-
96,570.58 Units (31.03.2018 - Nil) of ₹ 1,000 each Axis Liquid Fund-Direct Growth Plan	20.02	-
74,974.18 Units (31.03.2018 - Nil) of ₹ 1,000 each Edelweiss Liquid Fund - Direct Growth Plan	18.02	-
6,542.28 Units (31.03.2018 - Nil) of ₹ 1,000 each UTI Liquid Cash Plan - Direct Growth Plan	2.00	-
2,95,894.44 Units (31.03.2018 - Nil) of ₹ 1,000 each Yes Liquid Fund - Direct Growth Plan	30.04	-
Total	**90.10**	**-**
Aggregate carrying value of unquoted investments	90.10	-
Aggregate market value of unquoted investments	90.10	-

For charge created on aforesaid assets, Refer note 22

13. Trade Receivables
(Unsecured)

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Considered Good	9.72	29.34
Total	**9.72**	**29.34**

For charge created on aforesaid assets, Refer note 22

14. Cash and Cash equivalents

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balances with banks		
In current accounts	15.74	210.08
Fixed Deposits (with original maturity for three months or less)	15.48	298.34
Total	**31.22**	**508.42**

(Margin Money Against Bank Guarantees and Debt Service Reserve Account)
For charge created on aforesaid assets, Refer note 22

Notes to the Standalone Financial Statements
for the year ended 31st March, 2019

15. Bank balance other than Cash and Cash equivalents

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balances held as Margin Money	1.57	11.03
Fixed Deposits (with original maturity for more than three months)	155.49	-
Total	**157.06**	**11.03**

(Margin Money Against Bank Guarantees and Debt Service Reserve Account)
For charge created on aforesaid assets, Refer note 22

16. Current Financial Assets - Loans
(Unsecured, Considered Good)

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Loans to Related Parties	945.88	106.02
Total	**945.88**	**106.02**

For charge created on aforesaid assets, Refer note 22

17. Current Financial Assets - Others
(Unsecured, Considered Good)

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Interest receivable	297.75	596.12
Derivative instruments designated in hedge accounting relationship	-	0.10
Security deposits	-	0.00
Advances to Related Parties	0.30	8.34
Total	**298.05**	**604.56**

For charge created on aforesaid assets, Refer note 22
(Transactions below ₹ 50,000 are denominated by ₹ 0.00 Crs.)

18. Other Current Assets
(Unsecured, Considered Good)

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advance to Suppliers	1.03	0.81
Balances with Government authorities	3.13	2.92
Prepaid Expenses	0.13	0.02
Total	**4.29**	**3.75**

For charge created on aforesaid assets, Refer note 22

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

19. Equity Share Capital

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Authorised Share Capital		
150,00,00,000 (31.03.2018 - 150,00,00,000) Equity shares of ₹ 10 each	1,500.00	1,500.00
Total	**1,500.00**	**1,500.00**
Issued, Subscribed and Paid-up Equity shares		
109,98,10,083 (31.03.2018 - 109,98,10,083) Equity shares of ₹ 10 each fully paid up.	1,099.81	1,099.81
Total	**1,099.81**	**1,099.81**

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

Equity Shares

	As at 31st March, 2019		As at 31st March, 2018	
	No. Shares	(₹ in Crores)	No. Shares	(₹ in Crores)
At the beginning of the Year	1,09,98,10,083	1,099.81	1,09,98,10,083	1,099.81
Issued during the year	-	-	-	-
Outstanding at the end of the year	**1,09,98,10,083**	**1,099.81**	**1,09,98,10,083**	**1,099.81**

b. Terms/rights attached to equity shares

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

c. Aggregate Number of shares issued, Shares issued for consideration other than cash during the period of 5 years immediately preceding the reporting date :

	As at 31st March, 2019	As at 31st March, 2018
Company has issued and allotted fully paid up equity shares of ₹ 10 Each, to the equity shareholders of Adani Enterprises Limited ("AEL") pursuant to the Composite Scheme of Arrangement during FY 2015-16	1,09,98,10,083	1,09,98,10,083

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

	As at 31st March, 2019		As at 31st March, 2018	
	No. Shares	% holding in the class	No. Shares	% holding in the class
Equity shares of ₹ 10 each fully paid				
Shri Gautam S. Adani / Shri Rajesh S. Adani (on behalf of S.B. Adani Family Trust)	62,11,97,910	56.48%	62,11,97,910	56.48%
Adani Tradeline LLP (Formally known as Parsa Kente Rail Infra LLP)	9,94,91,719	9.05%	9,94,91,719	9.05%
	72,06,89,629	**65.53%**	**72,06,89,629**	**65.53%**

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

20. Unsecured Perpetual Equity Instrument

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Opening Balance	1,848.63	-
Add: Availed during the year	1,254.00	1,800.00
Add: Distribution on Unsecured Perpetual Equity Instrument (Net of Tax)	305.40	48.63
Closing Balance	**3,408.03**	**1,848.63**

During the year, the Company raised ₹ 1,254.00 Crores (PY - ₹ 1,800.00 Crores) through issue of Unsecured Perpetual Equity Instrument (the "Instrument") from Adani Infra (India) Limited. This Instrument are perpetual in nature with no maturity or redemption and are callable only at the option of the Company. The distribution on these Instrument are fixed at 11.80% p.a. compouded annually. The obligation of the Company to repay the outstanding amounts shall rank on a parri passu basis with the obligations of the company to make payments/distributions in relation to any parity securities issued/ to be issued by the company and be senior to the obligations of the company to make payments/distributions in relation to preference and equity share capital and any other securities at par with preference and equity share capital of the Company.

As this Instrument are perpetual in nature and ranked senior only to the Share Capital of the Company and the Company does not have any redemption obligation, these are considered to be in the nature of equity instruments.

21. Other Equity

(₹ in Crores)

Particulars		As at 31st March, 2019	As at 31st March, 2018
a. Capital Reserve (refer note (i) below)		11.47	11.47
	Total (a)	**11.47**	**11.47**
b. Effective portion of cashflow Hedge (refer note (ii) below)			
Hedge Reserve			
Opening Balance		(186.00)	(143.35)
Add/(Less): Effective portion of cash flow hedge for the year		9.67	(42.65)
Closing Balance	**Total (b)**	**(176.33)**	**(186.00)**
c. General Reserve (refer note (iii) below)		1,220.60	1,220.60
	Total (c)	**1,220.60**	**1,220.60**
d. Retained Earnings (refer note (iv) below)			
Opening Balance		(141.74)	(67.54)
Add/(Less): Profit / (Loss) for the year		42.40	(24.63)
Add/(Less): Other comprehensive income arising from remeasurement of the Defined Benefit Plans		(0.17)	(0.06)
(Less): Distribution on Unsecured Perpetual Equity Instrument		(305.71)	(49.51)
Closing Balance	**Total (d)**	**(405.22)**	**(141.74)**
	Total (a + b + c + d)	**650.52**	**904.33**

Notes:

i) Capital Reserve of ₹ 11.47 Crores were created due to acquisition of 100% stake in Maru Transmission Service Company Limited and 100% stake in Aravali Transmission Service Company Limited in the financial year 2016-17.

ii) The cash flow hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognised and accumulated under the heading of cash flow hedging reserve will be reclassified to profit or loss only when the hedged transaction affects the profit or loss, or included as a basis adjustment to the non-financial hedged item.

iii) During the financial year 2015-16, General reserve of ₹ 1,220.60 Crores was created pursuant to the demerger of transmission undertaking of Adani Enterprises Limited into the company.

iv) Retained earnings represents the amount of profits of the company earned till date net of appropriation that can be distributed by the Company as dividends considering the requirements of the Companies Act, 2013. No dividends are distributed given the accumulated losses incurred by the Company.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

22. Non Current Financial Liabilities -Borrowings

(₹ in Crores)

Particulars	Non-current		Current	
	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2019	As at 31st March, 2018
Secured				
Bonds				
9.10% INR Bonds (Masala Bond)	272.88	367.69	97.67	75.00
4.00% USD Bonds	3,392.62	3,186.24	-	-
Non Convertible Debentures				
9.25% Non Convertible Debentures	-	149.34	149.98	-
9.35% Non Convertible Debentures	363.70	362.60	-	-
9.45% Non Convertible Debentures	149.17	148.81	-	499.86
9.85% Non Convertible Debentures	249.72	1,249.14	881.56	-
10.25% Non Convertible Debentures	748.24	747.50	-	-
Total	**5,176.33**	**6,211.32**	**1,129.21**	**574.86**
Amount disclosed under the head Other Current Financial Liabilities (Refer note 27)	-	-	(1,129.21)	(574.86)
Net amount	**5,176.33**	**6,211.32**	**-**	**-**

Security

The above INR Bonds (Masala Bond), USD Bonds and NCDs (Non Convertible Debentures) are secured by way of first ranking pari passu charge in favour of the Security trustee (for the benefit of the Bond/Debenture holders):

a. mortgage of land situated at Sanand.

b. hypothecation of all the assets (movable and immovable) including current assets of the company.

c. pledge over 100% shares of Adani Transmission (India) Limited (ATIL) and Maharashtra Eastern Grid Power Transmission Company Limited (MEGPTCL), both are wholly owned subsidiaries of the company.

d. accounts and receivables of ATIL and MEGPTCL and also the operating cash flows, book debts, loans and advances, commissions, dividends, interest income, revenues present and future of ATIL and MEGPTCL.

Terms of Repayment

(i) INR Bonds (Masala Bond) aggregating ₹ 375.00 Crores (31st March, 2018 - ₹ 450.00 Crores) are redeemable by quarterly structured payments from FY 2019 to FY 2022.

(ii) 4.00% 500 Million USD Bonds aggregating ₹ 3,457.75 Crores (31st March, 2018- ₹ 3,258.75 Crores) are redeemable by bullet payment in FY 2026.

(iii) INR NCDs (Non Convertible Debentures) aggregating to ₹ 2,546.60 Crores (31st March, 2018 - ₹ 3,165.00 Crores) are redeemable at different maturities from FY 2019 to FY 2022.

23. Non Current Financial Liabilities - Others

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Derivative instruments designated in hedge accounting relationship	137.44	279.03
Total	**137.44**	**279.03**

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

24. Provisions

(₹ in Crores)

Particulars	Non-Current		Current	
	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2019	As at 31st March, 2018
Provision for Compensated Absences	0.17	0.20	0.13	0.10
Total	**0.17**	**0.20**	**0.13**	**0.10**

25. Current Financial Liabilities - Borrowings

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Unsecured Borrowings		
From Related Party (Refer note 51)	35.79	319.24
Commercial Papers	812.95	691.41
Total	**848.74**	**1,010.65**

26. Trade Payables

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Trade Payables		
- Total outstanding dues of creditor micro enterprise and small enterprise	-	-
- Total outstanding dues of creditor other than micro enterprise and small enterprise	29.35	8.63
Total	**29.35**	**8.63**

The Disclosure in respect of the amounts payable to Micro and Small Enterprises have been made in the standalone Financial Statements based on the information received and available with the company. The Company has not received any claim for interest from any supplier as at the balance sheet date. Hence, disclosure as per MSME Act is not required. These facts have been relied upon by the auditors.

27. Current Financial Liabilities - Others

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Current maturities of long-term borrowings (Secured) (Refer Note 22)	1,129.21	574.86
Interest accrued but not due on borrowings	220.97	289.61
Derivative instruments designated in hedge accounting relationship	105.02	15.97
Payable on purchase of property, plant and equipment	0.05	0.21
Others	0.16	0.19
Total	**1,455.41**	**880.84**

28. Other Current Liabilities

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Statutory Liabilities	4.97	3.13
Others	0.02	0.01
Total	**4.99**	**3.14**

Notes to the Standalone Financial Statements
for the year ended 31st March, 2019

29. Revenue from Operations

(₹ in Crores)

Particulars		For the year ended 31st March, 2019	For the year ended 31st March, 2018
Sale of Services		0.18	19.37
Sale of Traded Goods		832.65	815.78
Other Operating Revenue		-	0.14
	Total	**832.83**	**835.29**

30. Other Income

(₹ in Crores)

Particulars		For the year ended 31st March, 2019	For the year ended 31st March, 2018
Interest Income			
- Bank		9.17	10.87
- Loans & Advances		785.43	760.59
Income from Mutual funds		3.87	3.57
Unclaimed liabilities / Excess provision written back		0.11	0.00
	Total	**798.58**	**775.03**

(Transactions below ₹ 50,000 denoted as ₹ 0.00 Crs.)

31. Purchases of Stock - in - trade

(₹ in Crores)

Particulars		For the year ended 31st March, 2019	For the year ended 31st March, 2018
Purchase of Stock-in-trade		828.25	815.61
	Total	**828.25**	**815.61**

32. Employee Benefits Expense

(₹ in Crores)

Particulars		For the year ended 31st March, 2019	For the year ended 31st March, 2018
Salaries, Wages and Bonus		4.20	5.46
Contribution to Provident and Other Funds (Refer Note 44)		0.14	0.28
Staff Welfare Expenses		0.11	0.33
	Total	**4.45**	**6.07**

33. Finance costs

(₹ in Crores)

Particulars		For the year ended 31st March, 2019	For the year ended 31st March, 2018
Interest Expenses		567.56	617.05
Bank Charges & Other Borrowing Costs		6.49	6.55
Loss on Derivatives Contracts & Exchange rate difference (net)		159.40	170.56
	Total	**733.45**	**794.16**

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

34. Other Expenses

(₹ in Crores)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Stores and Spares	-	1.76
Inventory written off	1.32	-
Service charges	0.18	1.91
Repairs and Maintenance - Others	0.01	0.02
Rent	0.24	0.21
Rates and Taxes	-	0.02
Legal & Professional Expenses	5.48	12.18
Directors' Sitting Fees	0.18	0.09
Payment to Auditors (Refer note below)	0.41	0.16
Bid & Tender Expense	1.20	0.19
Communication Expenses	0.01	0.05
Travelling & Conveyance Expenses	0.46	0.37
Miscellaneous Expenses	1.65	2.07
Total	**11.14**	**19.03**

Payment to Auditors

(Excluding Goods and Service Tax)

(₹ in Crores)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
As auditor:		
Statutory Audit Fees	0.25	0.15
Out of pocket expenses	0.00	-
Others	0.16	0.01
	0.41	**0.16**

(Transactions below ₹ 50,000 denoted as ₹ 0.00 Crs.)

35. Income Tax

(₹ in Crores)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Income Tax Expenses		
Current Tax :		
Current Income Tax Charge (MAT)	11.60	-
	11.60	**-**
Accounting profit / (loss) before tax	54.00	(24.63)
Income tax using the company's domestic tax rate @ 34.608%	-	(8.52)
Income tax using the company's domestic tax rate @ 34.944%	18.87	-
Tax Effect of :		
i) Incremental depreciation / allowance allowable on assets	(0.00)	0.00
ii) Provisions disallowed	0.04	(0.16)
iii) Current year losses for which no Deferred Tax Asset is created	(18.57)	8.68
iv) Temporary Difference	(0.34)	-
Tax provisions :		
Current tax for the year (MAT)	11.60	-
Income tax recognised in statement of profit and loss at effective rate **Total**	**11.60**	**-**

Notes to the Standalone Financial Statements
for the year ended 31st March, 2019

35. Income Tax (Contd..)

Unrecognised deductible temporary differences, unused tax losses and unused tax credits
Deductible temporary differences, unused tax losses and unused tax credits for which no deferred tax assets have been recognised are attributable to the following :

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Unused tax credits	12.67	0.80
Unused tax losses (Revenue in nature) and Unabsorbed depreciation	388.63	30.29

36. Earnings Per Share (EPS)

Particulars		For the year ended 31st March, 2019	For the year ended 31st March, 2018
Basic and Diluted EPS - From Total Operations			
Profit/ (Loss) after tax	(₹ in Crores)	42.40	(24.63)
Less: Distribution on Unsecured Perpetual Equity Instrument	(₹ in Crores)	(305.71)	(49.51)
Loss attributable to equity shareholders	(₹ in Crores)	(263.31)	(74.14)
Weighted average number of equity shares outstanding during the year	No.	1,09,98,10,083	1,09,98,10,083
Nominal Value of equity share	₹	10	10
Basic and Diluted EPS	₹	(2.39)	(0.67)

37. Contingent liabilities and commitments

(i) Contingent liabilities

Bank Guarantee :

Bank guarantee given by the company on behalf of Special Purpose Vehicle (SPV) companies, which were taken over to carry out the business awarded under tariff-based bidding, towards performance of work awarded is ₹ 189.56 Crs. Against which Bank guarantee taken by the company from vendors is ₹ 122.62 Crs. in various form.

(ii) Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for during the year is Nil.

38. i) During the year, the Company has acquired 100% equity share capital of SPV 'Ghatampur Transmission Limited' (GTL) from REC Transmission Projects Company Limited (REC TPCL) on 19th June, 2018. GTL was formed by REC TPCL to establish Transmission System for Evacuation of Power from 3X660MW Ghatampur Thermal Power Project. The Company has acquired it from REC TPCL pursuant to tariff based competitive bidding process carried out by REC TPCL. With this purchase, GTL has become a wholly owned subsidiary of the Company.

ii) The Company has signed Share Purchase Agreement on 3rd November 2018 with KEC International Limited for acquisition of 100% Equity Share Capital of KEC Bikaner Sikar Transmission Private Limited (KBSTPL). The shares of KEC Bikaner Sikar Transmission Private Limited have actually got transferred to Adani Transmission Limited w.e.f. 8th February, 2019 although the control is taken over by Adani Transmission Limited on 1st January, 2019.

iii) The Company has signed a binding Share Purchase Agreement on 21st December, 2018 with PFC Consulting Limited for acquisition of 100% equity share capital of OBRA-C Badaun Transmission Limited. The said Company was incorporated in August 2018 by PFC Consulting Limited for Evacuation of power from OBRA-C (2x660 MW) Thermal power project and construction of 400kV GIS substation Badaun with associated transmission lines. The Company has acquired it from PFC Consulting Limited through Tariff based competitive bidding process.

iv) During the year, AEML Infrastructure Limited was incorporated as a wholly owned subsidiary of the Company w.e.f 12th December, 2018.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

39. i) In December 2017, Adani Transmission Limited ('the Company) signed a binding Share Purchase Agreement ('SPA") with Reliance Infrastructure Limited ('R-Infra') to acquire its integrated Power Generation, Transmission and Distribution of Power business for suburban area in Mumbai city ('Mumbai GTD business').

ii) Consequent to a Scheme of Arrangement approved by the High Court of Judicature at Bombay, and other regulatory approvals obtained in this respect, effective from 29th August, 2018, the Mumbai GTD business of R-Infra has been demerged from R-Infra and transferred into Adani Electricity Mumbai Limited (formerly Reliance Electricity Generation and Supply Limited) ('AEML') with an Appointed Date of 1st April, 2018. Pursuant to the SPA, the Company acquired 100% equity share capital of AEML for a consideration of ₹ 3,827.54 Crores. On such acquisition, AEML has become wholly-owned subsidiary of the Company.

40. Operating Lease

The Company's significant leasing arrangements, other than land, are in respect of office premises taken on lease for which expense amounting to ₹ 0.24 Crs. (PY - ₹ 0.21 Crs.) charged to profit and loss. The arrangements range between 11 months and 2 years generally and are usually renewable by mutual consent on mutually agreeable terms. Under these arrangements, generally refundable interest free deposits have been given. The Company has not entered into any material financial lease. The Company does not have any non-cancellable lease.

41. Corporate Social Responsibility (CSR)

The Company is not required to spend towards Corporate Social Responsibility (CSR) as per Section 135 of the Companies Act, 2013, since there is no average profit in the last 3 years calculated as per the provisions of the Act.

42. Segment Reporting

The Company's operations fall under single segment namely "Trading business" hence no separate disclosure of segment reporting is required to be made as required under Ind AS 108 'Operating Segments'.

43. The Company has taken various derivatives to hedge its bonds and interest thereon. The outstanding position of derivative instruments are as under:

Nature	Purpose	As at 31st March 2019		As at 31st March 2018	
		Foreign Currency (USD in Million)	(₹ in Crores)	Foreign Currency (USD in Million)	(₹ in Crores)
i) Principal only swaps	Hedging of foreign currency bond principal liability	320.00	2,212.96	320.00	2,085.60
ii) Forward covers	Hedging of foreign currency bond principal & Interest liability	210.00	1,452.26	180.00	1,173.15
iii) Options	Hedging of foreign currency bond interest liability	-	-	10.00	65.18

The details of foreign currency exposures not hedged by derivative instruments are as under :

Nature	As at 31st March, 2019		As at 31st March, 2018	
	USD in Millions	₹ in Crores	USD in Millions	₹ in Crores
Creditors	0.01	0.05	-	-

Foreign Currency Risk Sensitivity

A change of 1% in Foreign currency would have following impact on profit before tax

(₹ in Crores)

Particulars	For the Year 2018-19		For the Year 2017-18	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Risk Sensitivity				
Rupee / USD - (Increase) / Decrease	(0.00)	0.00	-	-

(Transactions below ₹ 50,000 denoted as ₹ 0.00 Crs.)

Notes to the Standalone Financial Statements
for the year ended 31st March, 2019

44. As per Ind AS 19 "Employee Benefits", the disclosures are given below.

(a) Defined Benefit Plan

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

The status of gratuity plan as required under Ind AS-19:

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
i). Reconciliation of Opening and Closing Balances of defined benefit obligation		
Present Value of Defined Benefit Obligations at the beginning of the Year	0.37	0.65
Current Service Cost	0.06	0.05
Interest Cost	0.03	0.05
Re-measurement (or Actuarial) (gain) / loss arising from:		
- Change in demographic assumptions	0.00	-
- Change in financials assumptions	0.00	0.02
- Experience variance (i.e. Actual experience vs assumptions)	0.13	0.01
Liabilities Transfer In/Out	(0.09)	(0.16)
Benefits paid	(0.14)	(0.25)
Present Value of Defined Benefit Obligations at the end of the Year	0.36	0.37
ii). Reconciliation of Opening and Closing Balances of the Fair value of Plan assets		
Fair Value of Plan assets at the beginning of the Year	1.67	1.48
Investment Income	0.13	0.11
Contributions	0.30	0.20
Benefits paid	(0.14)	(0.09)
Return on plan assets, excluding amount recognised in net interest expenses	(0.04)	(0.03)
Fair Value of Plan assets at the end of the Year	1.92	1.67
iii). Reconciliation of the Present value of defined benefit obligation and Fair value of plan assets		
Present Value of Defined Benefit Obligations at the end of the Year	(0.36)	(0.37)
Fair Value of Plan assets at the end of the Year	1.92	1.67
Net Asset / (Liability) recognized in balance sheet as at the end of the year	1.56	1.30
iv). Composition of Plan Assets		
100% of Plan Assets are administered by LIC		
v). Gratuity Cost for the Year		
Current service cost	0.06	0.05
Interest cost	0.03	0.05
Expected return on plan assets	(0.13)	(0.11)
Actuarial Gain / (Loss)	-	-
Net Gratuity cost recognised in the statement of Profit and Loss	(0.04)	(0.01)
vi). Other Comprehensive Income		
Actuarial (gains) / losses		
- change in demographic assumptions	0.00	-
- change in financial assumptions	0.00	0.02
- experience variance (i.e. Actual experiences assumptions)	0.13	0.01
Return on plan assets, excluding amount recognised in net interest expense	0.04	0.03
Components of defined benefit costs recognised in other comprehensive income	0.17	0.06
vii). Actuarial Assumptions		
Discount Rate (per annum)	7.60%	7.80%
Annual Increase in Salary Cost	8.00%	8.00%
Attrition Rate	7.00%	8.00%
Mortality Rates as given under Indian Assured Lives Mortality (2006-08) Ultimate Retirement Age 58 Years	100.00%	100.00%

Notes to the Standalone Financial Statements
for the year ended 31st March, 2019

44. As per Ind AS 19 "Employee Benefits", the disclosures are given below. (Contd.)

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

ix). Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase, attrition rate and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Defined Benefit Obligation (Base)	0.36	0.37

(₹ in Crores)

Particulars	As at 31st March 2019		As at 31st March 2018	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	0.37	0.35	0.39	0.34
(% change compared to base due to sensitivity)	3.60%	-3.30%	6.70%	-6.10%
Salary Growth Rate (- / + 1%)	0.35	0.37	0.34	0.39
(% change compared to base due to sensitivity)	-3.30%	3.60%	-6.20%	6.70%
Attrition Rate (- / + 50%)	0.36	0.35	0.37	0.36
(% change compared to base due to sensitivity)	1.40%	-1.30%	1.90%	-1.80%
Mortality Rate (- / + 10%)	0.36	0.36	0.36	0.36
(% change compared to base due to sensitivity)	0.00%	0.00%	0.00%	0.00%

x). Asset Liability Matching Strategies

The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficient funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).

xi). Effect of Plan on Entity's Future Cash Flows

a) Funding arrangements and Funding Policy

The Company has purchased an insurance policy to provide for payment of gratuity to the employees of the group. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

b) Expected Contribution during the next annual reporting period

The Company's best estimate of Contribution during the next year is Nil.

c) Maturity Profile of Defined Benefit Obligation

Weighted average duration (based on discounted cash flows) - 3 years.

Expected cash flows over the next (valued on undiscounted basis):

	(₹ in Crores)
1 year	0.21
2 to 5 years	0.05
6 to 10 years	0.16
More than 10 years	0.07

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

44. As per Ind AS 19 "Employee Benefits", the disclosures are given below. (Contd.)

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

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

The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2018-19.

The actuarial liability for compensated absences (including Sick Leave) as at the year ended 31st March 2019 is ₹ 0.30 Crores (31st March 2018 is ₹ 0.30 Crores).

(b) Defined Contribution Plan

(i) Provident fund

(ii) Superannuation fund

- Employer's contribution to Employees' State Insurance

The Company has recognised the following amounts as expense in the financial statements for the year:

(₹ in Crores)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Employer's Contribution to Provident Fund	0.19	0.20
Employer's Contribution to Superannuation Fund	0.01	0.01

45. The details of loans and advances of the Company outstanding at the end of the year, in terms of regulation 53 (F) & 34(3) read together with para A of Schedule V of SEBI (Listing Obligation and Disclosure Regulation, 2015) and as per section 186(4) of the Companies Act, 2013.

Name of the Company (Subsidiaries)	Outstanding amount		Maximum amount outstanding during the year	
	As at 31st March, 2019 (₹ in Crores)	As at 31st March, 2018 (₹ in Crores)	2018-19 (₹ in Crores)	2017-18 (₹ in Crores)
Maharashtra Eastern Grid Power Transmission Company Limited	2,438.34	2,367.90	2,538.78	3,031.16
Adani Transmission (India) Limited	1,980.22	2,084.18	2,154.96	2,374.24
Sipat Transmission Limited	5.33	3.98	5.33	3.98
Raipur–Rajnandgaon–Warora Transmission Limited	38.47	11.07	94.91	15.17
Chhattisgarh–WR Transmission Limited	17.93	4.35	23.93	4.35
Adani Transmission (Rajasthan) Limited	25.58	35.78	37.12	43.61
North Karanpura Transco Limited	9.49	22.04	24.77	22.04
Maru Transmission Services Company Limited	29.91	16.13	32.91	116.04
Aravali Transmission Service Company Limited	42.62	32.19	50.48	53.12
Hadoti Power Transmission Service Limited	12.03	3.05	12.03	9.81
Barmer Power Transmission Service Limited	14.96	12.34	14.96	18.30
Thar Power Transmission Service Limited	16.84	13.41	16.84	18.69
Western Transco Power Limited	64.62	61.74	76.24	141.50
Western Transmission (Gujarat) Limited	19.28	5.79	177.63	189.00
Fatehgarh- Bhadla Transmission Limited.	33.14	-	35.70	-
Ghatampur Transmission Limited.	96.27	-	96.27	-
Adani Electricity Mumbai Limited.	460.25	-	710.25	-
KEC Bikaner Sikar Transmission Private Limited.	8.76	-	8.76	-
OBRA-C Badaun Transmission Limited.	6.83	-	6.83	-
	5,320.87	**4,673.95**		

Notes to the Standalone Financial Statements
for the year ended 31st March, 2019

46. Financial Instruments and Risk Overview

(a) Capital Management

The Company's objectives when managing capital is to safeguard continuity and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth. The Company's overall strategy remains unchanged from previous year.

The Company sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.

The funding requirements are met through a mixture of equity, internal fund generation, borrowings. The Company's policy is to use borrowings to meet anticipated funding requirements. The Company monitors capital on the basis of the net debt to equity ratio.

(₹ in Crores)

Particulars	Refer Note	31st March, 2019	31st March, 2018
Total Borrowings (Including Current Maturities)	22 & 25	7,154.28	7,796.83
Less: Cash and bank balances	14 & 15	188.28	519.45
Less: Current Investments	12	90.10	-
Net Debt(A)		**6,875.90**	**7,277.38**
Equity Share Capital & Other Equity	19 & 21	1,750.33	2,004.14
Unsecured Perpetual Equity Instrument	20	3,408.03	1,848.63
Total Equity (B)		**5,158.36**	**3,852.77**
Gearing Ratio : (A)/(B)		**1.33**	**1.89**

No changes were made in the objectives, policies or processes for managing capital during the years ended as at 31st March, 2019 and as at 31st March, 2018.

(b) Financial Risk Management Objectives

The Company's principal financial liabilities comprise borrowings, trade and other payables, The main purpose of these financial liabilities is to finance the Company's operations/projects .The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

In the ordinary course of business, the Company is mainly exposed to risks resulting from exchange rate fluctuation (currency risk), interest rate movements (interest rate risk) collectively referred as Market Risk, Credit Risk, Liquidity Risk and other price risks such as equity price risk. The Company's senior management oversees the management of these risks. It manages its exposure to these risks through derivative financial instruments by hedging transactions. It uses derivative instruments such as Principal only Swaps, Interest rate swaps, foreign currency future options and foreign currency forward contract to manage these risks. These derivative instruments reduce the impact of both favorable and unfavorable fluctuations.

The Company's risk management activities are subject to the management, direction and control of Central Treasury Team of the Group under the framework of Risk Management Policy for Currency and Interest rate risk as approved by the Board of Directors of the Company. The Group's central treasury team ensures appropriate financial risk governance framework for the Company through appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken.

The decision of whether and when to execute derivative financial instruments along with its tenure can vary from period to period depending on market conditions and the relative costs of the instruments. The tenure is linked to the timing of the underlying exposure, with the connection between the two being regularly monitored. The Company is exposed to losses in the event of non-performance by the counterparties to the derivative contracts. All derivative contracts are executed with counterparties that, in our judgment, are creditworthy. The outstanding derivatives are reviewed periodically to ensure that there is no inappropriate concentration of outstanding to any particular counterparty.

In the ordinary course of business, the Company is exposed to Market risk, Credit risk, and Liquidity risk.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

46. Financial Instruments and Risk Overview (Contd..)

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and foreign currency risk.

1) Interest rate risk

The company is exposed to changes in market interest rates due to financing, investing and cash management activities. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates and period of borrowings. However, during the year and as at period end the Company does not have any borrowings with floating interest rates. Hence, the company is not exposed to any interest rate risk.

2) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. The Company manages its foreign currency risk by hedging transactions that are expected to realise in future. Accordingly, as at period end the Company does not have any unhedged outstanding foreign exposure and hence the Company is not exposed to any foreign currency risk as at period end.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a loss to the company. The Company has adopted the policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial losses from default, and generally does not obtain any collateral or other security on trade receivables.

The carrying amount of financial assets recorded in the financial statements represents the Company's maximum exposure to credit risk

Liquidity risk

The Company monitors its risk of shortage of funds using cash flow forecasting models. These models consider the maturity of its financial investments, committed funding and projected cash flows from operations. The Company's objective is to provide financial resources to meet its business objectives in a timely, cost effective and reliable manner and to manage its capital structure. A balance between continuity of funding and flexibility is maintained through the use of various types of borrowings.

The table below analysis derivative and non-derivative financial liabilities of the Company into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

(₹ in Crores)

As at 31st March, 2019	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings (Including current maturities)	1,977.95	1,783.71	3,392.62	7,154.28
Trade Payables	29.35	-	-	29.35
Derivative Liabilities	105.02	-	137.44	242.46
Other Financial Liabilities	221.18	-	-	221.18

(₹ in Crores)

As at 31st March, 2018	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings (Including current maturities)	1,585.51	3,025.08	3,186.24	7,796.83
Trade Payables	8.63	-	-	8.63
Derivative Liabilities	15.97	-	279.03	295.00
Other Financial Liabilities	290.01	-	-	290.01

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

47. Disclosure as per Ind AS 7 Statement of Cash Flows:

The Ind AS 7 require entities to provide disclosure of changes in their liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes (such as foreign exchange gains or losses). The Company has provided the information for current period.

Changes in liabilities arising from financing activities

(₹ in Crores)

Particulars	1st April, 2018	Cash Flows	Foreign Exchange Management	Other	31st March, 2019
Long-term Borrowings (Including Current Maturities of Long Term Debt)	6,786.18	(693.40)	199.00	13.76	6,305.54
Short term Borrowings	1,010.65	(138.45)	-	(23.46)	848.74
Unsecured perpetual Equity Instrument including Distribution on Unsecured perpetual Equity Instrument	1,848.63	1,253.69	-	305.71	3,408.03
Interest accrued but not due on borrowings	289.61	(655.66)	-	587.02	220.97
Total	**9,935.07**	**233.82**	**199.00**	**883.02**	**10,783.28**

Changes in liabilities arising from financing activities

(₹ in Crores)

Particulars	1st April, 2017	Cash Flows	Foreign Exchange Management	Other	31st March, 2018
Long-term Borrowings (Including Current Maturities of Long Term Debt)	7,157.50	(300.01)	16.25	(87.56)	6,786.18
Short term Borrowings	937.11	82.13	-	(8.59)	1,010.65
Unsecured perpetual Equity Instrument including Distribution on Unsecured perpetual Equity Instrument	-	1,799.12	-	49.51	1,848.63
Interest accrued but not due on borrowings	347.03	(878.20)	-	820.78	289.61
Total	**8,441.64**	**703.04**	**16.25**	**774.14**	**9,935.07**

48. Fair Value Measurement

The carrying value of financial instruments by categories as on 31st March, 2019:

(₹ in Crores)

Particulars	Fair Value through Other Comprehensive Income	Fair Value through Profit or Loss	Amortised Cost	Total
Financial Assets				
Investments in Subsidiaries	-	35.16	6,832.34	6,867.50
Investments in Mutual Funds	-	90.10	-	90.10
Trade Receivables	-	-	9.72	9.72
Cash and Cash Equivalents	-	-	31.22	31.22
Other Balances with Bank	-	-	157.06	157.06
Loans	-	-	5,326.10	5,326.10
Other Financial Assets	-	-	298.08	298.08
Total	**-**	**125.26**	**12,654.52**	**12,779.78**
Financial Liabilities				
Borrowings (Including current maturities)	-	-	7,154.28	7,154.28
Trade Payables	-	-	29.35	29.35
Derivatives instruments	176.33	66.13	-	242.46
Other Financial Liabilities	-	-	221.18	221.18
Total	**176.33**	**66.13**	**7,404.81**	**7,647.27**

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

48. Fair Value Measurement (Contd..)

The carrying value of financial instruments by categories as on 31st March, 2018:

(₹ in Crores)

Particulars	Fair Value through Other Comprehensive Income	Fair Value through Profit or Loss	Amortised Cost	Total
Financial Assets				
Investments in Subsidiaries	-	-	3,782.69	3,782.69
Trade Receivables	-	-	29.34	29.34
Cash and Cash Equivalents	-	-	508.42	508.42
Other Balances with Bank	-	-	11.03	11.03
Loans	-	-	4,678.57	4,678.57
Derivatives instruments	(0.07)	0.17	-	0.10
Other Financial Assets	-	-	615.18	615.18
Total	**(0.07)**	**0.17**	**9,625.23**	**9,625.34**
Financial Liabilities				
Borrowings (Including current maturities)	-	-	7,796.83	7,796.83
Trade Payables	-	-	8.63	8.63
Derivatives instruments	186.07	108.93	-	295.00
Other Financial Liabilities	-	-	290.01	290.01
Total	**186.07**	**108.93**	**8,095.47**	**8,390.47**

49. Fair Value hierarchy

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
	Level 2	Level 2
Assets		
Investments in unquoted Mutual Funds measured at FVTPL	90.10	-
Derivative Instruments	-	0.10
Total	**90.10**	**0.10**
Liabilities		
Derivative Instruments	242.46	295.00
Total	**242.46**	**295.00**

50. The company has adopted Ind AS 115 using the cumulative effect method (without practical expedients) with the effect of initially applying this standard recognised at the date of initial application i.e. 1st April, 2018. Accordingly, the comparative information i.e. information for the year ended 31st March 2018, has not been restated. The adoption of the standard did not have any material impact on the financial statements of the company. Additionally, the disclosure requirements in Ind AS 115 have not generally been applied to comparative information.

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Trade receivables (refer note 13)	9.72	29.34
Contract assets	-	-
Contract liabilities	-	-

The contract assets primarily relate to the Company's right to consideration for work completed but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Company issues an invoice to the Customer. The contract liabilities primarily relate to the advance consideration received from the customers.

Reconciliation the amount of revenue recognised in the statement of profit and loss with the contracted price:

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Revenue as per contracted price (refer note 29)	832.83	835.29
Adjustments		
Discounts	-	-
Revenue from contract with customers	**832.83**	**835.29**

Notes to the Standalone Financial Statements

for the year ended 31st March, 2019

51. Related party disclosures :

As per Ind AS 24, Disclosure of transaction with related parties are given below:

> Ultimate Holding Entity	S. B. Adani Family Trust (SBAFT)
> Subsidiary Company	Adani Transmission (India) Limited
	Maharashtra Eastern Grid Power Transmission Company Limited
	Sipat Transmission Limited
	Raipur – Rajnandgaon – Warora Transmission Limited
	Chhattisgarh – WR Transmission Limited
	Adani Transmission (Rajasthan) Limited
	North Karanpura Transco Limited
	Maru Transmission Service Company Limited
	Aravali Transmission Service Company Limited
	Hadoti Power Transmission Service Limited
	Barmer Power Transmission Service Limited.
	Thar Power Transmission Service Limited
	Western Transco Power Limited
	Western Transmission (Gujarat) Limited
	Fatehgarh-Bhadla Transmission Limited
	Ghatampur Transmission Limited (w.e.f. 19th June, 2018)
	Adani Electricity Mumbai Limited (w.e.f. 29th August, 2018)
	AEML Infrastructure Limited (w.e.f. 12th December, 2018)
	OBRA-C Badaun Transmission Limited (w.e.f. 21st December, 2018)
	KEC Bikaner Sikar Transmission Private Limited (w.e.f. 1st January, 2019)*
> Key Managerial Personnel (KMP)	Mr. Gautam S. Adani, Chairman
	Mr. Anil Sardana, Managing Director and Chief Executive Officer (w.e.f. 10th May, 2018)
	Mr. Kaushal Shah, Chief Financial Officer
	Mr. Jaladhi Shukla, Company Secretary
	Mr. Laxmi Narayana Mishra, Whole-time Director (Resigned w.e.f 2nd May, 2018)
	Mr. K. Jairaj - Non Executive Director
	Dr. Ravindra H. Dholakia - Non Executive Director
	Ms. Meera Shankar - Non Executive Director
>Entities under Common Control with whom there are transactions during the year	Adani Enterprises Limited
	Adani Estate Private Limited
	Adani Infra (India) Limited
	Adani Infrastructure Management Service Limited
	Adani Institute of Infrastructure Management
	Adani Power (Mundra) Limited
	Adani Township & Real Estate Company Private Limited
	Adani Wilmar Limited
	Belvedere Golf and Country Club Private Limited

Note:

The names of the related parties and nature of the relationships where control exists are disclosed irrespective of whether or not there have been transactions between the related parties. For others, the names and the nature of relationships is disclosed only when the transactions are entered into by the Company with the related parties during the existence of the related party relationship.

* The shares of KEC Bikaner Sikar Transmission Private Limited have actually got transferred to Adani Transmission Limited w.e.f. 8th February, 2019 although the control is taken over by Adani Transmission Limited on 1st January, 2019.

Notes to the Standalone Financial Statements
for the year ended 31st March, 2019

51. Related party disclosures : (Contd..)

(A) Transactions with Related Parties

(₹ in Crores)

Particulars	With Subsidiaries		With Other Parties		With Key Managerial Personnel	
For the year ended	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Services Provided	-	19.05	-	0.32	-	-
Sale of Goods	-	0.15	-	109.77	-	-
Purchase of Goods	-	-	827.15	677.36	-	-
Interest Income (Refer Note: 1)	662.14	677.76	-	-	-	-
Interest expenses	0.86	-	14.11	32.68	-	-
Interest on Fair Value of CCPS	0.61	0.15	-	-	-	-
Distribution on Unsecured Perpetual Equity Instrument (Refer Note: 2)	-	-	305.71	49.51	-	-
Reimbursement of the expenses	-	-	22.25	0.01	-	-
Recovery of Expenses	43.69	-	-	-	-	-
Business promotion expenses	-	-	-	0.00	-	-
Loan Given (Refer Note: 3)	4,216.39	841.96	-	-	-	-
Loan received back (Refer Note: 3)	3,569.46	1,801.79	-	-	-	-
Compulsorily Convertible Debentures issued	-	639.63	-	-	-	-
Unsecured Perpetual Equity Instrument (Refer Note: 4)	-	-	1,559.40	1,848.63	-	-
Loan taken	-	-	444.10	778.73	-	-
Loan repaid	-	-	727.55	636.60	-	-
Subscription of Investment	22.50	184.36	-	-	-	-
Share Application Money	-	4.00	-	-	-	-
Investment in Perpetual Equity Instrument (Refer Note: 5)	257.23	-	-	-	-	-
Compensation of Key Managerial Personnel:						
a) Short-term benefits	-	-	-	-	0.67	1.05
b) Post-employment benefits					0.07	0.10
Directors Sitting Fees	-	-	-	-	0.18	0.09
Redemption of Optionally Convertible Redeemable Preference Shares	1,090.63	801.25	-	-	-	-
Bank Guarantee Given (Refer Note: 6)	189.56	-	-	-	-	-
Buy Back of Non Convertible Debenture (NCD)	118.40	-	-	-	-	-
Employee Balance transfer	0.44	0.29	0.26	0.04	-	-

All above transactions are in the normal course of business and are made on terms equivalent to those that prevail arm's length transactions.

Notes:

1 Interest on Loan given to Subsidiary Companies.

2 Accrued on Perpetual Equity infused by Entity under common control.

3 Financial support to Subsidiary companies primarily for Green field growth.

4 Long term equity support by way of Perpetual Instruments from entities under Common control.

5 Long term Financial support by way of Perpetual Equity Instruments to Subsidiary company.

6 Bank guarantee given by the company on behalf of Subsidiary companies which were taken over to carry out the business awarded under tariff-based competitive bidding towards performance of work awarded.

Notes to the Standalone Financial Statements
for the year ended 31st March, 2019

51. Related party disclosures : (Contd..)

(B) Balances with Related Parties

(₹ in Crores)

Particulars	With Subsidiaries		With Other Parties		With Key Managerial Personnel	
As at	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Loans Payable	-	-	35.79	319.24	-	-
Loans Receivable	5,320.87	4,673.95	-	-	-	-
Interest Accrued but Not Due	-	-	2.41	25.39	-	-
Interest Receivable	296.36	511.95	-	-	-	-
Account Payable	0.05	3.58	24.03	-	-	-
Accounts Receivable	0.01	27.68	0.30	0.42	-	-
Compulsorily Convertible Debentures	639.63	639.63	-	-	-	-
Share Application pending allotment	-	4.00	-	-	-	-
Bank Guarantee	232.26	-	-	-	-	-
Unsecured Perpetual Equity Instrument (includes accrued distribution)	-	-	3,408.03	1,848.63	-	-

(Transactions below ₹ 50,000 denoted as ₹ 0.00 Crs.)

52. Other Disclosures

(i) Previous year figures are regrouped / reclassified wherever necessary to correspond with the current years classification / disclosure.

(ii) The Financial Statements for the year ended 31st March, 2019 have been reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on 28th May, 2019.

See accompanying notes forming part of the financial Statements
As per our attached report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration Number : 117366W/W-100018

GAURAV J. SHAH
Partner
(Membership No. 35701)

Place: Ahmedabad
Date: 28th May, 2019

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

KAUSHAL SHAH
Chief Financial Officer

JALADHI SHUKLA
Company Secretary

Place: Ahmedabad
Date: 28th May, 2019

Independent Auditor's Report

To The Members of Adani Transmission Limited
Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Adani Transmission Limited ("the Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March 2019, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2019, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143 (10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	**Acquisitions — Adani Electricity Mumbai Limited** (Refer to Note 2.4(k), 61 and 62 to the consolidated financial statements) During the year, the Parent acquired 100% Equity Share Capital of Adani Electricity Mumbai Limited (formerly known as Reliance Electricity Generation and Supply Limited) (AEML), effective from 29th August, 2018. The acquisition is accounted for as a business combination (Ind AS 103) and required management to apply a number of significant and complex judgments, assumptions and estimates in the determination of the fair value of the assets and liabilities acquired, and the resulting goodwill; and for the purposes of purchase price allocation. As part of the purchase price allocation, the fair values of the assets and liabilities were determined using valuation reports from reputed valuation professionals. Fair value was determined using various valuation models, which were applied according to the assets and liabilities being measured.	**Principal audit procedure performed** Our audit procedures in relation to purchase price allocation included, inter-alia, verification of the consideration transferred by the Parent with share purchase agreement. External experts were engaged by the management, for valuation of the intangible assets and property, plant and equipment. We assessed the competence and capabilities of the experts, gained an understanding of work of the experts and assessed the suitability of the results as audit evidence for the relevant assertions. We also examined the data provided to the experts for completeness and accuracy. We examined using internal valuation experts, the calculation of the inputs used to measure the intangible assets, especially the discount rate applied, for substantive and arithmetical accuracy.

	The measurement of intangible assets – Transmission and Distribution license was based on a valuation model that requires specific information as regards future cash flows. Furthermore, the assumptions considered for developing future cash flow were made based on estimates as regards capital expenditure, power procurement plan etc. Judgments were used to measure property, plant and equipment, especially with regard to the choice of the valuation method to be used and the inputs to be considered, which depend on the use of appropriate indices, current market environment, property development regulations etc. The management of the Company used judgment to measure contingent liabilities with regards to the expected amount of the claims from legal disputes, especially ongoing antitrust cases. In this respect, the purchase price allocation for the business acquisition was a key audit matter.	We assessed using internal valuation experts, the choice of valuation methods / models used to measure property, plant and equipment in terms of their applicability and the internal valuation experts re-performed the calculations in the models and reconciled expected future cash flows underlying the measurements with inter-alia, the internal business plans. We compared the inputs and assumptions used in valuation with external data. In assessing the recognition and measurement of contingent liabilities, we examined the underlying process for the complete capture and measurement of the contingent liabilities. The management's estimate of the likelihood and amount of potential claims was assessed for the measurement of the contingent liabilities.
2	**Impairment of goodwill in Consolidated Financial Statements** (Refer to Note 3.4 to the Consolidated Financial Statements) The Group has carrying value of goodwill from past acquisitions of Adani Transmission (India) Limited (ATIL) amount of ₹ 25.74 crores and Maharashtra Eastern Grid Power Transmission Company Limited (MEGPTCL) amount of ₹ 288.16 crores and also ₹ 262.10 crores arising from the acquisition of Adani Electricity Mumbai Limited (AEML) during the year. Goodwill is assessed for impairment at each reporting date and is additionally tested annually for impairment. Recoverability of the carrying value of goodwill is predicated upon appropriate attribution of goodwill to a cash generating unit or group of cash generating units (CGU) and determination of recoverable amount of the underlying CGUs. Recoverability of the carrying values of goodwill is dependent on future cash flows of the underlying cash generating units (CGUs) and there is a risk that if these cash flows do not meet management's expectations the assets will be impaired. The cash flow forecasts and related value in use calculations include a number of significant judgements and estimates including profit growth, terminal growth rate and discount rate. Changes in the key assumptions underpinning these calculations have a significant impact on the headroom available in the impairment calculations.	**Principal audit procedure performed** Our audit procedures included a combination of testing the design, implementation and operating effectiveness in respect of management's basis for allocation of goodwill to CGUs, assessment of existence of indicators of impairment and where applicable determination of recoverable amounts to measure the impairment provision that needs to be accounted for. Our substantive testing procedures included evaluation of appropriateness of management's basis for allocation of goodwill to CGUs and determination of recoverable amounts to measure the impairment provision that needs to be accounted for. We obtained management's impairment model and tested the reasonableness of key assumptions, including revenue, profit and cash flow growth rates, terminal values and the selection of discount rates. We agreed the underlying cash flow projections and forecasts and assessed how these projections are compiled. We performed our own independent sensitivity analysis to understand the impact of reasonable changes in management's assumptions on the available headroom.

3	**Classification of lease arrangement with Vidarbha Industries Power Limited (VIPL):** (Refer to Note 2.4(q) and 42 to the Consolidated Financial Statements) AEML has entered into a long term power purchase agreement with VIPL, and the arrangement has been classified as an operating lease. The classification as operating lease was based on significant management judgement that the capacity charges payable were variable in nature	**Principal audit procedures performed:** We evaluated the design and implementation, and tested the operating effectiveness of the relevant controls over Management's assessment as to whether the power purchase agreement contains a lease. We assessed the key terms of the power purchase agreement and understood how they were applied in the management's assessment of the lease classification. We assessed the appropriateness of the management's assessment of the lease classification by: • Comparing the lease terms in the agreement with the major part of economic lives of the asset. • Assessing the basis of management assumption wherein the capacity charges payable were considered as variable in nature.
4	**Carrying value of intangible assets of AEML:** (Refer to Note 3.4 and 58 to the Consolidated Financial Statements) AEML has Intangible assets being Transmission License with indefinite life of ₹ 981.62 crores as at 31st March, 2019 arising out of Business acquisition as mentioned above. Intangible assets with indefinite life need to be tested for impairment at least on an annual basis. The determination of recoverable amount, being the higher of value-in-use and fair value less costs to dispose, requires estimations on the part of management in both identifying and then valuing the relevant Cash Generating Units (CGUs). Recoverable amounts are based on management's assumptions which are subject to judgements and the appropriate discount rate.	**Principal audit procedures performed:** We tested the design of controls over the appropriateness of management's identification of CGU's, review of intangible assets impairment analysis. We challenged the Management's analysis around the key drivers of the cash flow forecasts including the ability to achieve said cash flows. We also evaluated the appropriateness of the key assumptions including discount rate and short-term growth rate. We also involved internal valuation experts to examine/ assess the valuation model and the calculation inputs used.

Information Other than the Financial Statements and Auditor's Report Thereon

The Parent's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries, is traced from their financial statements audited by the other auditors.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate or cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

(a) We did not audit the financial statements of 16 subsidiaries, whose financial statements reflect total assets of ₹ 5,221.66 crores as at 31st March, 2019, total revenues of ₹ 354.92 crores and net cash inflows amounting to ₹ 1.96 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

(b) We did not audit the financial statements of 1 subsidiary, whose financial statements reflect total assets of ₹ 7.19 crores as at 31st March, 2019, total revenues of ₹ NIL and net cash inflows/ (outflows) amounting to ₹ 0.04 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiaries referred to in the Other Matters section above we report, to the extent applicable that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the reports of the other auditors.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Parent as on 31st March, 2019 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent and subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, there is no remuneration paid by the Parent to its directors during the year.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014,as amended in our opinion and to the best of our information and according to the explanations given to us:

i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group;

ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent and its subsidiary companies incorporated in India.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Gaurav J. Shah
Partner
(Membership No. 35701)

Place: Ahmedabad
Date: 28th May, 2019

Annexure "A" to the Independent Auditor's Report

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

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended 31st March, 2019, we have audited the internal financial controls over financial reporting of Adani Transmission Limited (hereinafter referred to as "Parent") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of Parent and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of Parent and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors of the subsidiary companies, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of Parent and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors referred to in the Other Matters paragraph below, Parent and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the criteria for internal financial control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 16 subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matter.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Gaurav J. Shah
Partner
(Membership No. 35701)

Place: Ahmedabad
Date: 28th May, 2019

Consolidated Balance Sheet

as at 31st March, 2019

(₹ in Crores)

Particulars	Notes	As at 31st March, 2019	As at 31st March, 2018
Assets			
Non-Current Assets			
Property, Plant and Equipment	5.1	22,836.64	8,970.46
Capital Work-In-Progress	5.2	694.06	2,352.79
Goodwill		590.14	320.56
Other Intangible Assets	5.1	985.22	0.22
Financial Assets			
(i) Investments	6	120.92	-
(ii) Loans	7	41.16	-
(iii) Other Financial Assets	8	1,312.09	1,124.15
Deferred Tax Assets (Net)	27.1	102.58	-
Income Tax Assets (Net)	9	36.62	19.40
Other Non-current Assets	10	274.20	2,728.21
Total Non-current Assets		**26,993.63**	**15,515.79**
Current Assets			
Inventories	11	366.18	35.34
Financial Assets			
(i) Investments	12	214.86	-
(ii) Trade Receivables	13	722.05	257.83
(iii) Cash and Cash Equivalents	14	188.25	609.09
(iv) Bank Balances other than (iii) above	15	513.31	56.40
(v) Loans	16	8.75	0.11
(vi) Other Financial Assets	17	1,685.98	761.21
Other Current Assets	18	130.29	29.69
Total Current Assets		**3,829.67**	**1,749.67**
Total Assets before Regulatory Deferral Account		**30,823.30**	**17,265.46**
Regulatory Deferral Assets Account	57	1,105.60	-
Total Assets		**31,928.90**	**17,265.46**
Equity and Liabilities			
Equity			
Equity Share Capital	19	1,099.81	1,099.81
Unsecured Perpetual Equity Instrument	20	3,408.03	1,848.63
Other Equity	21	3,535.04	3,108.05
Total Equity		**8,042.88**	**6,056.49**
Liabilities			
Non-current Liabilities			
Financial Liabilities			
(i) Borrowings	22	16,304.11	8,594.56
(ii) Trade Payables	23		
(A) Total outstanding dues of micro enterprises and small enterprises; and		-	-
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises.		21.80	-
(iii) Other Financial Liabilities	24	182.96	281.64
Other Non-current Liabilities	25	224.82	-
Provisions	26	447.07	3.55
Deferred Tax Liabilities (Net)	27.2	15.53	1.23
Total Non-current Liabilities		**17,196.29**	**8,880.98**
Current Liabilities			
Financial Liabilities			
(i) Borrowings	28	1,632.78	1,010.65
(ii) Trade Payables	29		
(A) Total outstanding dues of micro enterprises and small enterprises;		0.64	-
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,236.28	39.49
(iii) Other Financial Liabilities	30	3,211.27	1,259.14
Other Current Liabilities	31	258.46	13.29
Provisions	26	63.55	1.34
Current Tax liabilities (Net)	32	15.19	4.08
Total Current Liabilities		**6,418.17**	**2,327.99**
Total Liabilities before Regulatory Deferral Account		**23,614.46**	**11,208.97**
Regulatory Deferral Account-Liabilities	57	271.56	-
Total Equity and Liabilities		**31,928.90**	**17,265.46**

See accompanying notes forming part of the consolidated financial statements

As per our attached report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration Number : 117366W/W-100018

GAURAV J. SHAH
Partner
(Membership No. 35701)

Place: Ahmedabad
Date: 28th May, 2019

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

KAUSHAL SHAH
Chief Financial Officer

JALADHI SHUKLA
Company Secretary

Place: Ahmedabad
Date: 28th May, 2019

Consolidated Statement of Profit and Loss

for the year ended 31st March, 2019

(₹ in Crores)

Particulars	Notes	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Income			
Revenue from Operations	33	7,305.45	3,944.48
Other Income	34	255.35	110.71
Total Income		**7,560.80**	**4,055.19**
Expenses			
Cost Of Power Purchased		1,648.62	-
Cost of Fuel		642.50	-
Purchase of Stock-in-Trade	35	838.94	815.61
Employee Benefits Expense	36	586.92	42.25
Finance Costs	37	1,391.03	885.63
Depreciation and Amortisation Expense	5.1	882.15	579.41
Other Expenses	38	826.24	260.61
Total Expenses		**6,816.40**	**2,583.51**
Profit Before Movement in Regulatory Deferral Balance and Tax		**744.40**	**1,471.68**
Add: Net Movement in Regulatory Deferral Balance		95.84	-
Profit Before Tax		**840.24**	**1,471.68**
Tax Expense:			
Current Tax	39	191.87	327.51
Deferred Tax	27.1 & 27.2	203.07	494.24
Less: MAT Credit entitlement		(19.58)	-
Less : Deferred Assets for Deferred Tax Liabilities		(94.32)	(493.01)
Total Tax Expenses		**281.04**	**328.74**
Profit After Tax		**559.20**	**1,142.94**
Other Comprehensive Income			
(a) Items that will not be reclassified to Profit or Loss			
- Remeasurement of Defined Benefit Plans [Tax-₹Nil (Previous year-₹Nil)]		(1.42)	0.31
(b) Items that may be reclassified to Profit or Loss			
- Effective portion of gains and losses on designated portion of hedging instruments in a cash flow hedge [Tax-₹Nil (Previous year-₹Nil)]		9.19	(25.91)
Total Other Comprehensive Income for the year (Net of Tax)		**7.77**	**(25.60)**
Total Comprehensive Income for the year		**566.97**	**1,117.34**
Profit for the year attributable to			
Owners of the Company		**559.20**	**1,142.94**
Non-controlling interests		-	-
		559.20	**1,142.94**
Total Comprehensive Income for the year attributable to			
Owners of the Company		566.97	1,117.34
Non-controlling interests		-	-
		566.97	**1,117.34**
Earnings Per Share (EPS) (in ₹)	40		
(Face Value ₹ 10 Per Share)			
Basic & Diluted Earnings Per Share including net Movement in Regulatory Deferral Balance		2.30	9.94
Basic & Diluted Earnings Per Share excluding net Movement in Regulatory Deferral Balance		1.43	9.94
See accompanying notes forming part of the consolidated financial statements			

As per our attached report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration Number : 117366W/W-100018

GAURAV J. SHAH
Partner
(Membership No. 35701)

Place: Ahmedabad
Date: 28th May, 2019

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

KAUSHAL SHAH
Chief Financial Officer

JALADHI SHUKLA
Company Secretary

Place: Ahmedabad
Date: 28th May, 2019

Statement of Consolidated Cash flows
for the year ended 31st March, 2019

(₹ in Crores)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
A. Cash flows from operating activities		
Profit before tax	840.24	1,471.68
Adjustments for:		
Depreciation and Amortisation Expense	882.15	579.41
Amortisation of Consumer Contribution	(7.42)	-
Income from Mutual Funds	(15.56)	(12.00)
Finance Costs	1,391.03	885.63
Unclaimed liabilities / Excess provision written back	(1.01)	-
Interest Income	(179.02)	(96.83)
Provision for Doubtful debts / Advances / Deposits	12.20	-
Loss on sale of assets	15.68	-
Bad Debt Recovery	(3.09)	-
Operating Profit before working capital changes	**2,935.20**	**2,827.89**
Changes in Working Capital:		
(Increase) / Decrease in Operating Assets :		
Employee Loans, Other Financial Assets and Other Assets	(407.05)	49.40
Inventories	(127.15)	3.32
Trade Receivables	84.96	(25.40)
Regulatory Deferral Account - Assets	372.05	-
Increase / (Decrease) in Operating Liabilities :		
Trade Payables	(98.35)	12.34
Other Financial Liabilities, Other Liabilities and Provisions	22.53	(349.36)
Cash generated from operations	**2,782.19**	**2,518.19**
Tax paid (Net of Income tax Refund)	(190.81)	(319.88)
Net cash generated from operating activities (A)	**2,591.38**	**2,198.31**
B. Cash flow from investing activities		
Payment of Capital expenditure on Property, Plant and Equipment, including capital advance and Capital Work in Progress	(1,198.55)	(961.40)
Acquisition of Subsidiaries	(1,534.96)	(25.01)
Advance for Business Acquisition	-	(2,602.00)
Sale/(Purchase) of non current investment (net)	(2.92)	-
Sale/(Purchase) of current investment (net)	(175.59)	117.00
Proceeds from / (Deposits in) Bank deposits (net) (Including Margin money deposit)	(472.55)	355.27
Investment in Service Concession Arrangements	(18.59)	(109.50)
Interest Received	264.99	15.10
Net cash flows used in investing activities (B)	**(3,138.17)**	**(3,210.54)**

Statement of Consolidated Cash flows

for the year ended 31st March, 2019

(₹ in Crores)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
C. Cash flows from financing activities		
Increase in Service Line Contribution	16.45	-
Proceeds from Long-term borrowings	2,457.44	2,714.83
Repayment of Long-term borrowings	(2,113.19)	(2,045.39)
Proceeds from Short-term borrowings	7,028.35	3,262.73
Repayment of Short-term borrowings	(7,284.50)	(3,191.60)
Distribution on Unsecured Perpetual Equity Instrument	(0.31)	(0.88)
Proceeds from issue of Unsecured Perpetual Equity Instrument	1,254.00	1,800.00
Finance Cost paid	(1,320.20)	(950.51)
Net cash generated from financing activities (C)	**38.04**	**1,589.18**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**(508.75)**	**576.95**
Cash and cash equivalents at the beginning of the year	**609.09**	**13.36**
Cash and cash equivalents received on account of acquisition of subsidiaries	87.91	18.78
Cash and cash equivalents at the end of the year (Refer note 14)	**188.25**	**609.09**

Notes to Consolidated statement of Cash Flows:

1 The Consolidated Statement of Cash Flows has been prepared under the Indirect method as set out in Ind AS 7 "Statement of Cash Flows"

2 Disclosure under Para 44A as set out in Ind AS 7 on Statement of Cash Flows under Companies (Indian Accounting Standards) Rules, 2017 (as amended) is given as per note 48.

3 Previous year's figures have been regrouped wherever necessary, to conform to this year's classification.

See accompanying notes forming part of the consolidated financial statements

As per our attached report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration Number : 117366W/W-100018

GAURAV J. SHAH
Partner
(Membership No. 35701)

Place: Ahmedabad
Date: 28th May, 2019

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

KAUSHAL SHAH
Chief Financial Officer

JALADHI SHUKLA
Company Secretary

Place: Ahmedabad
Date: 28th May, 2019

Consolidated Statement of changes in equity

for the year ended 31st March, 2019

A. Equity Share Capital

Particulars	No. Shares	(₹ in Crores)
Balance as at 1st April, 2017	**1,09,98,10,083**	**1,099.81**
Issue of shares during the year	-	-
Balance as at 31st March, 2018	**1,09,98,10,083**	**1,099.81**
Issue of shares during the year	-	-
Balance as at 31st March, 2019	**1,09,98,10,083**	**1,099.81**

B. Unsecured Perpetual Equity Instrument

Particulars	(₹ in Crores)
Balance as at 1st April, 2017	**-**
i) Add: Availed during the year	1,800.00
ii) Add: Distribution on Unsecured Perpetual Equity Instrument (Net of Tax)	48.63
Balance as at 31st March, 2018	**1,848.63**
i) Add: Availed during the year	1,254.00
ii) Add: Distribution on Unsecured Perpetual Equity Instrument (Net of Tax)	305.40
Balance as at 31st March, 2019	**3,408.03**

C. Other Equity

(₹ in Crores)

Particulars	Reserves and Surplus						Item of other comprehensive income	Total
	Capital Reserve	General Reserve	Retained Earnings	Capital Redemption Reserve	Debenture Redemption Reserve	Contingency Reserve	Effective portion of cashflow Hedge	
Balance as at 1st April, 2017	15.37	1,220.60	768.58	-	-	-	(157.83)	1,846.72
Profit for the year	-	-	1,142.94	-	-	-	-	1,142.94
Add/(Less): Other comprehensive income for the year (Net of Tax)	-	-	0.31	-	-	-	(25.91)	(25.60)
(Less): Distribution on Unsecured Perpetual Equity Instrument	-	-	(49.51)	-	-	-	-	(49.51)
(Less): Transfer to Capital Redemption Reserve (CRR) on redemption of Optionally Convertible Redeemable Preference Shares	-	-	(801.25)	-	-	-	-	(801.25)
Add: Transfer from Retained Earning on redemption of Optionally Convertible Redeemable Preference Shares	-	-	-	801.25	-	-	-	801.25
Add: Capital Reserve during the year	193.50	-	-	-	-	-	-	193.50
Balance as at 31st March, 2018	**208.87**	**1,220.60**	**1,061.07**	**801.25**	**-**	**-**	**(183.74)**	**3,108.05**

Consolidated Statement of changes in equity

for the year ended 31st March, 2019

Particulars	Reserves and Surplus						Item of other comprehensive income	Total
	Capital Reserve	General Reserve	Retained Earnings	Capital Redemption Reserve	Debenture Redemption Reserve	Contingency Reserve	Effective portion of cashflow Hedge	
Profit for the year	-	-	559.20	-	-	-	-	559.20
Add/(Less): Other comprehensive income for the year (Net of Tax)	-	-	(1.42)	-	-	-	9.19	7.77
(Less): Distribution on Unsecured Perpetual Equity Instrument	-	-	(305.71)	-	-	-	-	(305.71)
(Less): Transfer to Capital Redemption Reserve (CRR) on redemption of Optionally Convertible Redeemable Preference Shares	-	-	(1,090.63)	-	-	-	-	(1,090.63)
(Less): Transfer to Contingency reserve	-	-	(37.44)	-	-	-	-	(37.44)
(Less): Transfer to Debenture Redemption Reserve	-	-	(12.87)	-	-	-	-	(12.87)
Add: Transfer from Retained Earning	-	-	-	-	12.87	37.44	-	50.31
Add: Acquired on Business Combination	-	-	-	-	-	165.73	-	165.73
Add: Transfer from Retained Earning on redemption of Optionally Convertible Redeemable Preference Shares	-	-	-	1,090.63	-	-	-	1,090.63
Balance as at 31st March, 2019	**208.87**	**1,220.60**	**172.20**	**1,891.88**	**12.87**	**203.17**	**(174.55)**	**3,535.04**

See accompanying notes forming part of the consolidated financial statements

As per our attached report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration Number : 117366W/W-100018

GAURAV J. SHAH
Partner
(Membership No. 35701)

Place: Ahmedabad
Date: 28th May, 2019

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

KAUSHAL SHAH
Chief Financial Officer

JALADHI SHUKLA
Company Secretary

Place: Ahmedabad
Date: 28th May, 2019

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

1 Corporate information

Adani Transmission Limited ("The Company") is a public limited company incorporated and domiciled in India. It's ultimate holding entity is S. B. Adani Family Trust (SBAFT), having its registered office at Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad 380 009, Gujarat, India. The Company and its twenty subsidiaries (together referred to as "the Group") is incorporated to carry on the business of establishing, commissioning, setting up, operating and maintaining electric power transmission systems and to peruse acquisition of available opportunity in power transmission systems/networks. The Group is providing transmission services in India spreading across Gujarat, Rajasthan, Maharashtra, Haryana, Chhattishgarh and Madhya Pradesh. The Group is also developing additional projects in India spreading in Rajasthan, Jharkhand, Bihar & Uttar Pradesh. The Group has entered in Generation and Distribution business in Mumbai through acquisition of Integrated Mumbai suburban Power i.e. Business Generation, Transmission and Distribution (GTD). The Group has entered in to new business opportunities through OPGW fibres on transmission lines with the ambition of expanding its telecom solutions to Telcos, Internet service providers and long distance communication operators. The commercialization of the network shall be done through leasing out spare capacities to potential communication players.

During the year, the Group has successfully won two transmission bids on Tariff Based Competitive Bidding model and has acquired one Operational transmission company.

The Group also deals as a trader in Agro commodities. The Group gets synergetic benefit of the integrated value chain of Adani group.

2 Significant accounting policies

2.1 Statement of Compliance

The financial statements of the Group have been prepared in accordance with Indian Accounting Standards (IndAS) as notified under the Companies (Indian Accounting Standards) Rules, 2017 read with section 133 of the Companies Act, 2013 ("the Act") (as amended from time to time).

2.2 Basis of Preparation

These consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

The Functional currency of the group is Indian Rupee (INR). The Consolidated financial statements are presented in INR and all values are rounded to the nearest Crores (Transactions below ₹ 50,000 denoted as ₹ 0.00), unless otherwise indicated.

2.3 Basis of consolidation

The consolidated financial statements incorporate the consolidated financial statements of the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders:
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated Statement of Profit and Loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the consolidated financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The list of Companies included in consolidation, relationship with Adani Transmission Limited and it's shareholding therein is as under: The reporting date for all the entities is 31st March, 2019.

Sr. No.	Name of Company	Country of Incorporation	Relationship	Shareholding as on 31st March, 2019	Shareholding as on 31st March, 2018
1	Adani Transmission (India) Limited (ATIL)	India	Subsidiary	100%	100%
2	Maharashtra Eastern Grid Power Transmission Co. Limited (MEGPTCL)	India	Subsidiary	100%	100%
3	Sipat Transmission Limited (STL)	India	Subsidiary	100%	100%
4	Raipur-Rajnandgaon-Warora Transmission Limited (RRWTL)	India	Subsidiary	100%	100%
5	Chhattisgarh-WR Transmission Limited (CWRTL)	India	Subsidiary	100%	100%
6	Adani Transmission (Rajasthan) Limited (ATRL)	India	Subsidiary	100%	100%
7	North Karanpura Transco Limited (NKTL)	India	Subsidiary	100%	100%
8	Maru Transmission Service Company Limited (MTSCL)	India	Subsidiary	100%	100%
9	Aravali Transmission Service Company Limited (ATSCL) (Refer note 59)	India	Subsidiary	100%	100%
10	Hadoti Power Transmission Service Limited (HPTSL)	India	Subsidiary	100%	100%
11	Barmer Power Transmission Service Limited (BPTSL)	India	Subsidiary	100%	100%
12	Thar Power Transmission Service Limited (TPTSL)	India	Subsidiary	100%	100%
13	Western Transco Power Limited (WTPL)	India	Subsidiary	100%	100%
14	Western Transmission (Gujarat) Limited (WTGL)	India	Subsidiary	100%	100%
15	Fatehgarh-Bhadla Transmission Limited (FBTL)	India	Subsidiary	100%	100%
16	Ghatampur Transmission Limited (w.e.f. 19th June, 2018)	India	Subsidiary	100%	Not Applicable
17	Adani Electricity Mumbai Limited (w.e.f. 29th August, 2018) (AEML)	India	Subsidiary	100%	Not Applicable
18	AEML Infrastructure Limited (w.e.f. 12th December, 2018)	India	Subsidiary	100%	Not Applicable
19	OBRA-C Badaun Transmission Limited (w.e.f. 21st December, 2018)	India	Subsidiary	100%	Not Applicable
20	KEC Bikaner Sikar Transmission Private Limited (w.e.f. 1st January, 2019)*	India	Subsidiary	100%	Not Applicable

Note: * The shares of KEC Bikaner Sikar Transmission Private Limited have actually got transferred to Adani Transmission Limited w.e.f. 8th February, 2019 although the control is taken over by Adani Transmission Limited on 1st January, 2019.

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

2.4 Summary of significant accounting policies

(a) Property, plant and equipment

Land and building held for use in the production or for administrative purposes are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Free hold land is not depreciated.

Property, plant and equipment are stated at original cost grossed up with the amount of tax / duty benefits availed, less accumulated depreciation and accumulated impairment losses, if any. Properties in the course of construction are carried at cost, less any recognised impairment losses. All costs, including borrowing costs incurred up to the date the asset is ready for its intended use, is capitalised alongwith respective asset. Capital work-in-progress is stated at cost, net of accumulated impairment loss, if any.

Fixtures equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised based on the cost of assets (other than land) less their residual values over their useful lives.

Depreciation in respect of assets related to electricity generation, transmission and distribution business covered under Part B of Schedule II of the Companies Act, 2013, has been provided on the straight line method at the rates using the methodology as notified by the respective regulators.

In respect of assets other than (Dahanu Thermal Power Station-DTPS) which have been accounted at fair value, considering life as specified in MYT regulations, depreciation is provided on Straight Line Method (considering a salvage value of 5%) over their balance useful life. In respect of DTPS based on technical evaluation, the balance useful life has been determined as 15 years.

In respect of assets other than above, depreciation on fixed assets is calculated on straight-line method (SLM) basis using the rates arrived on the basis on useful life as specified in Schedule II of the Companies Act, 2013. The estimated Useful lives, residual value and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Decapitalisation

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Estimated useful lives of assets are as follows:-

Type of Assets	Useful lives
Building	25-60 Years
Plant and Equipment	3-35 Years
Furniture and Fixtures	10-15 Years
Office Equipment	5-15 Years
Computer Equipment	3-6 Years
Vehicles	8-10 Years
Distribution Line / Transmission Cable	35 Years
Plant and Equipment, Building at DTPS	15 Years

(b) Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal.

In respect of Intangible Asset ("Assets") pertaining to Mumbai Generation, Transmission and Distribution business during the year with effect from 29th August, 2018, the Group has accounted for such Assets at their respective fair values based on the valuation done by professional valuation firm.

Derecognition of Intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognised in statement of profit and loss when the asset is derecognised.

Estimated useful lives of the intangible assets are as follows:

Type of Assets	Useful lives
Transmission License	Indefinite
Computer Software	3-5 years

(c) Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment losses (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash- generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

(d) Current versus Non-Current Classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle; or
- Held primarily for the purpose of trading; or
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle; or
- It is held primarily for the purpose of trading; or
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

(e) Cash & Cash Equivalents

Cash comprises cash on hand and demand deposit with banks (with an original maturity of three months or less from the date of creation). Cash equivalents are short-term balances that are readily convertible into known amounts of

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

cash and which are subject to insignificant risk of changes in value.

(f) Statement of Cash Flows

Cash flows are reported using the indirect method, where by profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

(g) Financial Instruments

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

(A) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

(i) Classification of financial assets

a) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using the effective interest rate method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. On initial recognition, the Group makes an irrevocable election on an instrument-by-instrument basis to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments, other than equity investment which are held for trading. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

c) Financial assets at fair value through profit & loss (FVTPL)

Investments in equity instruments are classified as at FVTPL, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.Other financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in the Statement of Profit and Loss.

ii) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial assets and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and transaction costs and other premiums or discounts) through the expected life of the financial assets, or where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest is recognised on an effective interest basis for debt instruments other than those financial assets classified as at Fair Value through Profit and Loss (FVTPL). Interest income is recognised in profit or loss and is included in the "Other income" line item.

iii) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- the right to receive cash flows from the asset have expired, or

- the Group has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its right to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

iv) Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables and other contractual rights to receive cash or other financial asset.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. The Group estimates cash flows by considering all contractual terms of the financial instrument through the expected life of that financial instrument.

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on financial instruments has not increased significantly since initial recognition, the Group measures the loss

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that will results if default occurs within the 12 months after the reporting date and this, are not cash shortfalls that are predicted over the next 12 months.

If the Group measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Group again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Group uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable recognition and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are expedient as permitted under Ind AS 109, this expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward looking information.

v) Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in Statement of Profit and Loss.

(B) Financial liabilities and equity instruments

i) Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

ii) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

iii) Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

iv) Financial liabilities at FVTPL

A financial liability may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability whose performance is evaluated on a fair value basis, in accordance with the Group's documented risk management;

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

recognised in profit or loss incorporates any interest paid on the financial liability.

Fair values are determined in the manner described in note 45.

v) Financial liabilities at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Trade and other payables are recognised at the transaction cost, which is its fair value, and subsequently measured at amortised cost.

vi) Foreign exchange gains and losses

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL or amortisation cost, the foreign exchange component forms part of the fair value gains or losses and is recognised in the Statement of Profit and Loss.

vii) Derecognition of Financial Liability

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of Profit and Loss.

(C) Reclassification of financial assets and liabilities

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

(D) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention

Notes to the Consolidated Financial Statements
for the year ended 31st March, 2019

to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(h) Derivative financial instruments

The Group enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts, interest rate swaps and cross currency swaps. Further details of derivatives financial instruments are disclosed in note 43.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in Statement of Profit and Loss immediately.

(i) Hedge Accounting

The Group designates certain hedging instruments, which includes derivatives and non-derivatives in respect of foreign currency risk, as cash flow hedges.

At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair value or cash flows of the hedged item attributable to the hedged risk.

Cash flow hedges

The Group designates derivative contracts or non derivative financial assets / liabilities as hedging instruments to mitigate the risk of movement in interest rates and foreign exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognised asset or liability or forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in the cash flow hedging reserve being part of other comprehensive income. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction.

(j) Inventories

Inventories are stated at the lower of weighted average cost or net realisable value. Costs include all non-refundable duties and all charges incurred in bringing the goods to their present location and condition. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Unserviceable/damaged stores and spares are identified and written down based on technical evaluation.

(k) Business combinations and Goodwill

Acquisitions of business are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange of control of the acquiree. Acquisition related costs are recognised in the Statement of Profit and Loss as incurred.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

(l) Foreign currencies

In preparing the financial statements of the Group, transactions in currencies other than the entity's functional currency are recognised at the rate of exchange prevailing on the date of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise except for:(i) exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings; and(ii) exchange differences on transactions entered into in order to hedge certain foreign currency risks (see note 49).

(m) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the financial asset or settle the financial liability takes place either:(i) In the principal market for the asset or liability; or(ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. Fair value measurement and / or disclosure purposes in these financial statements is determined on such a basis, except for measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.(i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;(ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;(iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(n) Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

i) Income from Transmission of Power:

- Revenue are recognised immediately when the service is provided. The Group collects the tax on behalf of the government and therefore, these are not economic benefits flowing to the Group. Hence they are excluded from revenue.
- Transmission income is accounted for based on tariff orders notified by respective regulatory authorities.
- The transmission system incentive / disincentive is accounted for based on certification of availability by respective Regional Power Committee.
- Delayed payment charges, interest on delayed payment for Transmission charges and carrying cost are recognised on accrual basis.
- Service concession arrangements (SCA): With respect to SCA, revenue and costs are allocated between those relating to

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

construction services and those relating to operation and maintenance services, and are accounted for separately. Consideration received or receivable is allocated by reference to the relative fair value of services delivered when the amounts are separately identifiable. The infrastructure used in a concession are classified as an intangible asset or a financial asset, depending on the nature of the payment entitlements established in the SCA.

When the amount of consideration under the arrangement for the provision of public services is substantially fixed by a contract, the Group recognizes the consideration for construction services at its fair value as a financial asset and is classified as "financial asset under service concession arrangements". When the demand risk is with Group, then, to the extent that the Group has a right to charge the user of infrastructure facility, the Group recognizes the consideration for construction services at its fair value, as an intangible asset. The Group accounts for such intangible asset in accordance with the provisions of Ind AS 38. When the amount of consideration under the arrangement comprises -

- fixed charges based on Annual Capacity and
- variable charges based on Actual utilisation of capacity

then, the Group recognizes the consideration for construction services at its fair value, as the "financial asset under service concession arrangement" to the extent present value of fixed payment to be received discounted at incremental borrowing rate and the residual portion is recognized as an intangible asset.

- Infrastructure is under project phase, the treatment of income is as follows:
  Revenues relating to construction contracts which are entered into with government authorities for the construction of the infrastructure necessary for the provision of services are measured at the fair value of the consideration received or receivable. Revenue from service concession arrangements is recognised based on the fair value of construction work performed at the reporting date.

- Infrastructure is in operation, the treatment of income is as follows:
  Finance income over financial asset after consideration of fixed transmission charges is recognized using effective interest method. Variable transmission charges revenue is recognized in the period when the service is provided. Revenues relating to construction contracts which are entered into with government authorities for the construction of the infrastructure necessary for the provision of services are measured at the fair value of the consideration received or receivable. Revenue from service concession arrangements is recognised based on the fair value of construction work performed at the reporting date.

(ii) Sale of Power - Distribution

Revenue from sale of power is recognised net of cash discount over time for each unit of electricity delivered at the pre determined rate.

(iii) Interest on Overdue Receivables / Delay Payment Charges on Distribution Income

Consumers are billed on a monthly/quarterly basis and are given average credit period of 15 to 30 days for payment. No delayed payment charges ('DPC') / interest on arrears ('IOA') is charged for the initial 15-30 days from the date of receipt of invoice by customers. Thereafter, DPC / IOA is charged / accured at the rate prescribed in the tariff order/ Transmission service agreement on the outstanding amount.

(iv) Rendering of Services

Revenue from a contract to provide services is recognized over time based on output method where direct measurements of value to the customer based on survey's of performance completed to date. Revenue is recognised net of cash discount at a point in time at the contracted rate.

(v) Amortisation of Service Line Contribution

Contributions by consumers towards items of property, plant and equipment, which require an obligation to provide electricity connectivity to the consumers, are recognised as a credit to deferred revenue. Such revenue is recognised over the useful life of the property, plant and equipment.

Notes to the Consolidated Financial Statements
for the year ended 31st March, 2019

(vi) Sale of Goods:
Revenue from sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the amount of revenue can be measured reliably; and
- it is probable that the economic benefits associated with the transaction will flow to the Group.

(vii) Dividend and Interest income:
Dividend income from investments is recognised when the shareholder's right to receive payment has been established provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and amount of the income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate the exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(o) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

(p) Employee benefits

i) Defined benefit plans:
The Group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees through Group Gratuity Scheme of Life Insurance Corporation of India. The Group accounts for the liability for the gratuity benefits payable in future based on an independent actuarial valuation carried out using Projected Unit Credit Method considering discounting rate relevant to Government Securities at the Balance Sheet Date.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods. Past service costs are recognised in the statement of profit and loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring costs
- Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:
- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non routine settlements; and
- Net interest expense or income.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds. The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Defined benefit costs in the nature of current and past service cost and net interest expense or income are recognized in the statement of profit and loss in the period in which they occur. Actuarial gains and losses on remeasurement is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur and is reflected immediately in retained earnings and not reclassified to profit or loss. Past service cost is recognised in the Statement of Profit and Loss in the period of a plan amendment.

ii) Defined contribution plan:
Retirement Benefits in the form of Provident Fund and Family Pension Fund which are defined contribution schemes are charged to the statement of profit and loss for the period in which the contributions to the respective funds accrue.

iii) Compensated Absences:
Provision for Compensated Absences and its classifications between current and non-current liabilities are based on independent actuarial valuation. The actuarial valuation is done as per the projected unit credit method as at the reporting date.

iv) Short-term and other long-term employee benefits
A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

(q) Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

As a Lessor
Rental income from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Group's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

As a Lessee
Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

(r) Taxation

Tax on Income comprises current tax and deferred tax. These are recognised in Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

i) Current tax
Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

enacted, at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations for which applicable tax regulations are subject to interpretation and revises the provisions where appropriate.

ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax includes Minimun Alternative Tax (MAT) paid in accordance with the tax laws in india.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

CERC/ MERC tariff norms provide the recovery of Income Tax from the beneficiaries by way of grossing up the return on equity based on effective for the financial year shall be based on the actual tax paid during the year on the transmission income. Accordingly, deferred tax liability provided during the period which is fully recoverable from beneficiaries and known as "deferred assets for deferred tax liabilities". The same will be recovered when the related deferred tax liability forms a part of current tax.

(s) Earnings per share

Basic earnings per equity share is computed by dividing the net profit/(loss) attributable to the equity share holders of the company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per equity share are computed by adjusting the figures used in the determination of basic EPS to take into account:

- After tax effect of interest and other financing costs associated with dilutive potential equity shares.
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(t) Provisions, Contingent Liabilities and Contingent Assets.

i) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Notes to the Consolidated Financial Statements
for the year ended 31st March, 2019

ii) Contingent liability

A possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise are disclosed as contingent liability and not provided for. Such liability is not disclosed if the possibility of outflow of resources is remote.

iii) Contingent assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

Contingent assets are not recognised but disclosed only when an inflow of economic benefit is probable.

(u) Regulatory Deferral Account

With respect to Distribution business, the group determines revenue gaps (i.e. surplus/shortfall in actual returns over returns entitled) in respect of its regulated operations in accordance with the provisions of Ind AS 114 "Regulatory Deferral Accounts" read with the Guidance Note on Rate Regulated Activities issued by ICAI and based on the principles laid down under the relevant Tariff Regulations/Tariff Orders notified by the Electricity Regulator and the actual or expected actions of the regulator under the applicable regulatory framework. Appropriate adjustments in respect of such revenue gaps are made in the regulatory deferral account of the respective year for the amounts which are reasonably determinable and no significant uncertainty exists in such determination. These adjustments/accruals representing revenue gaps are carried forward as Regulatory deferral accounts debit/credit balances (Regulatory Assets/ Regulatory Liabilities) as the case may be in the financial statements, which would be recovered/ refunded through future billing based on future tariff determination by the regulator in accordance with the electricity regulations.

The Group presents separate line items in the balance sheet for:

i. the total of all regulatory deferral account debit balances; and

ii. the total of all regulatory deferral account credit balances.

A separate line item is presented in the Statement of Profit and Loss for the net movement in regulatory deferral account. Regulatory assets/ liabilities on deferred tax expense/income is presented separately in the tax expense line item

3 Significant accounting judgements, estimates and assumptions

Critical accounting judgements and key sources of estimation uncertainty

The application of the group accounting policies as described in Note 2, in the preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant.

The estimates and underlying assumptions are reviewed on an ongoing basis and any revisions thereto are recognized in the period in which they are revised or in the period of revision and future periods if the revision affects both the current and future periods. Actual results may differ from these estimates which could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

3.1 Property, plant and equipment (PPE):

i) Depreciation rates, depreciation method and residual value of property, plant and equipment[1]

Depreciation is recognised based on the cost of assets (other than land) less their residual values over their useful lives.

i) Depreciation in respect of assets related to electricity transmission business covered under Part B of Schedule II of the Companies Act, 2013, has been provided on the straight line method at the rates using the methodology as notified by the respective regulators.

ii) In respect of other, depreciation on fixed assets is calculated on straight-line method (SLM) basis using the rates arrived on the basis on useful life as specified in Schedule II of the Companies Act, 2013.The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

ii) **Impairment of property plant and equipment[2]**
At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

3.2 Taxation:

i) **Current tax[1]**

The Group has treated certain expenditure as being deductible for tax purposes. However, the tax legislation in relation to this expenditure is not clear and the Group has applied their judgement and interpretation for the purpose taking their tax position.

ii) **Deferred tax assets[2]**

Deferred tax assets are recognised for unused tax losses / credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Regulators tariff norms provide the recovery of Income Tax from the beneficiaries by way of grossing up the return on equity based on effective tax rate for the financial year shall be based on the actual tax paid during the year on the transmission income. Accordingly, deferred tax liability provided during the year which is fully recoverable from beneficiaries and known as "deferred assets for deferred tax liabilities". The same will be recovered when the related deferred tax liability forms a part of current tax.

3.3 Fair value of Assets and labilities acquired on business combination are considered at fair value. (Refer Note 62)

3.4 Goodwill and other intangible assets with indefinite life are tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash generating unit is less than its carrying amount based on a number of factors including operating results, business plans, future cash flows and economic conditions. The recoverable amount of cash generating units is determined based on higher of value-in-use and fair value less cost to sell. The goodwill impairment test is performed at the level of the cash-generating unit or groups of cash-generating units which are benefitting from the synergies of the acquisition and which represents the lowest level at which goodwill is monitored for internal management purposes.

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments. (Refer Note 2.4 (k))

3.5 Judgment to estimate the amount of provision required or to determine required disclosure related to litigation and claim against the Group (Refer Note 41)

3.6 Estimates used for impairment of transmission license. (Refer Note 58)

3.7 Fair value measurement of financial instruments[2]
In estimating the fair value of financial assets and financial liabilities, the Group uses market observable data to the extent available. Where such Level 1 inputs are not available, the Group establishes appropriate valuation techniques and inputs to the model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Note 45.

3.8 Employee benefit plans:

Defined benefit plans and other long-term employee benefits[2]
The present value of obligations under defined benefit plan and other long term employment benefits is determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual development in the future. These include the

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

determination of the discount rate, future salary escalations, attrition rate and mortality rates etc. Due to the complexities involved in the valuation and its long term nature, these obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Information about the various estimates and assumptions made in determining the present value of defined benefit obligations are disclosed in Note 54.

[1] Critical accounting judgments
[2] Key sources of estimation uncertainties

4.1 Standards issued but not effective

The Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules has notified the following new and amendments to existing standards. These amendments are effective for annual periods beginning from 1st April, 2019. The Company will adopt these new standards and amendments to existing standards once it become effective & are applicable to it.

Ind AS 116 – Leases

Ind AS 116 'Leases' replaces existing lease accounting guidance i.e. Ind AS 17 Leases. It sets out principles for the recognition, measurement, presentation and disclosure of leases and requires lessee to account for all leases, except short-term leases and leases for low-value items, under a single on-balance sheet lease accounting model. A lessee recognizes a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The accounting from Lessor perspective largely remain unchanged from the existing standard – i.e. lessor will continue to classify the leases as finance or operating leases.

Based on the preliminary assessment and current conditions, the Company does not expect any significant impacts on transition to Ind AS 116. The quantitative impacts would be finalized based on a detailed assessment which has been initiated to identify the key impacts along with evaluation of appropriate transition options.

Amendments to existing Ind AS:

The MCA has carried amendments to the following existing standards which will be effective from 1st April, 2019. The Company is not expecting any significant impact in the financial statements from these amendments. The quantitative impacts would be finalized based on a detailed assessment which has been initiated to identify the key impacts along with evaluation of appropriate transition options.

Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact of the amendment on its financial statements.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair

Notes to the Consolidated Financial Statements
for the year ended 31st March, 2019

value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. The company does not currently have any such long-term interests in associates and joint ventures.

Ind AS 103 – Business Combinations and Ind AS 111 - Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Company will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

4.2 Change in accounting policies and disclosures

Ind AS 115 Revenue from Contracts with Customers

Ind AS 115 was issued on 28th March, 2018 and supersedes Ind AS 11 Construction Contracts and Ind AS 18 Revenue and it applies, with limited exceptions, to all revenue arising from contracts with its customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. In addition, the standard requires extensive disclosures.

The application of Ind AS 115 did not have any significant impact on recognition and measurement of revenue and related items in the financial statement.

Notes to the Consolidated Financial Statements
for the year ended 31st March, 2019

5. Property, Plant and Equipment, Intangible Assets and Capital Work in Progress
5.1 Property, Plant and Equipment

(₹ in Crores)

Description of Assets	Tangible Assets												Intangible Assets		
	Land (Free hold)	Building	Plant and Equipment	Furniture and Fixtures	Office Equipment	Computer Equipment	Vehicles	Railway Slidings	Distribution System	Jetties	Electrical Installation	Total	Computer Software	Transmission License	Total
I. Gross Carrying value															
Balance as at 1st April. 2017	**91.07**	**86.91**	**10,477.96**	**1.86**	**3.38**	**0.06**	**0.24**	-	-	-	-	**10,661.48**	**0.31**	-	**0.31**
Additions	0.44	0.33	13.95	0.04	0.80	0.74	0.02	-	-	-	-	**16.32**	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Acquisitions through business combinations	-	0.44	0.14	0.02	0.17	0.11	-	-	-	-	-	**0.88**	-	-	-
Balance as at 31st March, 2018	**91.51**	**87.68**	**10,492.05**	**1.92**	**4.35**	**0.91**	**0.26**	-	-	-	-	**10,678.68**	**0.31**	-	**0.31**
Additions	2.24	52.86	2,780.00	4.29	3.17	10.17	2.52	-	275.93	-	2.07	**3,133.25**	-	-	-
Disposals	(3.11)	(0.26)	(26.12)	-	-	(0.02)	(0.24)	-	-	-	(0.01)	**(29.76)**	-	-	-
Other Adjustment	-	-	-	-	-	-	-	-	-	-	-	-	(0.64)	-	**(0.64)**
Acquisitions through business combinations	2,636.87	810.88	3,790.18	13.24	5.53	16.29	11.75	6.70	4,332.48	1.23	14.32	**11,639.47**	7.50	981.62	**989.12**
Balance as at 31st March, 2019	**2,727.51**	**951.16**	**17,036.11**	**19.45**	**13.05**	**27.35**	**14.29**	**6.70**	**4,608.41**	**1.23**	**16.38**	**25,421.64**	**7.17**	**981.62**	**988.79**
II. Accumulated depreciation															
Balance as at 1st April, 2017	-	**5.95**	**1,122.20**	**0.23**	**0.44**	**0.02**	**0.03**	-	-	-	-	**1,128.87**	**0.03**	-	**0.03**
Depreciation and Amortisation Expense	-	3.30	575.52	0.13	0.25	0.12	0.03	-	-	-	-	**579.35**	0.06	-	**0.06**
Eliminated on disposal of assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2018	-	**9.25**	**1,697.72**	**0.36**	**0.69**	**0.14**	**0.06**	-	-	-	-	**1,708.22**	**0.09**	-	**0.09**
Depreciation and Amortisation Expense	-	22.39	734.30	2.94	2.82	9.88	2.16	0.26	100.69	0.05	3.18	**878.67**	3.48	-	**3.48**
Eliminated on disposal of assets	-	-	(1.80)	-	-	(0.02)	(0.07)	-	-	-	-	**(1.89)**	-	-	-
Balance as at 31st March, 2019	-	**31.64**	**2,430.22**	**3.30**	**3.51**	**10.00**	**2.15**	**0.26**	**100.69**	**0.05**	**3.18**	**2,585.00**	**3.57**	-	**3.57**

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

5. Property, Plant and Equipment, Intangible Assets and Capital Work in Progress

5.1 Property, Plant and Equipment

(₹ in Crores)

Description of Assets	Tangible Assets												Intangible Assets		
	Land (Free hold)	Building	Plant and Equipment	Furniture and Fixtures	Office Equipment	Computer Equipment	Vehicles	Railway Slidings	Distribution System	Jetties	Electrical Installation	Total	Computer Software	Transmission License	Total
Net Carrying Value :															
As at 31st March, 2018	91.51	78.43	8,794.33	1.56	3.66	0.77	0.20	-	-	-	-	8,970.46	0.22	-	0.22
As at 31st March, 2019	2,727.51	919.52	14,605.89	16.15	9.54	17.35	12.14	6.44	4,507.72	1.18	13.20	22,836.64	3.60	981.62	985.22

Notes:

(i) The above Intangible Assets are other than internally generated Intangible Assets

(ii) Transmission License was acquired as a part of the business acquisition. The license is valid for 25 years from 16th August 2011 to 15th August, 2036. The license may be further extended at minimal cost, considering similar extensions have happened in the past. Based on an analysis of all of the relevant factors, the license is considered by the company as having an indefinite useful life, as there is no foreseeable limit to the period over which the transmission business related assets are expected to generate net cash inflows for the company.

For charge created on aforesaid assets, refer note 22.

5.2 Capital Work-In-Progress

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Opening balance	**2,352.79**	**1,342.64**
Expenditure incurred during the year	895.82	836.75
Employee benefit expenses	44.26	3.47
Borrowing cost	159.05	111.22
Other expenses	64.73	74.59
Addition due to acquisitions through business combinations	310.66	-
Less: Capitalized during the year	(3,133.25)	(15.88)
Closing Balance	**694.06**	**2,352.79**

For charge created on aforesaid assets, refer note 22.

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

6 Investments

(₹ in Crores)

Particulars	Face Value	As at 31st March, 2019	As at 31st March, 2018
Non-Current Investments			
Investment in Government or Trust Securities at amortised cost			
Contigency Reserve Investment (Quoted)			
8.12% Central Government of India-2020 (C.Y. 75,00,000 Units, P.Y. Nil)	100	76.89	-
8.27% Central Government of India-2020 (C.Y. 15,00,000 Units, P.Y. Nil)	100	15.39	-
7.68% Central Government of India-2023 (C.Y. 15,00,000 Units, P.Y. Nil)	100	15.34	-
7.68% Central Government of India-2023 (C.Y. 13,00,000 Units, P.Y. Nil)	100	13.30	-
	Total	**120.92**	**-**
Aggregate book value of Quoted Investments		120.92	
Aggregate market value of Quoted Investments		120.92	

7 Loans- At Amortised Cost

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Housing loans to employee against Hypothecation of the property	35.79	-
(Secured, considered good)		
Loan to employees	5.37	-
(Unsecured, considered good)		
Total	**41.16**	**-**

8 Non-current Financial Assets- Others

(Unsecured, considered good)

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Fixed Deposits with maturity over 12 months (Margin money with banks for guarantees issued)	16.64	-
Financial Asset Under Service Concession Arrangement (SCA)	1,262.52	1,122.03
Balance with Government Authorities	6.95	-
Regulatory Assets other than Distribution	4.78	-
Security deposit - Considered Good	21.20	2.11
Security deposit -Considered doubtful	1.05	-
Balances held as Margin Money or security against borrowings	-	0.01
Total	**1,313.14**	**1,124.15**
Less : Provision For Doubtful Deposits	(1.05)	-
Total	**1,312.09**	**1,124.15**

9 Income Tax Assets (Net)

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advance Income Tax (Net of Provision ₹ 357.50 Crores, 31st March, 2018 - ₹ 6.02 Crores)	36.62	19.40
Total	**36.62**	**19.40**

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

10 Other Non Current Assets

(Unsecured, considered good)

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Capital advances	210.80	81.99
Advances for acquisition	-	2,602.00
Prepaid Lease Rent and Prepaid Expenses	63.40	44.22
Total	**274.20**	**2,728.21**

11 Inventories

(At lower of Cost and Net Realisable Value)

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Fuel	178.30	-
Fuel -in Transit	50.72	-
Stores & spares	137.16	35.34
Total	**366.18**	**35.34**

For charge created on aforesaid assets, Refer note 22

12 Current Financial Assets - Investments

(₹ in Crores)

Particulars	Face Value	As at 31st March, 2019	As at 31st March, 2018
Investment in Mutual Funds units at FVTPL (Unquoted)			
Contingency Reserve Investments			
1,48,706.31 Units (31st March, 2018- Nil) SBI Liquid Fund Direct Growth Plan	1000	43.55	-
93,391.310 Units (31st March, 2018 - Nil) SBI Premier Liquid Fund - Direct Growth Plan	1000	27.36	-
Other Investments			
5,28,93.26 Units (31st March, 2018 - Nil) Kotak Liquid Fund - Direct Growth Plan	1000	20.02	-
96,570.58 Units (31st March, 2018 - Nil) Axis Liquid Fund-Direct Growth Plan	1000	20.02	-
74,974.18 Units (31st March, 2018 - Nil) Edelweiss Liquid Fund - Direct Growth Plan	1000	18.02	-
28,458.90 Units (31st March, 2018 - Nil) UTI Liquid Cash Plan - Direct Growth Plan	1000	8.71	-
2,95,894.44 Units (31st March, 2018 - Nil) Yes Liquid Fund - Direct Growth Plan	1000	30.03	-
12,53,406.47 Units (31st March, 2018-Nil) ICICI Prudential Liquid Fund - Direct Growth Plan	100	34.65	-
10465.907 Units (31st March, 2018 - Nil) Reliance Liquid Fund - Direct Growth Plan	1000	4.77	-
26,405.85 Units (31st March, 2018 - Nil)- SBI Premier Liquid Fund - Direct Growth Plan	1000	7.73	-
Total		**214.86**	**-**
Aggregate book value of unquoted investments		214.86	-
Aggregate market value of unquoted investments		214.86	-

For charge created on aforesaid assets, Refer note 22

Notes to the Consolidated Financial Statements
for the year ended 31st March, 2019

13 Trade Receivables
(Unsecured)

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Considered Good	722.05	257.83
Credit Impaired	29.50	2.46
	751.55	**260.29**
Less : Provision for doubtful trade receivables	(29.50)	(2.46)
Total	**722.05**	**257.83**

For charge created on aforesaid assets, refer note 22

Age of receivables

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Within the Credit Period	494.92	246.39
1-90 days past due	141.85	-
91-182 days past due	23.24	-
More than 182 days past due	62.04	11.44
Total	**722.05**	**257.83**

Movement in the allowance for doubtful trade receivables

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balance at the beginning of the year	2.46	2.46
Add : Provision made during the year	27.04	-
Balance at the end of the year	**29.50**	**2.46**

a) The Group holds security deposit amounting to ₹ 431.87 Crores in respect of trade receivable of Distribution of power business.

b) The Group considers for impairment its receivables from customers in its Mumbai distribution business. The risk of recovery in these businesses is reduced to the extent of security deposits already collected and held as collaterals. Balance amount receivable over and above the deposit is assessed for expected credit loss allowances. However, the Group has assessed that the concentrations of risk in these balance is not material considering the high collection efficiency.

14 Cash and Cash Equivalents

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balances with banks		
In current accounts	148.04	300.50
Fixed Deposits (with original maturity for three months or less)	28.54	308.59
(Lodged against Bank guarantees and Debt service reserve account)		
Cheque / Draft on Hand	9.06	-
Cash on Hand	2.61	-
Total	**188.25**	**609.09**

For charge created on aforesaid assets, refer note 22

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

15 Bank Balance other than Cash and Cash Equivalents

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balances held as Margin Money	27.10	42.42
Fixed Deposit (with original maturity of more than 3 months)	486.21	13.98
Total	**513.31**	**56.40**

(Lodge against Bank Guarantee and Debt Service Reserve Account)
For charge created on aforesaid assets, refer note 22

16 Current Financial Assets - Loans

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Housing loans to employee against Hypothecation of the property (Secured, considered good)	4.29	-
Loans to employees (Unsecured, considered good)	4.46	0.11
Total	**8.75**	**0.11**

17 Current Financial Assets - Others

(Unsecured, Considered Good, Unless otherwise stated)

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Interest receivable	1.77	84.91
Unbilled Revenue	1,071.45	596.41
Financial Asset Under Service Concession Arrangement (SCA)	107.60	66.08
Security deposit	0.46	0.18
Derivative instruments designated in hedge accounting relationship	1.44	11.32
Other financial assets *	503.26	2.31
Total	**1,685.98**	**761.21**

* In respect of the standby charges dispute with Tata Power Company Limited (TPCL), Hon. Supreme Court vide its order dated 2nd May, 2019 has dismissed the appeals filed by RINFRA (substituted with Adani Electricity Mumbai Limited (AEML) subsequently) / TPCL against the Appellate Tribunal of Electricity ("ATE") order dated 20th December, 2006. Accordingly, the ATE order has reached finality. Based on the said ATE order and its interpretation thereof, AEML has booked a sum of ₹ 503.26 Crores (including interest) as amount recoverable from TPCL as at 31st March, 2019 which is subject to TPCL confirmation. In terms of the Share Purchase Agreement entered into by the Company, AEML and RINFRA, the amount recoverable from TPCL is payable to RINFRA on receipt of the same from TPCL.

18 Other Current Assets

(Unsecured, Considered Good)

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advance to Suppliers	86.89	9.35
Balances with Government authorities	10.41	13.11
Prepaid Lease Rent	2.61	2.35
Prepaid Expenses	17.74	4.80
Advance to Employees	12.64	0.08
Total	**130.29**	**29.69**

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

19 Equity Share Capital

(₹ in Crores)

Particulars		As at 31st March, 2019	As at 31st March, 2018
Authorised Share Capital			
1,50,00,00,000 (As at 31st March 2018-1,50,00,00,000) equity shares of ₹ 10 each		1,500.00	1,500.00
	Total	**1,500.00**	**1,500.00**
Issued, Subscribed and Fully paid-up Equity shares			
1,09,98,10,083 (As at 31st March 2018- 109,98,10,083) fully paid up equity shares of ₹ 10 each		1,099.81	1,099.81
	Total	**1,099.81**	**1,099.81**

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

Equity Shares	As at 31st March, 2019		As at 31st March, 2018	
	No. Shares	(₹ in Crores)	No. Shares	(₹ in Crores)
At the beginning of the Year	1,09,98,10,083	1,099.81	1,09,98,10,083	1,099.81
Issued during the year	-	-	-	-
Outstanding at the end of the year	**1,09,98,10,083**	**1,099.81**	**1,09,98,10,083**	**1,099.81**

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend if proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Aggregate Number of shares issued other than cash, during the period of five years immediately preceding the reporting date:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Company has issued and alloted fully paid up equity shares of ₹ 10 each, to the equity shareholders of Adani Enterprise Limited ("AEL") pursuant to the Composite Scheme of Arrangement during F.Y. 2015-16	1,09,98,10,083	1,09,98,10,083

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

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	No. Shares	% holding in the class	No. Shares	% holding in the class
Equity shares of ₹ 10 each fully paid				
Mr. Gautam S. Adani / Mr. Rajesh S. Adani (On the behalf of S.B. Adani Family Trust)	62,11,97,910	56.48%	62,11,97,910	56.48%
Adani Tradeline LLP (Formerly known as Parsa Kente Rail Infra LLP)	9,94,91,719	9.05%	9,94,91,719	9.05%
Total	**72,06,89,629**	**65.53%**	**72,06,89,629**	**65.53%**

20 Unsecured Perpetual Equity Instrument

(₹ in Crores)

Particulars		As at 31st March, 2019	As at 31st March, 2018
Opening Balance		1,848.63	-
Add: Availed during the year		1,254.00	1,800.00
Add: Distribution on Unsecured Perpetual Equity Instrument (Net of Tax)		305.40	48.63
	Closing Balance	**3,408.03**	**1,848.63**

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

During the year, the Group raised ₹ 1,254.00 Crore (PY - ₹ 1,800 Crores) through issue of Unsecured Perpetual Equity Instrument (the "Instrument") from Adani Infra (India) Limited. These Borrowing are perpetual in nature with no maturity or redemption and are callable only at the option of the Company. The distribution on these Instrument are 11.80% with a step up provision if the Instrument are not called after 10 years. The distribution on the Instrument may be deferred at the option of the Company, if during the six months preceding the relevant distribution payment date, the Company has made no payment on, or redeemed or repurchased, any Instrument ranking pari passu with, or junior to the instrument. As these Instrument are perpetual in nature and ranked senior only to the Share Capital of the Group and the Group does not have any redemption obligation, these are considered to be in the nature of equity instruments.

21 Other Equity

(₹ in Crores)

Particulars		As at 31st March, 2019	As at 31st March, 2018
a. Capital Reserve (Refer note (i) below)			
Opening Balance		208.87	15.37
Add : Addition during the year		-	193.50
Closing Balance	**Total (a)**	**208.87**	**208.87**
b. Effective portion of cashflow Hedge (Refer note (ii) below)			
Opening Balance		(183.74)	(157.83)
Effective portion of cash flow hedge for the year		9.19	(25.91)
Closing Balance	**Total (b)**	**(174.55)**	**(183.74)**
c. General Reserve (Refer note (iii) below)		1,220.60	1,220.60
	Total (c)	**1,220.60**	**1,220.60**
d. Capital Redemption Reserve (Refer note (iv) below)			
Opening Balance		801.25	-
Add : Transfer from Retained Earning on redemption of Optionally Convertible Redeemable Preference Shares		1,090.63	801.25
Closing Balance	**Total (d)**	**1,891.88**	**801.25**
e. Debenture Redemption Reserve (Refer note (v) below)			
Opening Balance		-	-
Transfer from Retained Earning		12.87	-
Closing Balance	**Total (e)**	**12.87**	**-**
f. Contingency Reserve (Refer note (vi) below)			
Opening Balance		-	-
Acquired on Business Combination		165.73	-
Addition during the year		37.44	-
Closing Balance	**Total (f)**	**203.17**	**-**
g. Surplus in the Statement of Profit and Loss (Refer note (vii) below)			
Opening Balance		1,061.07	768.58
Add : Profit for the year		559.20	1,142.94
Other comprehensive income arising from remeasurement of Defined Benefit Plans		(1.42)	0.31
Distribution on Unsecured Perpetual Equity Instrument		(305.71)	(49.51)
Transfer to Contingency reserve		(37.44)	-
Transfer to Debenture Redemption Reserve		(12.87)	-
Less : Transfer to Capital Redemption Reserve (CRR) on redemption of Optionally Convertible Redeemable Preference Shares		(1,090.63)	(801.25)
	Total (g)	**172.20**	**1,061.07**
	Total (a+b+c+d+e+f+g)	**3,535.04**	**3,108.05**

i) Capital Reserve of ₹ 11.47 Crores was created due to acquisition of 100% stake in Maru Transmission Service Company Limited and 100% stake in Aravali Transmission Service Company Limited in the financial year 2016-17. Capital reserve of ₹ 193.50 Crores have been created on issuance of Compulsory Convertible Preference Shares (CCPS) by wholly owned subsidiary companies namely Western Transco Power Limited and Western Transmission (Gujarat) Limited in the financial year 2017-18.

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

21 Other Equity (Contd..)

ii) The cash flow hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognised and accumulated under the heading of cash flow hedging reserve will be reclassified to profit or loss only when the hedged transaction affects the profit or loss, or included as a basis adjustment to the non-financial hedged item.

iii) During the financial year 2015-16, General reserve of ₹ 1,220.60 Crores was created pursuant to the demerger of transmission undertaking of Adani Enterprises Limited into the company.

iv) Capital redemption reserve of ₹ 1,090.63 Crores (F.Y. 2017-18 - ₹ 801.25 Crores) was created due to transfer on redemption of optionally convertible redeemable preference shares from retained earnings.

v) The Company has issued redeemable non-convertible debentures. Accordingly, the Companies (Share capital and Debentures) Rules, 2014 (as amended), require the company to create DRR out of profits of the company available for payment of dividend. The DRR is created over the life of debentures out of retained earnings.

vi) As per the provisions of MERC MYT Regulations read with Tariff orders passed by MERC, the Group being a Distribution and Transmission Licensee, makes an appropriation to the Contingency Reserve fund to meet with certain exigencies. Investments in Bonds issued by Government of India and Mutual Funds have been made against such reserve.

vii) Retained earnings represents the amount that can be distributed by the Company as dividends considering the requirements of the Companies' Act, 2013. No dividend are distributed during the year by the Company.

22 Non current Financial Liabilities - Borrowings

(₹ in Crores)

Particulars	Non-current		Current	
	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2019	As at 31st March, 2018
Secured				
Bonds				
9.10% INR Bonds (Masala Bond)	272.88	367.69	97.67	75.00
4.00% USD Bonds	3,392.62	3,186.24	-	-
Term Loans				
From Banks				
Rupee loan	9,310.61	781.69	1,019.24	56.52
Foreign currency loan	185.87	204.74	10.32	175.48
From Financial Institutions	1,321.26	672.20	29.02	16.27
Trade Credits & Buyers Credit				
From Banks	170.96	724.61	-	-
Non Convertible Debentures				
9.01% Non Convertible Debenture	139.08	-	12.31	-
9.25% Non Convertible Debenture	-	149.34	149.98	-
9.35% Non Convertible Debenture	363.70	362.60	-	-
9.45% Non Convertible Debenture	149.17	148.81	-	-
9.70% Non Convertible Debenture	-	-	-	499.86
9.85% Non Convertible Debenture	249.72	1,249.14	881.56	-
10.25% Non Convertible Debenture	748.24	747.50	-	-
Total	**16,304.11**	**8,594.56**	**2,200.10**	**823.13**
Amount disclosed under the head "Other current liabilities" (Refer Note 30)	-	-	(2,200.10)	(823.13)
Net amount	**16,304.11**	**8,594.56**	**-**	**-**

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

22 Non current Financial Liabilities - Borrowings (Contd..)

Security

1 The above INR Bonds (Masala Bond), USD Bonds and NCDs (Non-Convertible Debentures) are secured by way of first ranking pari passu charge in favour of the Security trustee (for the benefit of the Bond/Debenture holders):

a. mortgage of land situated at Sanand.

b. hypothecation of all the assets (movable and immovable) including current assets of the respective Companies.

c. pledge over 100% shares of Adani Transmission (India) Limited (ATIL) and Maharashtra Eastern Grid Power Transmission Company Limited (MEGPTCL), both are wholly owned subsidiaries of the Company i.e. Adani Transmission Limited

d. accounts and receivables of ATIL and MEGPTCL and also the operating cash flows, book debts, loans and advances, commissions, dividends, interest income, revenues present and future of ATIL and MEGPTCL

2 Rupee Term Loans aggregating ₹ 1,482.30 Crores (31st March, 2018 ₹ 772.96 Crores) , Foreign Currency Loans aggregating ₹ 199.00 Crores (31st March 2018: ₹ 218.70 Crores) Rupee Term Loan from Financial Institution of ₹ 1,350.28 Crores (31st March, 2018 ₹ 689.35 Crores) and Trade credits aggregating ₹ 170.96 Crores (31st March, 2018 ₹ 752.61 Crores) availed by the Group from various banks and financial institutions are secured by a pari passu charge on all present and future movable and immovable assets, receivables, project documentation, insurance contracts and rights of the respective entities.

3 Rupee Term Loans aggregating ₹ 8,715.79 Crores (Including Short term working capital loan of ₹ 389.49 Crores and current maturities of ₹ 267.10 Crores) (31st March, 2018 Nil) and short term Buyers Credit aggregating ₹ 56.88 Crores (31st March, 2018 Nil) from banks are secured by way of:-

a. First pari-passu charge by way of Mortgage of 33 immovable properties of Adani Electricity Mumbai Limited (AEML).

b. First pari-passu charge by way of hypothecation over the movable assets, both present and future, of the Adani Electricity Mumbai Limited (AEML).

c. First charge by way of assignment of all documents, permits, approvals, rights, titles, interest, benefits, claims, insurance, demands, clearances etc. pertaining to the business of the Group by way of Hypothecation Deed / Indenture of Mortgage, both present and future of the Adani Electricity Mumbai Limited (AEML).

d. First pari-passu charge on all book debts, operating cash flows, receivables (excluding Regulatory Assets and the bank accounts where such Regulatory Assets are deposited), commissions or revenues whatsoever arising both present and future of the Adani Electricity Mumbai Limited (AEML).

e. First pari-passu charge on all present and future bank accounts including the Trust and Retention accounts (excluding the Escrow bank account wherein the Regulatory Assets recovered are deposited).

f. First charge by way of assignment of transmission and distribution license of the Adani Electricity Mumbai Limited (AEML).

g. Pledge over 51% of the entire paid up share capital of Adani Electricity Mumbai Limited (AEML)

h. Negative Lien Undertaking (by way of NDU) in respect of the 90 freehold, 115 leasehold immovable properties and 2 Right of way properties, including future immovable properties.

4 Rupee Term Loans aggregating ₹ 778.99 Crores (Including short term borrowing of ₹ 78.99 Crores) (31st March, 2018 Nil) from banks are secured by way of:-

a. First ranking pari-passu charge on identified Approved Regulatory Asset / Revenue Gap as approved by Maharashtra State Electricity Regulatory Commission (MERC) for FY 2019-20 as per MYT order dated September 12, 2018 of Adani Electricity Mumbai Limited (AEML).

b. First ranking pari-passu charge on Collection accounts opened with designated Banks of Adani Electricity Mumbai Limited (AEML).

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

22 Non current Financial Liabilities - Borrowings (Contd..)

Terms of Repayment

i) INR Bonds (Masala Bonds) aggregating ₹ 375.00 Crores (31st March, 2018 ₹ 450.00 Crores) are redeemable by quarterly structured payments from financial year 2018 to financial year 2022.

ii) USD Bonds aggregating ₹ 3,457.75 Crores (31st March 2018 - ₹ 3,258.75 Crores) are redeemable by bullet payment in financial year 2026.

iii) INR NCDs (Non-Convertible Debentures) aggregating to ₹ 2,698.90 Crores, (31st March, 2018 - ₹ 3,165.00 Crores) are redeemable at different maturities from financial year 2018 to financial year 2034.

iv) Trade credits & Buyers Credit (Foreign and Inland) from bank of ₹ 170.96 Crores (31st March, 2018 ₹ 752.61 Crores) carry interest rates ranging from 3.49% to 10% p.a. and it will be converted in to Rupee term loan as per the terms.

v) Rupee term loans from Banks of ₹ 10,508.79 Crores (31st March, 2018 ₹ 772.96 Crores) and Rupee Term Loan from Financial Institution of ₹ 1,361.29 Crores (31st March, 2018 ₹ 689.35 Crores) carry interest rates ranging from 8.10% to 11.75%. The loan is repayable in structured quarterly installments starting from FY 2017-18.

vi) Foreign Currency loan (ECB Loan) from bank aggregating ₹ 199.00 Crores (31st March 2018: ₹ 218.70 Crores) carries an Interest @ 1.85% per annum. The entire FC loan is repayable in 19 quarterly installments commencing from December 2017.

vii) Foreign Currency loan (ECB Loan) from Bank aggregating to ₹ Nil (as at 31st March 2018- ₹ 165.22 Crores) carries an Interest @ Libor + 1.25% per annum. The loan is repaid in June 2018.

23 Non Current Trade Payable

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
(A) total outstanding dues of micro enterprises and small enterprises; and	-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.	21.80	-
Total	**21.80**	**-**

Refer note 29 (i)

24 Non Current Financial Liabilities - Others

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Payable on purchase of Property, Plant and Equipment	45.52	2.61
Derivative instruments designated in hedge accounting relationship	137.44	279.03
Total	**182.96**	**281.64**

25 Other Non Current Liabilities

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Deferred Revenue- Service Line Contributions from Consumers	224.82	-
Total	**224.82**	**-**

26 Provisions

(₹ in Crores)

Particulars	Non-Current		Current	
	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2019	As at 31st March, 2018
Provision for Gratuity (Refer Note 54)	115.21	1.53	29.93	0.24
Provision for Compensated Absences	331.86	2.02	33.62	1.10
Total	**447.07**	**3.55**	**63.55**	**1.34**

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

27.1 Deferred Tax Assets (net)

(₹ in Crores)

Particulars		As at 31st March, 2019	As at 31st March, 2018
Deferred Tax Assets in relation to:-			
Allowance for Doubtful Debts, Deposits and Advances		8.59	-
Provisions for employee benefits and others		186.74	-
		195.33	**-**
Deferred Tax Liabilities in relation to:-			
Timing difference between book and tax depreciation		92.75	-
		92.75	**-**
Net Deferred tax Assets	**Total**	**102.58**	**-**

27.2 Deferred Tax Liabilities (net)

(₹ in Crores)

Particulars		As at 31st March, 2019	As at 31st March, 2018
Deferred Tax Liabilities in relation to:-			
Timing difference between book and tax depreciation		767.25	639.05
Less :- MAT Credit Entitlement		(19.58)	-
Less :- Deferred Assets for deferred tax liabilities		(732.14)	(637.82)
Net Deferred Tax Liabilities	**Total**	**15.53**	**1.23**

CERC / MERC tariff norms provide the recovery of Income Tax from the beneficiaries by way of grossing up the return on equity based on effective tax rate for the financial year shall be based on the actual tax paid during the year on the transmission income. Accordingly, deferred tax liability provided during the period which is fully recoverable from beneficiaries and known as "deferred assets for deferred tax liabilities". The same will be recovered when the related deferred tax liability forms a part of current tax.

28 Current Financial Liabilities - Borrowings

(₹ in Crores)

Particulars		As at 31st March, 2019	As at 31st March, 2018
Secured Borrowing			
Working Capital Term Loan			
From Banks		627.16	-
Buyers credit			
From Banks		56.88	-
	Total (a)	**684.04**	-
Unsecured Borrowings			
From Banks		100.00	-
From Related Parties (Refer Note 44)		35.79	319.24
Commercial Papers		812.95	691.41
	Total (b)	**948.74**	**1,010.65**
	Total (a+b)	**1,632.78**	**1,010.65**

(i) For Short Term Loan, Buyers Credit and Working capital loans - Please Refer Note No 22 (3)
(ii) For Short Term Loan against Regulatory Assets - Please Refer Note No 22 (4)

Notes to the Consolidated Financial Statements
for the year ended 31st March, 2019

29 Trade Payables

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Trade Payables		
Micro and Small Enterprises	0.64	-
Other than Micro and Small Enterprises	1,236.28	39.49
Total	**1,236.92**	**39.49**

(i) The Disclosure in respect of the amounts payable to Micro and Small Enterprises have been made in the Consolidated Financial Statements based on the information received and available with the Group. The Group has not received any claim for interest from any supplier as at the balance sheet date. These facts have been relied upon by the auditors.

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) the principal amount remaining unpaid to any supplier at the end of each accounting year	0.64	-
(b) Interest due on principal amount remaining unpaid to any supplier at the end of each accounting year	0.00	-
(c) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(d) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	0.18	-
(e) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	0.18	-
(f) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	0.18	-

30 Current Financial Liabilities - Others

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Current maturities of long-term borrowings (Secured) (Refer Note 22)	2,200.10	823.13
Interest accrued but not due on borrowings	255.75	306.00
Payable on purchase of Property, Plant and Equipment	151.90	113.51
Derivative Instruments designated in hedge accounting relationship	106.80	16.50
Security Deposits from Consumers, Customers & Vendors	435.85	-
Other Payables	60.87	-
Total	**3,211.27**	**1,259.14**

31 Other Current Liabilities

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Statutory liabilities	181.46	7.94
Advance from Customers	74.39	5.35
Other Payables	2.61	-
Total	**258.46**	**13.29**

Notes to the Consolidated Financial Statements
for the year ended 31st March, 2019

32 Current Tax Liabilities

(₹ in Crores)

Particulars		As at 31st March, 2019	As at 31st March, 2018
Current Tax (Net of Advance tax ₹ 474.33 Crores (31st March, 2018 ₹ 602.21 Crores)		15.19	4.08
	Total	**15.19**	**4.08**

33 Revenue from Operations

(₹ in Crores)

Particulars		For the year ended 31st March, 2019	For the year ended 31st March, 2018
a) Income from sale of Power and Transmission Charges			
Income from sale of Power and Transmission Charges (net)		6,168.09	2,967.51
Income under Service Concession Arrangements (SCA)		155.86	160.87
	Total (a)	**6,323.95**	**3,128.38**
b) Other Operating Revenue			
Street Light Maintenance Charges		62.14	-
Cross subsidy Surcharge		58.65	-
Amortisation of Service Line Contribution		7.42	-
Others		10.94	0.32
	Total (b)	**139.15**	**0.32**
c) Sale of Traded Goods			
Sale of Traded Goods		842.35	815.78
	Total (c)	**842.35**	**815.78**
	Total (a+b+c)	**7,305.45**	**3,944.48**

34 Other Income

(₹ in Crores)

Particulars		For the year ended 31st March, 2019	For the year ended 31st March, 2018
Interest Income			
Bank		27.25	13.87
Others		151.77	82.96
Income from mutual funds		15.56	12.00
Sale of Scrap		0.19	0.11
Gain on Extinguishment of Financial Liabilities		55.39	-
Bad debt recovery		3.09	-
Unclaimed liabilities / Excess provision written back		1.01	-
Miscellaneous Income		1.09	1.77
	Total	**255.35**	**110.71**

35 Purchase of Stock - in - Trade

(₹ in Crores)

Particulars		For the year ended 31st March, 2019	For the year ended 31st March, 2018
Purchase of Stock - in - Trade		838.94	815.61
	Total	**838.94**	**815.61**

Notes to the Consolidated Financial Statements
for the year ended 31st March, 2019

36 Employee Benefits Expenses

(₹ in Crores)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Salaries, Wages and Bonus	432.20	38.48
Contribution to Provident and Other Funds (Refer Note 54)	99.44	2.63
Staff Welfare Expenses	55.28	1.14
Total	**586.92**	**42.25**

37 Finance costs

(₹ in Crores)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Interest Expenses	1,171.99	673.04
Bank Charges & Other Borrowing Costs	20.86	16.58
Security Deposits From Consumer at amortised cost	22.04	-
Loss on Derivatives Contracts & Exchange rate difference (net)	176.14	196.01
Total	**1,391.03**	**885.63**

38 Other Expenses

(₹ in Crores)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Stores and Spares	41.03	3.93
Transmission Charges	209.07	-
Construction Cost Under Service Concession Arrangements	14.20	102.08
Repairs and Maintenance - Plant and Equipment	197.41	71.25
Repairs and Maintenance -Building	8.26	0.17
Repairs and Maintenance - Others	9.80	0.70
Rent	33.41	8.34
Rates and Taxes	12.56	0.55
Legal & Professional Expenses	143.18	41.78
Travelling & Conveyance Expenses	22.46	4.22
Insurance Expenses	13.71	2.23
Foreign Exchange Fluctuation Loss	1.50	-
Corporate Social Responsibility expenses (Refer Note 55)	17.91	8.23
Security Charges	20.09	1.83
Prov- Doubtful Debts,Advances,Depoists	12.20	-
Loss on sale of assets	15.68	-
Miscellaneous Expenses	53.77	15.30
Total	**826.24**	**260.61**

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

39 Income Tax

(₹ in Crores)

Particulars		For the year ended 31st March, 2019	For the year ended 31st March, 2018
Current Tax :			
In respect of current year		191.87	327.48
In respect of Previous year		-	0.03
Deferred Tax		203.07	494.24
	Total	**394.94**	**821.75**
Accounting profit before tax		840.24	1,471.68
Income tax expense at tax rates applicable to individual entities		293.61	509.32
Tax Effect of :			
Income and Expenses not allowed under Income Tax			
i) Depreciation allowable on assets (difference between Income tax act and Companies act)		(22.40)	-
ii) Non deductible Expenses		7.31	16.20
iii) Current year Losses for which no Deferred Tax Asset is created		(91.79)	-
iv) Provisions disallowed		0.12	(0.16)
v) Adjustments in respect of current income tax of previous year		26.03	-
vi) Temporary Difference Reversing during 80IA		(0.09)	(0.63)
vii) Change in estimate relating to prior year		-	75.63
viii) MAT Credit not recognised		162.82	211.69
ix) Others (Includes Tax at different rate)		(0.25)	9.67
Gross Tax		**375.36**	**821.72**
Deferred Assets for Deferred Tax Liabilities (Refer Note 2.4 (r) (ii))		**(94.32)**	**(493.01)**
Net Tax		**281.04**	**328.71**
Tax provisions :			
Current Tax: In respect of current year		191.87	327.48
Current Tax: In respect of Previous year		-	0.03
Net (DTL) / DTA recognised during the year		203.07	494.24
Deferred Assets for Deferred Tax Liabilities (Refer Note 2.4 (r) (ii))		(94.32)	(493.01)
MAT Credit entitlement		(19.58)	-
Income tax recognised in statement of profit and loss at effective rate		**281.04**	**328.74**
Unrecognised deductible temporary differences, unused tax losses and unused tax credits			
Deductible temporary differences, unused tax losses and unused tax credits for which no deferred tax assets have been recognised are attributable to the following :			
Unused tax credits		649.57	486.75
Unused tax losses (Revenue in nature) and Unabsorbed depreciation		1,311.33	30.29
	Total	**1,960.90**	**517.04**

40 Earnings Per Share (EPS)

Particulars		For the year ended 31st March, 2019	For the year ended 31st March, 2018
Basic and Diluted EPS - From Total Operations			
Profit after tax	(₹ in Crores)	559.20	1,142.94
Less: Distribution on Unsecured perpectual Equity Instrument	(₹ in Crores)	(305.71)	(49.51)
Profit attributable to equity shareholders	(₹ in Crores)	253.49	1,093.43
Weighted average number of equity shares	No	1,09,98,10,083	1,09,98,10,083
Nominal Value of equity share	₹	10	10
Basic and Diluted EPS including regulatory deferral account balance	₹	2.30	9.94
Basic and Diluted EPS exculding regulatory deferral account balance	₹	1.43	9.94

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

41 Contingent liabilities and Commitments

(₹ in Crores)

Particulars	As at 31st March, 2019	As at 31st March, 2018
(i) Contingent liabilities :		
(a) Direct tax	1.01	1.01
(b) Vat and Entry tax	9.48	9.48
(c) Demand disputed by the Company relating to Service tax on street light maintenance, wheeling charges and cross subsidy surcharges - (Refer Note 1 below)	353.55	-
(d) Take or Pay dispute with The Tata Power Company Ltd (TPCL).(Refer Note 1 & 2 below)	323.87	-
(e) Claims raised by the Government authorities towards unearned income arising on alleged transfer of certain land parcels.(Refer Note 1 below)	127.65	-
(f) Demand towards fixed charges payable in respect of power drawn from the state pool	124.60	-
(g) Claims raised by Vidarbha Industries Power Limited (VIPL) in respect of increase in fuel cost for the financial year ended 31st March, 2019 (Refer Note 1 below)	1,381.28	-
(h) Way Leave fees claims disputed by the Company relating to rates charged (Refer Note 1 below)	20.60	-
(i) Property related disputes (Refer Note 1 below)	2.59	-
(j) Other claims against the Company not acknowledged as debts	2.12	-
(k) Shortfall in meeting Renewable Purchase Obligation for the Financial Year ended 31st March, 2017, 2018 and 2019	@	-
(l) Towards the payment of Stamp duty under Gujarat Stamp Act, 1958 pursuant to the scheme of arrangement in the nature of Demerger of transmission division of Adani Power Limited and Adani Power Maharashtra Limited into the Company. An application under Section 53(1) of Gujarat Stamp Act, 1958, inter alia, challenging the said order dated 25.7.2018 passed by the Collector and Additional Superintendent of Stamp at Gandhinagar has been filed with the Chief Controlling Revenue Authority (CCRA) and the matter is sub judice.	27.82	-
	2,374.57	**10.49**

@ Amount not determinable

1 In terms of the Share Purchase Agreement entered into by the Company, AEML with RINFRA, in the event the above matters are decided against the Company and are not recoverable from the consumers, the same would be recovered from RINFRA.

2 Pursuant to the order passed by MERC dated December 12, 2007, in case No. 7 of 2002, TPCL has claimed an amount of ₹ 323.87 Crore towards the following:

a. Difference in the energy charge for energy supplied by TPCL at 220 kV interconnection for the period March 2001 to May 2004 along with interest at 24% per annum up to December 31, 2007, and

b. Minimum off-take charges for energy for the years 1998-99 to 1999-2000 along with interest at 24% per annum up to December 31, 2007.

In an appeal filed by the Company, ATE held that the amount in the matter (a) above is payable by the Company along with interest at State Bank of India prime lending rate for short term borrowings.The matter (b) was remanded to MERC for redetermination. The Company has filed an appeal against the said order before the Supreme Court, which while admitting the appeal, has by way of interim order restrained TPC from taking any coercive action in respect of the matter stated in (a) above and TPCL has also filed an appeal against the said order.The Company has complied with the interim order directions of depositing ₹ 25.00 Crores with the Registrar of Supreme Court which has been withdrawn by TPCL and has provided a Bank Guarantee of ₹ 9.98 Crores.

3 Amounts in respect of employee related claims/disputes, consumer related litigation, regulatory matters is not ascertainable.

4 The above Contingent Liabilities to the extent pertaining to Regulated Business, which on unfavourable outcome are recoverable from consumers subject to MERC approval.

5 Future cash flows in respect of above matters are determinable only on receipt of judgements/decisions pending at various forums/authorities.

6 Bank guarantee given by the holding company on behalf of Special Purpose Vehicle (SPV) companies, which were taken over to carry out the business awarded under tariff-based bidding, towards performance of work awarded is ₹ 189.56 Crores. Against which Bank guarantee taken by the company from vendors is ₹ 122.62 Crores in various form.

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

41 Contingent liabilities and Commitments (Contd..)

(₹ in Crores)

	As at 31st March, 2019	As at 31st March, 2018
(ii) Commitments :		
Estimated amount of contracts remaining to be executed on capital account and not provided for	1,886.49	367.38
	1,886.49	**367.38**

42 Operating Lease

(i) The Group's significant leasing arrangements, other than land, are in respect of office premises,residential premises, warehouses and cash collection centers, taken on lease. The arrangements range between 11 months to 5 years generally and are usually renewable by mutual consent on mutually agreeable terms. Under these arrangements, generally refundable interest free deposits have been given. The Group has not entered into any material financial lease. Expenses of ₹ 9.04 Crore (previous year ₹ Nil) incurred under such lease have been expensed in the statement of profit and loss. Leasing arrangements with respect to land range between 20 years to 99 years generally.

The future minimum lease payments in respect of non-cancellable leases is as follow:-

(₹ in Crores)

	As at 31st March, 2019	As at 31st March, 2018
Less than 1 year	8.58	-
Between 1 to 5 years	6.56	-
More than 5 years	-	-
	15.14	**-**

(ii) The Group has a 25 year long term Power Purchase Agreement (PPA) with Vidarbha Industries Power Limited (VIPL), wherein the Company has committed to purchase the entire output generated from VIPL's generating station located at Butibori. In terms of the PPA, the Group, subject to a minimum guaranteed plant availability (determined on a yearly basis), is liable to pay (subject to MERC approval) a fixed monthly capacity charge and a variable charge towards the cost of fuel.

(iii) The Group on assessment of the above arrangement has concluded, that the payment towards fixed monthly capacity charge is contingent on plant availability which is the responsibility of VIPL, and accordingly such lease has been classified as operating lease.

(iv) During the current year a sum of ₹ 277.60 Crores have been paid under the above arrangement and accounted under Cost of Power Purchased.

43 a) The Group has taken various derivatives to hedge its foreign exposure. The outstanding position of exposure against variation in interest rates and foreign exchange rate are as under:

Nature	Purpose	As at 31st March 2019		As at 31st March 2018	
		₹ in Crores	Foreign Currency (in Million)	₹ in Crores	Foreign Currency (in Million)
(i) Principal only swaps	Hedging of foreign currency borrowings principal liability	199.00 2,212.96	EUR 25.62 USD 320.00	218.71 2085.60	EUR 27.07 USD 320.00
(ii) Forward covers	Hedging of foreign currency bond principal and foregin currency loan principal	1,452.26	USD 210.00	1,338.37	USD 205.35
	Hedging of LC, Acceptances, Creditors and firm commitments	22.14	USD 3.20	-	-
(iii) Options	a) Hedging of Interest liability on foreign currency borrowings	-	-	65.18	USD 10.00
	b) Hedging of foreign currency Borrowing, Acceptances and Firm Commitments	-	-	284.78	USD 43.69

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

b) The details of foreign currency exposures not hedged by derivative instruments are as under:

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	₹ in Crores	Foreign Currency (in Million)	₹ in Crores	Foreign Currency (in Million)
(i) Interest accrued but not due	0.57	USD 0.44	3.54	USD 0.54
	82.06	USD 11.87	1.45	USD 0.23
(ii) Import Creditors and Acceptances	0.04	GBP 0.00	0.00	GBP 0.05
	0.02	EUR 0.00	0.00	EUR 0.04
(iii) Buyer's Credit	56.88	USD 8.23	-	-

44 Related Party Disclosure

As per the Ind AS 24, disclosure of transactions with related parties, are given below:

Name of related parties & description of relationship

(A) Ultimate Holding Entity	S. B. Adani Family Trust (SBAFT)
(B) Key Management Personnel:	Mr. Gautam S. Adani, Chairman
	Mr. Anil Sardana, Managing Director and Chief Executive Officer (w.e.f. 10th May, 2018)
	Mr. Kaushal Shah, Chief Financial Officer
	Mr. Jaladhi Shukla, Company Secretary
	Mr. Laxmi Narayana Mishra, Whole-time Director (Resigned w.e.f. 2nd May, 2018)
	Mr. K. Jairaj - Non Executive Director
	Dr. Ravindra H. Dholakia - Non Executive Director
	Ms. Meera Shankar - Non Executive Director
(C) Enterprises over which (A) or (B) above have significant influence :	
	Adani Infra (India) Limited
	Adani Power (Mundra) Limited
	Adani Power Maharashtra Limited
	Adani Green Energy Limited
	Adani Green Energy (Tamilnadu) Limited
	Adani Enterprises Limited
	Adani Power Rajasthan Limited
	Adani Power Limited
	Adani Ports and SEZ Ltd
	Adani Hospitals Mundra Private Limited
	Kamuthi Solar Power Limited
	Mundra Solar PV Limited
	Udupi Power Corporation Limited
	Adani Wilmar Limited
	Adani Estates Pvt Ltd
	Karnavati Aviation Private Limited
	Adani Foundation
	Adani Finserve Private Limited
	Parampujya Solar Energy Private Limited
	Belvedere Golf and Country Club Private Limited
	Adani Township & Real Estate Company Private Limited
	Adani Transport Limited
	Adani Institute for Education and Research
	Adani Infrastructure Management Service Limited
	Adani Properties Private Limited
	Adani Institute of Infrastructure Management

Notes to the Consolidated Financial Statements
for the year ended 31st March, 2019

44 Related Party Disclosure (Contd..)

(₹ in Crores)

Nature of Transactions	With Other Parties		With Key Managerial Personnel	
For the year ended	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Interest Expenses	14.11	32.68	-	-
Distribution on Unsecured Perpetual Equity Instrument (Refer Note: 1)	305.71	49.51	-	-
Purchase of Goods	838.54	677.71	-	-
Purchase of Power	79.97	-	-	-
Purchase of Property, Plant and Equipment	0.33	2.59	-	-
Service Income	-	0.32	-	-
Corporate allocation and Reimbursement of expenses	128.08	10.71	-	-
Rent Expense	0.74	0.31	-	-
Loan Taken	444.10	778.73	-	-
Loan Repaid	727.55	636.60	-	-
Employee Transfer	4.25	3.80	-	-
Sale of Goods	-	109.77	-	-
Sale of Stores and Inventory	0.04	-	-	-
Land Purchase	-	0.06	-	-
Services Availed	7.99	-	-	-
CSR Expenditure	11.29	2.25	-	-
Director Sitting Fees	-	-	0.18	0.09
Compensation of Key Management Personnel:				
a) Short-term benefits	-	-	3.56	2.02
b) Post-employment benefits	-	-	0.27	0.13
Unsecured perpetual Equity Instrument issued (Refer Note: 2)	1,559.40	1,848.63	-	-
Business Promotion Expenses	-	0.00	-	-
O&M Agreement Charge	44.05	49.71	-	-

All above transactions are in the normal course of business and are made on terms equivalent to those that prevail at arm's length transactions.

Notes:

1 Accrued on Perpetual Equity, infused by Entity under common control

2 Long term Financial support by way of perpetual equity instruments from Entity under common control

(₹ in Crores)

Closing Balance	With Other Parties		With Key Managerial Personnel	
As at	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Balance Payable	98.51	27.64	-	-
Balance Receivable	1.92	0.58	-	-
Loan Payable	35.79	319.24	-	-
Interest accrued but not due	2.41	26.27	-	-
Unsecured Perpetual Equity Instrument (includes accrued distribution)	3,408.03	1,848.63	-	-

(Transactions below ₹ 50,000 denoted as ₹ 0.00 Crs.)

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

45 Fair Value Measurement :

a) The carrying value of financial instruments by categories as of 31st March, 2019 is as follows :

(₹ in Crores)

Particulars	Fair Value through other Comprehensive income	Fair Value through profit or loss	Amortised cost	Total
Financial Assets				
Investments in Mutual Funds	-	214.86	-	214.86
Investments in Government securities	-	-	120.92	120.92
Trade Receivables	-	-	722.05	722.05
Cash and Cash Equivalents	-	-	188.25	188.25
Bank Balances other than Cash and Cash Equivalents	-	-	513.31	513.31
Loans	-	-	49.91	49.91
Derivative Instruments	(0.70)	2.14	-	1.44
Other Financial Assets	-	-	2,996.63	2,996.63
Total	**(0.70)**	**217.00**	**4,591.07**	**4,807.37**
Financial Liabilities				
Borrowings (Including current maturities)	-	-	20,136.99	20,136.99
Derivative Instrument	176.33	67.91	-	244.24
Other Financial Liabilities	-	-	949.89	949.89
Trade Payables	-	-	1,258.72	1,258.72
Total	**176.33**	**67.91**	**22,345.60**	**22,589.84**

b) The carrying value of financial instruments by categories as of 31st March, 2018 is as follows :

(₹ in Crores)

Particulars	Fair Value through other Comprehensive income	Fair Value through profit or loss	Amortised cost	Total
Financial Assets				
Trade Receivables	-	-	257.83	257.83
Cash and Cash Equivalents	-	-	609.09	609.09
Bank Balances other than Cash and Cash Equivalents	-	-	56.40	56.40
Loans	-	-	0.11	0.11
Derivative Assets	2.20	11.43	-	13.63
Other Financial Assets	-	-	1,871.73	1,871.73
Total	**2.20**	**11.43**	**2,795.16**	**2,808.79**
Financial Liabilities				
Borrowings (Including current maturities)	-	-	10,428.34	10,428.34
Derivative Instrument	185.93	109.60	-	295.53
Other Financial Liabilities	-	-	422.12	422.12
Trade Payables	-	-	39.49	39.49
Total	**185.93**	**109.60**	**10,889.95**	**11,185.48**

46 Fair Value hierarchy :

(₹ in Crores)

Particulars	31st March, 2019 Level 1	31st March, 2019 Level 2	31st March, 2018 Level 2
Assets			
Investments	120.92	214.86	-
Derivative Assets	-	1.44	13.63
Total	**120.92**	**216.30**	**13.63**
Liabilities			
Derivative Liabilities	-	244.24	295.53
Total	**-**	**244.24**	**295.53**

Notes to the Consolidated Financial Statements
for the year ended 31st March, 2019

47 Capital Management

The Group's objectives to manage capital is to safeguard continuity and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth. The Group's overall strategy remains unchanged from previous year.

The Group sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.

The funding requirements are met through a mixture of equity, internal fund generation, borrowings. The Group's policy is to use borrowings to meet anticipated funding requirements. The Group monitors capital on the basis of the net debt to equity ratio.

No changes were made in the objectives, policies or processes for managing capital during the years ended as at 31st March, 2019 and as at 31st March, 2018.

(₹ in Crores)

Particulars	Refer Note	31st March, 2019	31st March, 2018
Total Borrowings	22,28 & 30	20,136.99	10,428.34
Less: Cash and bank balances	14 & 15	701.56	665.49
Less: Current Investments	12	214.86	-
Net Debt(A)		**19,220.57**	**9,762.85**
Equity Share Capital & Other Equity	19 & 21	4,634.85	4,207.86
Unsecured Perpetual Equity Instrument	20	3,408.03	1,848.63
Total Equity (B)		**8,042.88**	**6,056.49**
Gearing Ratio : (A)/(B)		**2.39**	**1.61**

48 Disclosure as per Ind AS 7 Statement of Cash Flows:

The amendments require entities to provide disclosure of changes in their liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The Group has provided the information for current period.

Changes in liabilities arising from financing activities

(₹ in Crores)

Particulars	1st April, 2018	Cash Flows	Foreign Exchange Management	Acquisition	Other	31st March, 2019
Long-term Borrowings (Including Current Maturities of Long Term Debt)	9,417.69	344.25	187.75	8,536.98	17.54	18,504.21
Short term Borrowings	1,010.65	(256.15)	-	905.36	(27.08)	1,632.78
Unsecured perpetual Equity Instrument including Distribution on Unsecured perpetual Equity Instrument	1,848.63	1,253.69	-	-	305.71	3,408.03
Increase in Service Line Contribution	-	16.45	-	215.79	(7.42)	224.82
Interest accrued but not due on borrowings	306.00	(1,320.20)	155.54	(24.93)	1,139.34	255.75
Total	**12,582.97**	**38.04**	**343.29**	**9,633.20**	**1,428.09**	**24,025.59**

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

48 Disclosure as per Ind AS 7 Statement of Cash Flows: (Contd..)

(₹ in Crores)

Particulars	1st April, 2017	Cash Flows	Foreign Exchange Management	Acquisition	Other	31st March, 2018
Long-term Borrowings (Including Current Maturities of Long Term Debt)	8,043.53	669.44	6.82	659.20	38.70	9,417.69
Short term Borrowings	931.28	71.13	-	-	8.24	1,010.65
Unsecured perpetual Equity Instrument including Distribution on Unsecured perpetual Equity Instrument	-	1,799.12	-	-	49.51	1,848.63
Interest accrued but not due on borrowings	347.03	(950.51)	-	-	909.48	306.00
Total	**9,321.84**	**1,589.18**	**6.82**	**659.20**	**1,005.93**	**12,582.97**

49 Financial Risk Management Objectives

The Group's principal financial liabilities comprises borrowings, trade and other payables, The main purpose of these financial liabilities is to finance the Group's operations/projects. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

In the ordinary course of business, the Group is mainly exposed to risks resulting from exchange rate fluctuation (currency risk), interest rate movements (interest rate risk) collectively referred as Market Risk, Credit Risk, Liquidity Risk and other price risks such as equity price risk. The Group's senior management oversees the management of these risks. It manages its exposure to these risks through derivative financial instruments by hedging transactions. It uses derivative instruments such as Principal only Swaps, Interest rate swaps, foreign currency future options and foreign currency forward contract to manage these risks. These derivative instruments reduce the impact of both favorable and unfavorable fluctuations.

The Group's risk management activities are subject to the management, direction and control of Central Treasury Team of the Group under the framework of Risk Management Policy for Currency and Interest rate risk as approved by the Board of Directors of the Group. The Group's central treasury team ensures appropriate financial risk governance framework for the Group through appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken.

The decision of whether and when to execute derivative financial instruments along with its tenure can vary from period to period depending on market conditions and the relative costs of the instruments. The tenure is linked to the timing of the underlying exposure, with the connection between the two being regularly monitored. The Group is exposed to losses in the event of non-performance by the counterparties to the derivative contracts. All derivative contracts are executed with counterparties that, in our judgment, are creditworthy. The outstanding derivatives are reviewed periodically to ensure that there is no inappropriate concentration of outstanding to any particular counterparty.

In the ordinary course of business, the Group is exposed to Market risk, Credit risk, and Liquidity risk.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and foreign currency risk.

Interest rate risk

The Group is exposed to changes in market interest rates due to financing, investing and cash management activities. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates and period of borrowings. The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Group enters into interest rate swap contracts or interest rate future contracts to manage its exposure to changes in the underlying benchmark interest rates.

Notes to the Consolidated Financial Statements
for the year ended 31st March, 2019

49 Financial Risk Management Objectives (Contd..)

Interest rate sensitivity

The sensitivity analysis below have been determined based on the exposure to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher / lower and all other variables were held constant, the Group's profit for the year ended 31st March, 2019 would decrease / increase by ₹ 49.67 Crores (previous year ₹ 8.48 Crores). This is mainly attributable to interest rates on variable rate borrowings.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities. The Group manages its foreign currency risk by hedging transactions that are expected to realise in future.

A change of 1% in Foreign currency would have following impact on profit before tax

(₹ in Crores)

Particulars	For the Year 2018-19		For the Year 2017-18	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Foregin Currency Sensitivity				
RUPEES / USD - (Increase) / Decrease	(1.42)	1.42	(0.01)	0.01
RUPEES / GBP - (Increase) / Decrease	(0.00)	0.00	(0.00)	0.00
RUPEES / EUR - (Increase) / Decrease	(0.00)	0.00	(0.00)	0.00

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a loss to the Group. The Group has adopted the policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial losses from default, and generally does not obtain any collateral or other security on trade receivables.

The carrying amount of financial assets recorded in the financial statements represents the Group's maximum exposure to credit risk. Since the Group is an ISTS licensees, the responsibility for billing and collection on behalf of the Group lies with the CTU/STU. Based on the fact that the collection by CTU/STU is from Designated ISTS Customers (DICs) which in majority of the cases are state government organisations and further based on an analysis of the past trends of recovery, the management is of the view that the entire receivables are fully recoverable. Accordingly, the Group does not recognize any impairment loss on its receivables.

Liquidity risk

The Group monitors its risk of shortage of funds using cash flow forecasting models. These models consider the maturity of its financial investments, committed funding and projected cash flows from operations. The Group's objective is to provide financial resources to meet its business objectives in a timely, cost effective and reliable manner and to manage its capital structure. A balance between continuity of funding and flexibility is maintained through the use of various types of borrowings.

The table below analysis derivative and non-derivative financial liabilities of the Group into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

(₹ in Crores)

As at 31st March, 2019	Less than 1 year	1-5 years	Over 5 years	Total
Borrowings (Including current maturities)	3,832.88	5,300.25	11,003.86	20,136.99
Trade Payables	1,236.92	-	21.80	1,258.72
Derivative Liabilities	106.80	-	137.44	244.24
Other financial Liabilities	949.89	-	-	949.89

(₹ in Crores)

As at 31st March, 2018	Less than 1 year	1-5 years	Over 5 years	Total
Borrowings (Including current maturities)	1,833.78	3,623.32	4,971.24	10,428.34
Trade Payables	39.49	-	-	39.49
Derivative Liabilities	16.50	-	279.03	295.53
Other financial Liabilities	422.12	-	-	422.12

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

50 Segment information:-Operating Segments

The reportable segments of the Group are trading activity and providing transmission line service. The segment are largely organised and managed separately according to the organisation structure that is designed based on the nature of service. Operating segments reported in a manner consistant with the internal reporting provided to the Chairman and Managing Director jointly regarded as the Chief Operating Decision Maker ("CODM"). Description of each of the reportable segments for all periods presented, is as under:-

i) Transmission

ii) Trading

iii) Mumbai GTD Business

The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by operating segments. The CODM reviews revenue and gross profit at the performance indicator for all of the operating segments.

The measurement of each segment's revenues, expenses and assets is consistent with the accounting policies that are used in preparation of the financial statements. Segment profit represents the profit before interest and tax.

Information regarding the company's reportable segments is presented below:

(₹ in Crores)

Particulars	Transmission	Trading	Mumbai GTD Business	Elimination	Total
1 Revenue					
External Sales	**2,192.88**	**842.38**	**4,270.19**	**-**	**7,305.45**
	3,128.70	*815.78*	*-*	*-*	*3,944.48*
Total Revenue	**2,192.88**	**842.38**	**4,270.19**	**-**	**7,305.45**
	3,128.70	*815.78*	*-*	*-*	*3,944.48*
2 Results					
Segment Results	**1,348.46**	**3.44**	**624.02**	**-**	**1,975.92**
	2,246.43	*0.17*	*-*	*-*	*2,246.60*
Unallocated Corporate Income (Net)					**255.35**
					110.71
Operating Profit					**2,231.27**
					2,357.31
Less: Finance Expense					**1,391.03**
					885.63
Profit before tax					**840.24**
					1,471.68
Current Taxes					**191.87**
					327.51
Deferred Tax					**89.17**
					1.23
Total Tax					**281.04**
					328.74
Profit after tax					**559.20**
					1,142.94
Less: Minority Interest					**-**
					-
Net profit					**559.20**
					1,142.94

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

50 Segment information:-Operating Segments (Contd..)

3 Other Information					
Segment Assets	**13,869.45**	-	**16,431.97**	**-**	**30,301.42**
	16,279.41	-	-	-	*16,279.41*
Unallocated Corporate Assets					**1,627.48**
					986.05
Total Assets					**31,928.90**
					17,265.46
Segment Liabilities	**447.70**	-	**3,045.58**	**-**	**3,493.28**
	474.63	-	-	-	*474.63*
Unallocated Corporate Liabilities					**20,392.74**
					10,734.34
Total liabilities					**23,886.02**
					11,208.97
Depreciation /Amortisation	**598.32**	-	**283.83**	**-**	**882.15**
	579.41	-	-	-	*579.41*
Capital Expenditure	**932.33**	-	**266.22**	**-**	**1,198.55**
	1,026.53	-	-	-	*1,026.53*

Previous figures are given in italics

51 The Consolidated financial statements for the year ended 31st March, 2019 are not comparable with the previous year, due to following:

Date of acquisition of Investment in Subsidiaries

Sr. No.	Name of the Entity	For the year ended 31st March, 2019	For the year ended 31st March, 2018
1	Hadoti Power Transmission Service limited		11th August, 2017
2	Barmer Power Transmission Service limited		4th August, 2017
3	Thar Power Transmission Service limited		4th August, 2017
4	Western Transco Power Limited		31st October, 2017
5	Western Transmission (Gujarat) Limited		31st October, 2017
6	Fatehgarh-Bhadla Transmission Limited		14th March, 2018
7	Adani Electricity Mumbai Limited	29th August, 2018	
8	Ghatampur Transmission Limited	19th June, 2018	
9	KEC Bikaner Sikar Transmission Private Limited	1st January, 2019	
10	OBRA-C Badaun Transmission Limited	21st December, 2018	

52 Group has entered in to transmission agreements in the nature of Service Concession Arrangements (SCA) with Rajasthan Rajya Vidyut Prasaran Nigam Limited (RVPNL) and with Power Grid Corporation of India Limited (PGCIL).

(a) Two agreements for different maintaining different transmission lines with RVPNL (Grantor) is to construct & operate an transmission system comprising:-

(i) A 400 KV Double Circuit transmission line from Suratgarh to Bikaner with a design capacity to transfer electricity equivalent to 1066 MW on Design, Built, Finance, Operate & Transfer (DBFOT) basis having contract for 35 years from the licence issued.

(ii) A 400 KV Double Circuit transmission Line in Bikaner, Sikar with a design capacity to transfer electricity equivalent to 2400 MW on Design, Built, Finance, Operate & Transfer (DBFOT) basis having contract for 25 years from the licence issued.

(b) The agreements with PGCIL (Grantor) is to construct & operate an transmission system comprising a 400 KV Double Circuit transmission line in Pune, Aurangabad, Solapur, Kolhapur, Parli, Karad, Lonikhand, Kalwa, Limbdi, Vadavi, Kansari, Rajgarh and Karamsad with a design capacity to transfer electricity equivalent to 3600 MW on Design, Built, Finance, Operate & Transfer (DBFOT) basis having contract for 25 years.The service concession arrangement provides an option for extension of the concession period. Upon completion of concession period or on termination of agreement, Transmission Lines will vest with the grantor free and clear of all encumbrances. Financial assets is created on the basis of Present values of future Cash Flows. No intangible assets is created for this SCA accounting.

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

Financial summary of above concession arrangement are given below:

(₹ in Crores)

Sr. No.	Particulars	Transmission Lines 2018-19	2017-18
1	Revenue Recognised	161.65	160.87
2	Profit for the year	38.92	17.72

53 Additional information of net assets and share in profit or loss contributed by various entities as recognised under Schedule III of the Companies Act, 2013

Sr. No.	Name of the Entity	As % of Consolidated Net Assets as on 31st March 2019	₹ in Crores	As % of Consolidated Profit or Loss for the year ended 31st March 2019	₹ in Crores	As % of Consolidated Other Comprehensive Income for the year ended 31st March 2019	₹ in Crores	As % of Consolidated Total Comprehensive Income for the year ended 31st March 2019	₹ in Crores
1	Adani Transmission Limited	36.05%	5,158.36	7.39%	42.40	122.26%	9.50	8.91%	51.90
Subsidiaries (Indian)									
2	Maharashtra Eastern Grid Power Transmission Company Limited	14.80%	2,117.07	25.56%	146.84	-12.49%	(0.97)	25.03%	145.87
3	Adani Transmission (India) Limited	12.57%	1,797.91	44.85%	257.76	-3.95%	(0.31)	44.18%	257.45
4	Sipat Transmission Limited	1.18%	168.20	-0.51%	(2.96)	-	-	-0.51%	(2.96)
5	Raipur-Rajnandagaon-Warora Transmission Limited	2.38%	341.22	-0.40%	(2.29)	-	-	-0.39%	(2.29)
6	Chhattisgarh-WR Transmission Limited	1.78%	254.45	0.86%	4.94	-	-	0.85%	4.94
7	Adani Transmission (Rajasthan) Limited	0.07%	9.92	0.66%	3.78	-	-	0.65%	3.78
8	North Karanpura Transco Limited	0.20%	28.86	-0.01%	(0.01)	-	-	0.00%	(0.01)
9	Maru Transmission Service Company Limited	0.12%	17.06	0.79%	4.59	-2.97%	(0.23)	0.75%	4.36
10	Aravali Transmission Service Company Limited	-0.02%	(3.53)	0.25%	1.42	-3.25%	(0.25)	0.20%	1.17
11	Western Transco Power Limited	1.00%	143.57	2.12%	12.21	-	-	2.10%	12.21
12	Western Transmission (Gujarat) Limited	0.67%	96.42	1.10%	6.31	-	-	1.08%	6.31

Notes to the Consolidated Financial Statements
for the year ended 31st March, 2019

Sr. No.	Name of the Entity	As % of Consolidated Net Assets as on 31st March 2019	₹ in Crores	As % of Consolidated Profit or Loss for the year ended 31st March 2019	₹ in Crores	As % of Consolidated Other Comprehensive Income for the year ended 31st March 2019	₹ in Crores	As % of Consolidated Total Comprehensive Income for the year ended 31st March 2019	₹ in Crores
13	Hadoti Power Transmission Service limited	0.26%	37.33	1.60%	9.22	-	-	1.58%	9.22
14	Barmer Power Transmission Service limited	0.19%	27.59	1.86%	10.67	-	-	1.83%	10.67
15	Thar Power Transmission Service limited	0.13%	18.42	1.28%	7.38	-	-	1.27%	7.38
16	Fatehgarh-Bhadla Transmission Limited	0.08%	11.72	-0.05%	(0.28)	-	-	-0.05%	(0.28)
17	Ghatampur Transmission Limited	0.00%	0.04	-0.01%	(0.01)	-	-	0.00%	(0.01)
18	KEC Bikaner Sikar Transmission Private Limited	0.27%	38.39	0.26%	1.52	-	-	0.26%	1.52
19	OBRA-C Badaun Transmission Limited	0.00%	0.01	0.00%	(0.00)	-	-	0.00%	(0.00)
20	Adani Electricity Mumbai Limited	28.27%	4,044.17	12.42%	71.40	0.39%	0.03	12.26%	71.43
21	AEML Infrastructure Limited	0.00%	0.00	0.00%	(0.01)	-	-	0.00%	(0.01)
	Total	**100.00%**	**14,307.18**	**100.00%**	**574.88**	**100.00%**	**7.77**	**100.00%**	**582.65**
	Less: Adjustment of Consolidation		**6,264.30**		**15.68**		**-**		**15.68**
	Consolidated Net Assets/Profit after tax		**8,042.88**		**559.20**		**7.77**		**566.97**

54 As per Ind AS 19 "Employee Benefits", the disclosures are given below.

(a) Defined Contribution Plan

(i) Provident fund

(ii) Superannuation fund

(iii) State defined contribution plans

- Employer's contribution to Employees' state insurance
- Employers' Contribution to Employees' Pension Scheme 1995

The Group has recognised the following amounts as expense in the financial statements for the year:

(₹ in Crores)

Particulars	31st March, 2019	31st March, 2018
Contribution to Provident Fund	24.03	1.83
Contribution to Employees Superannuation Fund	4.75	-
Contribution to Employees Pension Scheme	4.29	-
Total	**33.07**	**1.83**

Notes to the Consolidated Financial Statements
for the year ended 31st March, 2019

54 As per Ind AS 19 "Employee Benefits", the disclosures are given below. (Contd..)

(b) Defined Benefit Plan

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

The status of gratuity plan as required under Ind AS-19:

(₹ in Crores)

Particulars	As at 31st March 2019	As at 31st March 2018
i. Reconciliation of Opening and Closing Balances of defined benefit obligation		
Present Value of Defined Benefit Obligations at the beginning of the Year	3.40	4.15
Current Service Cost	26.70	0.50
Interest Cost	37.21	0.31
Re-measurement (or Actuarial) (gain) / loss arising from:		
- Change in demographic assumptions	0.02	(0.04)
- Change in financials assumptions	0.11	0.28
- Experience variance (i.e. Actual experience vs assumptions)	1.23	(0.57)
Acquisition Adjustment	559.81	(0.85)
Benefits paid	(24.15)	(0.38)
Net Actuarial loss / (gain) Recognised	(0.27)	-
Liabilities Transfer In/Out	(0.09)	-
Present Value of Defined Benefit Obligations at the end of the Year	**603.97**	**3.40**
ii. Reconciliation of Opening and Closing Balances of the Fair value of Plan assets		
Fair Value of Plan assets at the beginning of the Year	1.67	1.48
Investment Income	0.13	0.11
Contributions	5.30	0.20
Benefits paid	(0.14)	(0.09)
Return on plan assets, excluding amount recognised in net interest expenses	(0.28)	(0.03)
Planned Asset Acquired on Business Acquisition	450.71	-
Fair Value of Plan assets at the end of the Year	**457.39**	**1.67**
iii. Reconciliation of the Present value of defined benefit obligation and Fair value of plan assets		
Present Value of Defined Benefit Obligations at the end of the Year	603.97	3.40
Fair Value of Plan assets at the end of the Year	(457.39)	(1.66)
Net Asset / (Liability) recognized in balance sheet as at the end of the year	**146.58**	**1.74**
iv. Composition of Plan Assets		
100% of Plan Assets are administered by LIC		
v. Gratuity Cost for the Year		
Current service cost	26.70	0.50
Interest cost	37.21	0.31
Expected return on plan assets	(0.13)	(0.11)
Actuarial Gain / (Loss)	-	0.03
Net Gratuity cost recognised in the statement of Profit and Loss	**63.78**	**0.73**
vi. Other Comprehensive Income		
Actuarial (gains) / losses		
Change in demographic assumptions	(0.25)	(0.04)
Change in financial assumptions	0.11	0.28
Experience variance (i.e. Actual experiences assumptions)	1.23	(0.57)
Return on plan assets, excluding amount recognised in net interest expense	0.28	0.03
Components of defined benefit costs recognised in other comprehensive income	**1.37**	**(0.30)**
vii. Actuarial Assumptions		
Discount Rate (per annum)	7.54% to 7.60%	7.80%
Annual Increase in Salary Cost (per annum)	8.00%to 9.75%	8.00%

Notes to the Consolidated Financial Statements
for the year ended 31st March, 2019

54 As per Ind AS 19 "Employee Benefits", the disclosures are given below. (Contd..)

(c) Sensitivity analysis

The sensitivity of the defined benefit obligations to changes in the weighted principal assumptions is:

Particulars	Change in assumption		Increase in assumption			Decrease in assumption		
	31st March, 2019	31st March, 2018		31st March, 2019	31st March, 2018		31st March, 2019	31st March, 2018
Discount rate	1.00%	1.00%	Decrease by	55.87	3.81	Increase by	61.70	4.54
Salary Growth Rate	1.00%	1.00%	Increase by	60.73	4.54	Decrease by	53.84	3.80
Attrition Rate	0.50%	0.50%	Decrease by	11.28	4.15	Increase by	11.52	4.13
Mortality Rate	10.00%	10.00%	Increase by	7.25	4.15	Decrease by	7.25	4.15

55 Corporate Social responsibility

As per section 135 of the Companies Act, 2013, a corporate social responsibility (CSR) committee has been formed by the Group. The funds are utilized on the activities which are specified in Schedule VII of the Companies Act, 2013. The utilisation is done by way of contribution towards various activities.

(a) Gross amount as per the limits of Section 135 of the Companies Act, 2013 : ₹ 17.22 Crores. (Previous year : ₹ 8.19 Crores)

(b) Amount spent during the year ended 31st March, 2019 : ₹ 17.91 Crores. (Previous year : ₹ 8.23 Crores)

Sr. No.	Particulars	Amount Contributed	Amount yet to contribute	Total
(i)	Construction/acquisition of any assets	-	-	-
(ii)	On purpose other than (i) above	17.91	-	**17.91**

56 The Group has adopted Ind AS 115 using the cumulative effect method (without practical expedients) with the effect of initially applying this standard recognised at the date of initial application i.e. 1st April, 2018. Accordingly, the comparative information i.e. information for the year ended 31st March 2018, has not been restated. The adoption of the standard did not have any material impact on the financial statements of the Group. Additionally, the disclosure requirements in Ind AS 115 have not generally been applied to comparative information.

Contract balances:

(a) The following table provides information about receivables, contract assets and contract liabilities from the contracts with customers.

(₹ in Crores)

Particulars	31st March, 2019	1st April, 2018
Trade receivables (Gross) (Refer note 13)	751.55	260.29
(Less): Allowance for Doubtful Debts (Refer note 13)	(29.50)	(2.46)
Trade receivables (Net) (Refer note 13)	722.05	257.83
Contract assets (Refer note 8 & 17)	1,076.23	596.41
Contract liabilities	-	-

The contract assets primarily relate to the Group right to consideration for work completed but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Group issues an invoice to the Customer. The contract liabilities primarily relate to the advance consideration received from the customers.

Notes to the Consolidated Financial Statements
for the year ended 31st March, 2019

(b) Significant changes in contract assets and liabilities during the period:

(₹ in Crores)

Particulars		For the year ended 31st March 2019	For the year ended 31st March 2018
Opening Balance			
Recoverable from consumers		-	-
Liabilities towards consumers		-	-
	(A)	-	-
Income to be adjusted in future tariff determination in respect of earlier year (Net)		(8.95)	-
Income to be adjusted in future tariff determination (Net)		13.73	-
Revenue recognised during the year			
Closing Balance	**(B)**	**4.78**	-
Recoverable from consumers		-	-
Liabilities towards consumers		-	-
Contract assets reclassified to receivables	**(A+B)**	**4.78**	**-**

Reconciliation the amount of revenue recognised in the statement of profit and loss with the contracted price:

(₹ in Crores)

Particulars	For the year ended 31st March 2019
Revenue as per contracted price	7,255.43
Adjustments	
Discounts	26.99
Revenue from contract with customers	**7,228.44**

57 Regulatory Deferral Account

(₹ in Crores)

Particulars	As at 31st March 2019	As at 31st March 2018
Regulatory Deferral Account - Liability		
Regulatory Liabilities	271.56	-
Regulatory Deferral Account - Assets		
Regulatory Assets	1,105.60	-
Net Regulatory Assets/(Liabilities)	**834.04**	**-**

Rate Regulated Activities

1 As per the Ind AS-114 'Regulatory Deferral Accounts', the business of electricity distribution is a Rate Regulated activity wherein Maharashtra Electricity Regulatory Commission (MERC), the regulator determines Tariff to be charged from consumers based on prevailing regulations in place.

2 MERC Multi Year Tariff Regulations, 2015 (MYT Regulations), is applicable for the period beginning from 1st April, 2016 to 31st March, 2021. These regulations require MERC to determine tariff in a manner wherein the Company can recover its fixed and variable costs including assured rate of return on approved equity base, from its consumers. The Group determines the Revenue, Regulatory Assets and Liabilities as per the terms and conditions specified in MYT Regulations.

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

57 Regulatory Deferral Account (Contd..)

3 Reconciliation of Regulatory Assets/Liabilities of distribution business as per Rate Regulated Activities is as follows:

(₹ in Crores)

Sr.No.	Particulars	As at 31st March 2019	As at 31st March 2018
A	**Opening Regulatory Assets (Net)**		
	Add:		
B	Acquired on Business Combination(Net)	1,206.09	-
C	Income recoverable/(reversible) from future tariff / Revenue Gap for the year		
1	For Current Year	95.84	-
2	For Earlier Year	-	-
	Total C (1+2)	**95.84**	**-**
	Less:		
D	Recovered / (refunded) during the year	467.89	-
E	Net Movement during the year (C - D)	(372.05)	-
F	Closing Balance (B + E)	**834.04**	**-**

58 In accordance with the requirements of Ind AS 36 - "Impairment of Assets", Intangible Asset with indefinite useful life being Transmission License has been tested for impairment Cash Generating Unit (CGU) as at 31st March, 2019 applying fair value use approach, wherein the fair value of the transmission license has been determined in one of the subsidiary (AEML) using Multiple Excess Earning Method (MEEM).

In deriving the fair value, a discount rate (post tax) of 9.25% per annum has been used. In arriving at the fair value, financial projections have been developed for 17 years and thereafter in perpetuity considering a growth rate of 3.5% per annum.

Based on the results of the Intangible Asset impairment test, the estimated value in use of the Transmission License was higher than its carrying amount, hence impairment provision recorded during the current year is ₹ Nil (31st March 2018 - ₹ Nil Crore). Management believes that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the fair value of the Transmission License.

The key assumptions used in fair value calculations –MEEM of the transmission license are as follows:-

Discount Rate: 9.25% Post-Tax Discount rate has been derived based on current cost of borrowing and equity rate of return in line with the current market expectations

Capitalisation: Capitalisation is estimated based on management projections as regards capex in respect of future transmission schemes.

59 The Company have acquired 74% Equity Shares of Aravali Transmission Service Company Limited (ATSCL) w.e.f. 6th October, 2016 from GMR Energy Limited. The balance 26% of Equity Shares of ATSCL are pledged in favour of the Company and the same will also get transferred after fulfilment of certain regulatory requirements and completion of lock-in period. As per the agreement, during the lock-in period, the Company will be the beneficial owner of all the rights and accretions in connection with the pledged shares. Accordingly, the Company has determined that it has "in-substance" ownership of the pledged shares and it has consolidated financial statements of ATSCL as having 100% interest.

60 i) During the previous year, Adani Transmission (India) Limited (ATIL), a wholly owned subsidiary of the parent Company received an order dated 3rd November, 2017 of Central Electricity Regulatory Commission (CERC) for (i) truing-up of the tariff for the period from the year 2009 to 2014 and (ii) for determination of tariff for the period from April, 2014 to March, 2019. Accordingly, based on the CERC order, during the year, the Group has recognised revenue from operations of ₹ 872.53 Crores for the period from October, 2013 to March, 2017. Under the circumstances, the figures for the current year are not comparable with the corresponding figures of the previous year, to that extent.

ii) During the year, the Company has received an order dated 12th September, 2018 of Maharashtra Electricity Regulatory Commission (MERC) for (i) Truing-up of FY 2015-16 and FY 2016-17 and (ii) Provisional Truing-up of FY 2017-18. Accordingly, based on the MERC order, during the year, the Company has reversed revenue from operations of ₹ 83.64 Crores for the period from April, 2015 to March, 2018. Under the circumstances, the figures for the current year are not comparable with the corresponding figures of the previous year, to that extent.

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

61 i) In December 2017, Adani Transmission Limited ("the Company") signed a binding Share Purchase Agreement ("SPA") with Reliance Infrastructure Limited ('R-Infra') to acquire its integrated Power Generation, Transmission and Distribution of Power business for suburban area in Mumbai city ('Mumbai GTD business').

ii) Consequent to a Scheme of Arrangement approved by the High Court of Judicature at Bombay, and other regulatory approvals obtained in this respect, effective from 29th August, 2018, the Mumbai GTD business of R-Infra has been demerged from R-Infra and transferred into Adani Electricity Mumbai Limited (formerly Reliance Electricity Generation and Supply Limited) ('AEML') with an Appointed Date of 1st April, 2018. Pursuant to the SPA, the Company acquired 100% equity share capital of AEML for a consideration of ₹ 3,827.54 Crores. On such acquisition, AEML has become wholly-owned subsidiary of the Company.

62 i) During the year, the Group has acquired 100% equity share capital of SPV 'Ghatampur Transmission Limited' (GTL) from REC Transmission Projects Company Limited (REC TPCL) on 19th June, 2018. GTL was formed by REC TPCL to establish Transmission System for Evacuation of Power from 3X660MW Ghatampur Thermal Power Project. The Company has acquired it from REC TPCL pursuant to tariff based competitive bidding process carried out by REC TPCL. With this purchase, GTL has become a wholly owned subsidiary of the Group.

ii) The Group has signed Share Purchase Agreement on 3rd November 2018 with KEC International Limited for acquisition of 100% Equity Share Capital of KEC Bikaner Sikar Transmission Private Limited (KBSTPL). The shares of KEC Bikaner Sikar Transmission Private Limited have actually got transferred to Adani Transmission Limited w.e.f. 8th February, 2019 although the control has been taken over by Adani Transmission Limited on 1st January, 2019.

iii) The Company has signed a binding Share Purchase Agreement on 21st December, 2018 with PFC Consulting Limited for acquisition of 100% equity share capital of OBRA-C Badaun Transmission Limited. The said Company was incorporated in August 2018 by PFC Consulting Limited for Evacuation of power from OBRA-C (2x660 MW) Thermal power project and construction of 400kV GIS substation Badaun with associated transmission lines. The Company has acquired it from PFC Consulting Limited through Tariff based competitive bidding process.

iv) During the year, AEML Infrastructure Limited was incorporated as a wholly owned subsidiary of the Company w.e.f 12th December, 2018.

(a) Fair value of assets acquired and liabilities recognised at the date of acquisition :

(₹ in Crores)

Particulars	Adani Electricity Mumbai Limited	Ghatampur Transmission Limited	KEC Bikaner Sikar Transmission Private Limited	OBRA-C Badaun Transmission Limited
Assets				
Non-current assets				
Fixed assets				
Property, Plant and Equipment	11,639.46	-	-	-
Capital work-in-progress	285.98	17.93	-	6.75
Intangible assets	989.12	-	-	-
Financial Assets				
Service Concession Arrangements	-	-	189.65	-
Investments	118.00	-	-	-
Loans	51.42	-	-	-
Other financial assets	42.94	-	0.11	-
Income Tax Assets (net)	7.03	-	-	-
Deferred Tax Assets (Net)	177.74	-	-	-
Other non-current assets	11.57	-	0.14	-
	13,323.26	**17.93**	**189.90**	**6.75**
Current assets				
Inventories	203.69	-	-	-
Investments	23.71	-	-	-
Trade Receivable	554.88	-	30.06	-
Cash balances	87.22	0.00	0.64	0.04

Notes to the Consolidated Financial Statements
for the year ended 31st March, 2019

(₹ in Crores)

Particulars	Adani Electricity Mumbai Limited	Ghatampur Transmission Limited	KEC Bikaner Sikar Transmission Private Limited	OBRA-C Badaun Transmission Limited
Bank balance	287.25	-	-	-
Other financial assets	1,574.91	-	-	-
Other current assets	97.54	-	0.11	0.05
Other	-	-	0.01	-
	2,829.20	**0.00**	**30.82**	**0.09**
Total Assets	**16,152.46**	**17.93**	**220.72**	**6.84**
Regulatory Deferral Account - Assets	1,477.65	-	-	-
Total Assets including Regulatory Assets (i)	**17,630.11**	**17.93**	**220.72**	**6.84**
Non-current liabilities				
Contingency Reserve	165.73	-	-	-
Long term borrowing	8,299.68	-	161.70	-
Other Non-current financial liabilities	-	17.88	-	6.83
Provisions	406.96	-	-	-
Deferred Tax Liabilities (Net)	-	-	0.29	-
Other non-current liabilities	215.79	-	-	-
	9,088.16	**17.88**	**161.99**	**6.83**
Current liabilities				
Short term borrowing	1,173.72	-	2.65	-
Trade Payables	1,318.34	-	-	-
Other financial liabilities	1,977.79	-	5.88	-
Other Current Liabilities	204.09	-	0.33	0.00
Short-term provisions	31.01	-	-	-
	4,704.95	**-**	**8.86**	**0.00**
Total Liabilities	**13,793.11**	**17.88**	**170.85**	**6.83**
Regulatory Deferral Account - Liabilities	271.56	-	-	-
Total Liabilities including Regulatory Liabilities (ii)	**14,064.67**	**17.88**	**170.85**	**6.83**
Net Assets (i-ii)	**3,565.44**	**0.05**	**49.87**	**0.01**

(b) Goodwill arising from acquisition :

(₹ in Crores)

Particulars	Adani Electricity Mumbai Limited	Ghatampur Transmission Limited	KEC Bikaner Sikar Transmission Private Limited	OBRA-C Badaun Transmission Limited
Consideration Paid	3,827.54	0.05	57.34	0.01
Less : Fair value of net assets (i-ii)	3,565.44	0.05	49.87	0.01
Goodwill	**262.10**	**0.00**	**7.47**	**0.00**

(c) Net cash outflow on acquisition :

(₹ in Crores)

Particulars	Adani Electricity Mumbai Limited	Ghatampur Transmission Limited	KEC Bikaner Sikar Transmission Private Limited	OBRA-C Badaun Transmission Limited
Total Consideration paid during the year	3,827.54	0.05	57.34	0.01
Total	**3,827.54**	**0.05**	**57.34**	**0.01**

(Transactions below ₹ 50,000 denoted as ₹ 0.00 Crs.)

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

As if this companies where acquired on 1st April, 2018, the profitabilty would have been decreased by ₹ (5.46) Crores as per below table :-

(₹ in Crores)

Particulars	Adani Electricity Mumbai Limited	Ghatampur Transmission Limited	KEC Bikaner Sikar Transmission Private Limited	OBRA-C Badaun Transmission Limited
Profitability Increase/(Decrease)	(9.92)	(0.00)	4.46	(0.00)

(d) Impact of acquisition on the results of the Group :

Included in the Statement of profit and loss after tax for the year ended 31st March, 2019 is ₹ 102.56 Crores and ₹ 1.62 Crores attributable to the acquisition of the Adani Electricity Mumbai Limited & KEC Bikaner Sikar Transmission Private Limited respectively.

And also ₹ (0.00) Crores and ₹ (0.00) Crores in Ghatampur Transmission Limited and OBRA-C Badaun Transmission Limited respectively.

e) The results of these subsidiaries, after elimination of inter company transactions and balances, as included in the consolidated financial statements for the year ended 31st March, 2019 are given below:

(₹ in Crores)

Particulars	As at 31st March, 2019			
	Adani Electricity Mumbai Limited	Ghatampur Transmission Limited	KEC Bikaner Sikar Transmission Private Limited	OBRA-C Badaun Transmission Limited
ASSETS				
Non-current Assets				
Property, Plant and Equipment	11,797.77	-	-	-
Capital Work-In-Progress	239.75	73.87	-	7.10
Intangible Assets	985.06	-	-	-
Financial Assets				
(i) Investments	120.92	-	-	-
(ii) Loans	41.16	-	-	-
(iii) Other Financial Assets	40.41	-	0.11	-
Deferred Tax Assets (Net)	101.32	-	-	-
Income Tax Assets (net)	-	0.00	0.06	-
Other Non-current Assets	134.87	55.58	189.15	-
Total Non-current Assets	**13,461.26**	**129.45**	**189.32**	**7.10**
Current Assets				
Inventories	335.06	-	-	-
Financial Assets				
(i) Investments	43.55	-	-	-
(ii) Trade Receivables	425.70	-	2.21	-
(iii) Cash and Cash Equivalents	91.40	0.13	1.34	0.04
(iv) Bank balance other than cash and cash equivalents	283.47	0.29	6.08	-
(v) Loans	8.53	-	-	-
(vi) Financial Assets - Others	1,113.71	0.03	27.81	-
Other Current Assets	103.04	0.12	0.47	0.06
Total Current Assets	**2,404.46**	**0.57**	**37.92**	**0.10**
Total Assets before Regulatory Deferral Account	**15,865.72**	**130.01**	**227.24**	**7.20**
Regulatory Deferral Assets - Account	1,105.60	-	-	-
Total Assets	**16,971.32**	**130.01**	**227.24**	**7.20**
Liabilities				
Non-current Liabilities				
Financial Liabilities				
(i) Borrowings	7,902.19	-	165.15	-
(ii) Trade Payables	21.80	-	-	
(iii) Other Financial Liabilities	-	6.88	-	-
Provisions	438.54	-	-	-
Deferred tax liabilities (Net)	-	-	8.72	-
Other Non Current Liabilities	224.83	-	-	-
Total Non-current Liabilities	**8,587.36**	**6.88**	**173.87**	**-**

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

e) The results of these subsidiaries, after elimination of inter company transactions and balances, as included in the consolidated financial statements for the year ended 31st March, 2019 are given below: (Contd..)

(₹ in Crores)

Particulars	As at 31st March, 2019			
	Adani Electricity Mumbai Limited	Ghatampur Transmission Limited	KEC Bikaner Sikar Transmission Private Limited	OBRA-C Badaun Transmission Limited
Current Liabilities				
Financial Liabilities				
(i) Borrowings	525.36	-	-	-
(ii) Trade Payables	1,171.27	0.01	0.49	0.00
(iii) Other Financial Liabilities	1,583.36	23.72	5.58	0.12
Other Current Liabilities	238.24	0.38	0.06	0.05
Provisions	60.21	0.01	-	-
Current Tax Liabilities	9.08	-	-	-
Total Current Liabilities	**3,587.52**	**24.12**	**6.13**	**0.17**
Total Liabilities before Regulatory Deferral Account	**12,174.88**	**31.00**	**180.00**	**0.17**
Regulatory Deferral Account-Liabilities	271.56	-	-	-
Total Liabilities	**12,446.44**	**31.00**	**180.00**	**0.17**

(₹ in Crores)

Particulars	For the Period			
	29th August, 2018 to 31st March, 2019	18th June, 2018 to 31st March, 2019	1st January, 2019 to 31st March, 2019	21st December 2018 to 31st March, 2019
Total Revenue	4,396.63	-	7.09	
Total Expenses	4,264.48	0.01	4.89	0.00
Profit / (Loss) before tax	**132.15**	**(0.01)**	**2.20**	**(0.00)**
Net movement in Regulatory Deferral Balance	95.84	-	-	-
Tax	125.43	-	0.58	-
Profit / (Loss) after tax	**102.56**	**(0.01)**	**1.62**	**(0.00)**

(Transaction below ₹ 50,000 denoted as ₹ 0.00 Crs.)

63 Other Disclosures

(i) Previous year figures are regrouped / reclassified wherever necessary to correspond with the current years classification / disclosure

ii) The Consolidated Financial Statements for the year ended 31st March, 2019 have been reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on 28th May 2019

As per our attached report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration Number : 117366W/W-100018

GAURAV J. SHAH
Partner
(Membership No. 35701)

Place: Ahmedabad
Date: 28th May, 2019

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

KAUSHAL SHAH
Chief Financial Officer

JALADHI SHUKLA
Company Secretary

Place: Ahmedabad
Date: 28th May, 2019

Form No. AOC-I

Salient features of the financial statement of subsidiaries as per Companies Act, 2013

PART "A" : Subsidiaries

(₹ in Crores)

Sr. No.	Name of the Subsidiary	Reporting Period	Reporting Currency	Share Capital	Unsecured Perpetual Borrowing	Instrumental Entirely Equity in Nature	Reserves & Surplus[1]	Total Assets	Total Liabilities	Investments	Turnover	Profit/ (Loss) before Taxation	Provision for Taxation	Profit/ (Loss) after Taxation	Proposed Dividend	% of Shareholding
1	Adani Transmission (India) Limited	2018-19	INR	285.86	-	-	1,512.05	3,938.30	2,140.40	10.34	911.05	328.47	70.71	257.76	-	100%
2	Maharashtra Eastern Grid Power Transmission Company Limited	2018-19	INR	1,076.34	-	-	1,040.72	4,891.55	2,774.49	23.72	934.03	186.90	40.06	146.84	-	100%
3	Sipat Transmission Limited	2018-19	INR	44.00	-	131.62	(7.42)	544.99	376.79	1.23	4.22	(2.96)	-	(2.96)	-	100%
4	Raipur-Rajnandgaon-Warora Transmission Limited	2018-19	INR	91.10	-	259.11	(8.98)	1,242.37	901.15	5.01	0.44	(2.29)	-	(2.29)	-	100%
5	Chhattisgarh-WR Transmission Limited	2018-19	INR	68.00	-	185.72	0.73	898.88	644.43	3.60	62.54	4.94	-	4.94	-	100%
6	Adani Transmission (Rajasthan) Limited	2018-19	INR	8.50	-	-	1.42	151.80	141.89	10.68	32.74	4.45	0.68	3.78	-	100%[4]
7	North Karanpura Transco Limited	2018-19	INR	0.05	-	31.57	(2.76)	40.58	11.71	-	-	(0.00)	0.00	(0.01)	-	100%
8	Maru Transmission Service Company Limited	2018-19	INR	8.94	-	-	8.12	225.13	208.06	8.54	37.14	5.81	1.22	4.59	-	100%
9	Aravali Transmission Service Company Limited	2018-19	INR	5.23	-	-	(8.76)	141.82	145.34	5.79	22.93	1.78	0.36	1.42	-	100%[3]
10	Western Transco Power Limited	2018-19	INR	10.00	-	-	133.57	714.15	570.57	6.91	78.05	24.35	12.14	12.21	-	100%
11	Western Transmission (Gujarat) Limited	2018-19	INR	10.00	-	-	86.42	398.06	301.65	5.41	42.23	13.33	7.02	6.31	-	100%
12	Hadoti Power Transmission Service limited	2018-19	INR	10.00	-	18.34	8.99	166.03	128.70	-	18.85	13.01	3.79	9.22	-	100%
13	Barmer Power Transmission Service limited	2018-19	INR	8.00	-	9.08	10.51	127.47	99.88	-	24.02	15.05	4.38	10.67	-	100%
14	Thar Power Transmission Service limited	2018-19	INR	7.00	-	4.19	7.23	112.54	94.12	-	17.44	10.42	3.03	7.38	-	100%
15	Fatehgarh-Bhadla Transmission Limited	2018-19	INR	12.00	-	-	(0.28)	100.59	88.87	-	-	(0.28)	-	(0.28)	-	100%
16	Adani Electricity Mumbai Limited	29th August, 2018 to 31st March 2019	INR	3,400.05	257.23		386.89	16,971.31	12,927.14	164.47	4,279.92	196.83	125.43	71.40	-	100%
17	Ghatampur Transmission Limited[2]	18th June, 2018 to 31st March 2019	INR	0.05	-	-	(0.01)	130.02	129.98	-	-	(0.01)	-	(0.01)	-	100%
18	KEC Bikaner Sikar Transmission Private Limited[2]	1st January 2019 to 31st March 2019	INR	10.00	-	-	28.39	227.24	188.85	-	7.04	2.10	0.58	1.52	-	100%
19	OBRA-C Badaun Transmission Limited[2]	21st December, 2018 to 31st March 2019	INR	0.01	-	-	(0.00)	7.19	7.18	-	-	(0.00)	-	(0.00)	-	100%
20	Adani Electricity Infrastructure Limited[6]	12th December, 2018 to 31st March, 2019	INR	0.01	-	-	(0.01)	0.01	0.00	-	-	(0.01)	-	(0.01)	-	100%

1. Reserves & Surplus includes Other Comprehensive Income
2. Date of Acquisition by the company:

   Adani Electricity Mumbai Limited- 29th August 2018

   Ghatampur Transmission Limited - 19th June 2018

Notes to the Consolidated Financial Statements

for the year ended 31st March, 2019

Form No. AOC-I (Contd..)

KEC Bikaner Sikar Transmission Private Limited- 1st January 2019 (The shares of KEC Bikaner Sikar Transmission Private Limited have actually got transferred to Adani Transmission Limited w.e.f. 8th February, 2019 although the control is taken over by Adani Transmission Limited on 1st January, 2019.)

OBRA-C Badaun Transmission Limited- 21st December 2018

3. 26% of equity shares of Aravali Transmission Service Company Limited are pledged in favour of the company.

4. Rajasthan Rajya Vidyut Prasaran Nigam Limited is holding 1 (One) Equity Share of Adani Tranmission (Rajasthan) Limited pursuant to the provisions of the Shareholder's Agreement dated 21st October, 2016.

5. Rajasthan Rajya Vidyut Prasaran Nigam Limited is holding 1 (One) Equity Share of KEC Bikaner Sikar Transmission Private Limited pursuant to the provisions of the Shareholder's Agreement dated 3rd November, 2018

6. AEML Infrastrucutre Ltd was incorporated on 12th December 2018

Name of subsidiaries which are yet to commence operation

Sr. No.	Name of the Subsidiary
1	Ghatampur Transmission Limited[2]
2	OBRA-C Badaun Transmission Limited[2]
3	North Karanpura Transco Limited
4	Fatehgarh-Bhadla Transmission Limited

Note: There are no associate companies or joint ventures companies within the meaning of Section 2(6) of the Companies Act, 2013. Hence, Part B relating to the same is not applicable.

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

KAUSHAL SHAH
Chief Financial Officer

JALADHI SHUKLA
Company Secretary

Place: Ahmedabad
Date: 28th May, 2019

NOTICE

NOTICE is hereby given that the 6th Annual General Meeting of Adani Transmission Limited will be held on Thursday, 8th August, 2019 at 10.30 a.m. at H. T. Parekh Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015, Gujarat, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended on 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Gautam S. Adani (DIN: 00006273), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and Schedule IV and all other applicable provisions, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Dr. Ravindra H. Dholakia (DIN: 00069396) who was appointed as an Independent Director and who holds office of Independent Director upto August, 2019 and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years w.e.f August, 2019 upto August, 2024 on the Board of the Company."

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and Schedule IV and all other applicable provisions, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. K. Jairaj (DIN: 01875126) who was appointed as an Independent Director and who holds office of Independent Director upto June, 2020 and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years w.e.f June, 2020 upto June, 2025 on the Board of the Company."

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and Schedule IV and all other applicable provisions, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Meera Shankar (DIN: 06374957) who was appointed as an Independent Director and who holds office of Independent Director upto June, 2020 and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years w.e.f June, 2020 upto June, 2025 on the Board of the Company."

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

   "RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (the "Companies Act"), the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or restated (the "ICDR Regulations"), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended or restated, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000, as amended or restated, and subject to all other applicable laws, statutes, rules, circulars, notifications, regulations and guidelines of the Government of India, the Securities and Exchange Board of India (the "SEBI"), the Reserve Bank of India (the "RBI"), the relevant stock exchanges where the equity shares of the Company are listed (the "Stock Exchanges") and all other appropriate statutory and regulatory authorities, as may be applicable or relevant, whether in India or overseas (hereinafter collectively referred to as the "Appropriate Authorities"), the enabling provisions of the Memorandum and Articles of Association of the Company, as amended, and the listing agreements entered into by the Company with the Stock Exchanges and subject to requisite approvals, consents, permissions and sanctions, if any, of the Appropriate Authorities and subject to such conditions and modifications as may be prescribed by any of them in granting any such approvals, consents, permissions, and sanctions (hereinafter referred as the "Requisite Approvals") which may be agreed to by the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any committee constituted or to be constituted by the Board to exercise its powers including the powers conferred by this resolution, or any person(s) authorised by the Board or its committee for such purposes), consent of the Company be and is hereby accorded to the Board in its absolute discretion, to create, offer, issue and allot, from time to time in either one or more international offerings, in one or more foreign markets, in one or more tranches and/or in the course of one or more domestic offering(s) in India, such number of equity shares and/or any securities linked to, convertible into or exchangeable for equity shares including without limitation through Global Depository Receipts ("GDRs") and/or American Depository Receipts ("ADRs") and/or convertible preference shares and/or convertible debentures (compulsorily and/or optionally, fully and/or partly) and/or Commercial Papers and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants with equity shares of the Company at a later date simultaneously with the issue of non-convertible debentures and/or Foreign Currency Convertible Bonds ("FCCBs") and/or Foreign Currency Exchangeable Bonds ("FCEBs") and/or any other combination of permitted fully and/or partly paid securities/ instruments/ warrants, convertible into or exchangeable for equity shares at the option of the Company and/or holder(s) of the security(ies) and/or securities linked to equity shares (hereinafter collectively referred to as "Securities"), in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad whether rupee denominated or denominated in foreign currency, to such investors who are eligible to acquire such Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, through public issue(s), rights issue(s), preferential issue(s), private placement(s) and / or qualified institutional placement in terms of Chapter VIII of the SEBI (ICDR) Regulations or any combinations thereof, through any prospectus, offer document, offer letter, offer circular, placement document or otherwise, at such time or times and at such price or prices subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, at a discount or premium to market price or prices in such manner and on such terms and conditions including as regards security, rate of interest, etc., as may be deemed appropriate by the Board in its absolute discretion, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, for an aggregate amount, not exceeding ₹ 5,000 Crores (Rupees Five Thousand Crores Only) or foreign currency equivalent thereof, at such premium as may from time to time be decided by the Board and the Board shall have the discretion to determine the categories of eligible investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and all other relevant factors and where necessary in consultation with advisor(s), lead manager(s), and underwriter(s) appointed by the Company.

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

RESOLVED FURTHER THAT in case of any offering of Securities, including without limitation any GDRs/ADRs/FCCBs/FCEBs/other securities convertible into equity shares, consent of the shareholders be and is hereby given to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/offering in respect of such Securities and such equity shares shall rank pari passu with the existing equity shares of the Company in all

NOTICE (Contd.)

respects, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or offer letter and/or offering circular and /or listing particulars.

RESOLVED FURTHER THAT the Board be and is hereby authorised to engage, appoint and to enter into and execute all such agreement(s)/ arrangement(s)/ MoUs/ placement agreement(s)/ underwriting agreement(s)/ deposit agreement(s)/ trust deed(s)/ subscription agreement/ payment and conversion agency agreement/ any other agreements or documents with any consultants, lead manager(s), co-lead manager(s), manager(s), advisor(s), underwriter(s), guarantor(s), depository(ies), custodian(s), registrar(s), agent(s) for service of process, authorised representatives, legal advisors / counsels, trustee(s), banker(s), merchant banker(s) and all such advisor(s), professional(s), intermediaries and agencies as may be required or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees and such other expenses as it deems fit, listing of Securities in one or more Indian/ International Stock Exchanges, authorizing any director(s) or any officer(s) of the Company, severally, to sign for and on behalf of the Company offer document(s), arrangement(s), application(s), authority letter(s), or any other related paper(s)/documents(s), give any undertaking(s), affidavit(s), certification(s), declaration(s) including without limitation the authority to amend or modify such document(s).

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

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

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

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

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

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

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

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

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

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

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

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

   "RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges, consent of the members be and is hereby accorded for ratification / approval of material related party transactions entered into by the Company with related party as set out in the explanatory statement annexed to the notice convening this meeting.

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

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

   "**RESOLVED THAT** pursuant to the provisions of Section 14 and any other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the applicable rules framed there under, and subject to the approvals, permissions and sanctions from appropriate authority, if any, the Articles of Association of the Company be and are hereby altered in the manner set out herein below:

   The definition of "Securities" under the title "PRELIMINARY AND INTERPRETATION", as appearing in the existing Article No. 1 [2] (b), be replaced with the following:

"1. [2] (b) "Securities" means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act 1956 and includes perpetual securities, perpetual debt or perpetual bonds containing the terms in the agreement for its issuance which satisfies the conditions of the applicable IND AS for treating the same as a part of the equity and net worth of the company.

RESOLVED FURTHER THAT approval of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

Date: 28th May, 2019.
Place: Ahmedabad

Registered Office:
"Adani House",
Near Mithakhali Six Roads,
Navrangpura, Ahmedabad - 380 009
Gujarat, India.
CIN: L40300GJ2013PLC077803

For and on behalf of the Board

Jaladhi Shukla
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER.**
   A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. **THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
4. The Register of members and share transfer books of the Company will remain closed from Thursday, 1st August, 2019 to Thursday, 8th August, 2019 (both days inclusive) for the purpose of Annual General Meeting.
5. Shareholders seeking any information with regard to accounts are requested to write to the Company atleast 10 days before the meeting so as to enable the management to keep the information ready.
6. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between 11.00 a.m. to 1.00 p.m. prior to date of Annual General Meeting.
7. Members are requested to bring their copy of Annual Report at the meeting
8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.

NOTICE (Contd.)

10. The route map showing directions to reach the venue of the sixth AGM is annexed.

11. Process and manner for members opting for voting through Electronic means:

    i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of Central Depository Services (India) Limited ("remote e-voting").

    ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Wednesday, 31st July, 2019, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

    iii. A person who has acquired the shares and has become a member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. Wednesday, 31st July, 2019, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.

    iv. The remote e-voting will commence on Sunday, 4th August, 2019 at 9.00 a.m. and will end on Wednesday, 7th August, 2019 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Wednesday, 31st July, 2019, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

    v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

    vi. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.

    vii. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Wednesday, 31st July, 2019.

    viii. The Company has appointed CS Chirag Shah, Practising Company Secretary (Membership No. FCS: 5545; CP No: 3498), to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.

    ix. The procedure and instructions for remote e-voting are, as follows:

Step 1	:	Open your web browser during the voting period and log on to the e-voting website: www.evotingindia.com.
Step 2	:	Now click on "Shareholders" to cast your votes.
Step 3	:	Now, fill up the following details in the appropriate boxes: User-ID a. For CDSL: 16 digits beneficiary ID b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID c. Members holding shares in physical form should enter the Folio Number registered with the Company.
Step 4	:	Next, enter the Image Verification as displayed and Click on Login.
Step 5	:	If you are holding shares in demat form and had logged on to then your existing password is to be used.

	If you are a first time user follow the steps given below:	
	For members holding shares in demat form and physical form:	
	PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
	Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in Step 3.

Step 6	:	After entering these details appropriately, click on "SUBMIT" tab.
Step 7	:	Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
Step 8	:	For members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
Step 9	:	Click on EVSN of the Company.
Step 10	:	On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution..
Step 11	:	Click on the resolution file link if you wish to view the entire Notice.
Step 12	:	After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
Step 13	:	You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
Step 14	:	Instructions for Non – Individual Members and Custodians: - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates. - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. - After receiving the login details, user would be able to link the account(s) for which they wish to vote on. - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

NOTICE (Contd.)

Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

x. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.adanitransmission.com and on the website of CDSL i.e. www.cdslindia.com within three days of the passing of the Resolutions at the 6th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

xi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details:

Company	:	Adani Transmission Limited Regd. Office: "Adani House ", Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad-380 009, Gujarat, India CIN: L40300GJ2013PLC077803 E-mail ID: jaladhi.shukla@adani.com
Registrar and Transfer Agent	:	M/s. Link Intime India Private Limited 5th Floor, 506-508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre, Off C. G. Road, Navrangpura, Ahmedabad – 380 009. Tel: +91-79-26465179 Fax: +91-79-26465179 E-mail: ahmedabad@linkintime.co.in
e-Voting Agency	:	Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com Phone: 022- 22723333 / 8588
Scrutinizer	:	CS Chirag Shah Practising Company Secretary E-mail ID: pcschirag@gmail.com

NOTICE (Contd.)

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

For Item Nos. 3, 4 & 5:

Pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, Dr. Ravindra H. Dholakia, Mr. K. Jairaj and Mrs. Meera Shankar were appointed as Independent Directors of the Company to hold office upto August, 2019, June 2020 and June, 2020 respectively.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors has recommended the re-appointment(s) of Dr. Ravindra H. Dholakia, Mr. K. Jairaj and Mrs. Meera Shankar as Independent Director(s) of the Company for a second term of 5 (five) consecutive years w.e.f. August, 2019, June 2020 and June, 2020 respectively.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of Nomination and Remuneration Committee considers that given the background and experience and contributions made by Dr. Ravindra H. Dholakia, Mr. K. Jairaj and Mrs. Meera Shankar during their tenure, the continued association of Dr. Ravindra H. Dholakia, Mr. K. Jairaj and Mrs. Meera Shankar would be beneficial to the Company and it is desirable to continue to avail their services as Independent Director(s).

Accordingly, it is proposed to re-appoint Dr. Ravindra H. Dholakia, Mr. K. Jairaj and Mrs. Meera Shankar as Independent Director(s) of the Company not liable to retire by rotation and to hold office for a second term of 5 (five) years on the Board of the Company.

Section 149 of the Act prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides further that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Dr. Ravindra H. Dholakia, Mr. K. Jairaj and Mrs. Meera Shankar are not disqualified from being appointed as Director(s) in terms of Section 164 of the Act and have given their consent to act as Director(s).

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidatures of Dr. Ravindra H. Dholakia, Mr. K. Jairaj and Mrs. Meera Shankar for the office of Independent Director(s) of the Company.

The Company has also received declaration from each Directors that they meet the criteria of Independence as prescribed under Section 149(6) of the Act.

In the opinion of the Board, Dr. Ravindra H. Dholakia, Mr. K. Jairaj and Mrs. Meera Shankar fulfils the conditions for appointment as Independent Director(s) as specified in the Act.

Copies of the draft letter for appointment(s) of Dr. Ravindra H. Dholakia, Mr. K. Jairaj and Mrs. Meera Shankar as Independent Director(s) setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company

Accordingly, the Board recommends the Special Resolution(s) in relation to eligibility and re-appointment of Dr. H. Dholakia, Mr. K. Jairaj and Mrs. Meera Ravindra Shankar as Independent Director(s) for a second term of 5 (five) consecutive years upto August, 2024, June, 2025 and June, 2025 respectively, for approval by the shareholders of the Company.

Except Dr. Ravindra H. Dholakia, Mr. K. Jairaj and Mrs. Meera Shankar being appointee(s), none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution(s) set out at the accompanying Notice of the AGM.

Dr. Ravindra H. Dholakia, Mr. K. Jairaj and Mrs. Meera Shankar are not related to any of the Director(s) of the Company.

Brief profile(s) of Dr. Ravindra H. Dholakia, Mr. K. Jairaj and Mrs. Meera Shankar and other requisite details are annexed herewith and this Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

For Item No. 6:

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

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

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

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

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

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

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

For Item No. 7:

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with rules made thereunder and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), consent of members by way of an ordinary resolution is required for ratification/ approval of material related party transactions entered into by the Company with related party.

The Company has entered into the following material related party transaction(s) with the related party during the year under review:

(₹ in Crores)

Name of the Related Party	Nature of Relationship	Nature of transaction	Outstanding as at 31.03.2019
Adani Infra (India) Ltd.	Significant influence by KMP	Financial transactions	3,457.30

Note - Adani Electricity Mumbai Limited's (AEML) Business is in the Gateway city/Financial Capital of India and said "Electricity Distribution asset backed by Dedicated Generation connected with dedicated with 220 KV Transmission Lines" is considered as a marquee asset for the Company's entry into retail electricity distribution business. To support this acquisition for sustainable growth with proper Debt:Equity mix, the Promoter group which is already holding 74.92% in the company, had to be approached by management for urgent financial assistance in the manner that its recognised as an equity instrument for lenders to support with their corporate financing. Basis negotiations, the Promoters agreed to contribute significant sum of equity alike instrument, with reasonable equity returns on the amount and agreeing to deeply subordinate the sum provided, in the form of Perpetual Equity. Accordingly, the sum provided accrues 11.8% pa return on the same with mutually agreeable payment terms. The original sum contributed along with carrying costs can only be paid only against the equity sum to be mobilised by the company. Thus the amount received is from related party but it's a facilitation sum that the Company needed for marquee acquisition and is rather a huge support lent by Promoter.

NOTICE (Contd.)

As per the SEBI Listing Regulations, all related parties of the Company shall abstain from voting on the said resolution.

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

Mr. Gautam S. Adani and Mr. Rajesh S. Adani and their relatives are deemed to be concerned or interested in this resolution. None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

For Item No. 8

As per Provisions of Section 14 of the Companies act 2013, Alteration of Articles of Association of requires shareholders' approval by passing necessary resolution as a special resolution.

Currently, the definition of term Security as captured in the prevailing Articles of Association is as follows:

"1. [2] (b) "Securities" means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act 1956."

In order to have better flexibility with regard to fulfilling requirements of funds for various purposes in day to day operations or for capex funding requirements of the Company, it is proposed to include the Perpetual Instruments in the aforesaid definition. Perpetual Instruments are long term financing solutions having a pre-defined coupon rate with a very long term maturity period. Considering its long term maturity period, they are generally not considered as debt in networth computation and allows companies to have access of funds for a longer period without diluting the ownership rights of existing shareholders. Although, the current definition of Securities in the Articles of Association allows the issuance of such Securities indirectly as being inclusive in nature, to have a more explicit enablement as a matter of abundant caution, the current modification is being proposed by addition of perpetual securities, perpetual debt or perpetual bonds as a part of the said definition.

The alteration of Articles of Association of the Company needs approval of shareholders of the Company by way of a Special Resolution.

A copy of Articles of Association of the Company with the proposed alteration is available for inspection at the Registered Office of the Company at any working day during business hours.

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

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

Date: 28th May, 2019.
Place: Ahmedabad

For and on behalf of the Board

Jaladhi Shukla
Company Secretary

Registered Office:
"Adani House",
Near Mithakhali Six Roads,
Navrangpura, Ahmedabad - 380 009
Gujarat, India.
CIN: L40300GJ2013PLC077803

ANNEXURE TO NOTICE

Details of Directors seeking Appointment / Re-appointment

Name of Director	Age, Date of Birth (No. of Shares held)	Qualification	Nature of expertise in specific functional areas	Name of the companies in which he/she holds directorship as on 31st March, 2019	Name of committees in which he/she holds membership/ chairmanship as on 31st March, 2019
Mr. Gautam S. Adani (DIN: 00006273)	57 Years 24/06/1962 (1)#	S.Y. B. Com	Mr. Gautam Adani, the Chairman and Founder of the Adani Group, has more than 35 years of business experience. Under his leadership, Adani Group has emerged as a global integrated infrastructure player with interest across Resources, Logistics and Energy verticals. Mr. Adani's success story is extraordinary in many ways. His journey has been marked by his ambitious and entrepreneurial vision, coupled with great vigour and hard work. This has not only enabled the Group to achieve numerous milestones but also resulted in creation of a robust business model which is contributing towards building sound infrastructure in India.	" Adani Enterprises Limited^^ " Adani Power Limited ^^ " Adani Transmission Limited^^ " Adani Ports and Special Economic Zone Limited^^ " Adani Green Energy Limited^^ " Adani Gas Limited^^ " Adani Institute for Education and Research [Section 8 Company]	" Adani Enterprises Limited – Nomination & Remuneration Committee (Member) " Adani Gas Limited – Nomination & Remuneration Committee (Member) " Adani Power Limited – Nomination & Remuneration Committee (Member)
Dr. Ravindra H. Dholakia (DIN: 00069396)	66 Years 02/04/1953 (Nil)	M.A. with Distinction, M.S. University, Baroda (1975) (Economics and Econometrics); Ph.D. in Economics, M.S. University, Baroda (1978) (Regional Disparities in Economic Growth in India); Post-Doctoral Fellow, University of Toronto (1983-84) (Regional Economic Disparities in Canada)	Dr. Dholakia, a retired Professor of IIM, Ahmedabad, has more than 38 years of experience in regional economic development, economic analysis and policy, international economics and health economics. He holds a post-doctoral research fellowship from the University of Toronto and a PhD in Economics from M S University, Baroda. Earlier, he has served as a consultant to State and Central Governments, private sector institutions and international organizations such as WHO, UNICEF, ADB and World Bank. He has also been a member of various committees appointed by the Government and has more than 140 research papers and 22 books to his credit.	" Adani Transmission Limited^^ " Gujarat State Petroleum Corporation Ltd.	" Adani Transmission Limited - Audit Committee (Member) " Gujarat State Petroleum Corporation Ltd. - Audit Committee (Member)

ANNEXURE TO NOTICE

Details of Directors seeking Appointment / Re-appointment

Name of Director	Age, Date of Birth (No. of Shares held)	Qualification	Nature of expertise in specific functional areas	Name of the companies in which he/she holds directorship as on 31st March, 2019	Name of committees in which he/she holds membership/ chairmanship as on 31st March, 2019
Mr. K. Jairaj (DIN: 01875126)	64 Years 25/05/1952 (Nil)	Graduate in the field of Economics, Public Policy & Management, Retired IAS	Mr. K. Jairaj is from the 1976 Batch of Indian Administrative Service Karnataka Cadre. He Graduated in Economics from the prestigious Central College Bangalore University obtained Distinction in M.A. (Economics) from the Delhi School of Economics. He did his Masters in Public Administration and Public affairs from Princeton University and Harvard University. During his distinguished career of 36 years with the Indian Administrative Service, he has held very prestigious and key appointments. Mr. Jairaj was Principal Secretary to the Chief Minister of Karnataka and served as Energy Secretary, Government of Karnataka and piloted key reforms in this sector. He was the founder MD of BIAL which set up the Greenfield Bangalore International Airport. Mr Jairaj has served as President, All India Management Association, Delhi and on the boards of IIM, Bangalore and Kashipur. Other notable assignments include: BESCOM, Managing Director, Bangalore International Airport Ltd; Managing Director, Karnataka Power Corporation Ltd; Managing Director, Karnataka State Road Transport Corporation; Commissioner, Bangalore City Corporation for two terms; Commissioner for Commercial Taxes and Principal Secretary to the Chief Minister. He has been conferred with a number of awards and citations during his distinguished service. He is associated with several educational and not-for-profit institutions.	" CESC Limited^^ " CESC Ventures Ltd. " Adani Transmission Ltd. ^^ " Sembcorp Energy India Ltd. " Neo Foods Pvt. Ltd. " Maharashtra Eastern Grid Power Transmission Co. Ltd. " Adani Transmission (India) Ltd. " Adani Electricity Mumbai Ltd.	" Adani Transmission Limited - Audit Committee (Chairman) - Nomination & Remuneration Committee (Chairman) - Stakeholders' Relationship Committee (Chairman) - Corporate Social Responsibility & Sustainability Committee (Member) " Sembcorp Energy India Ltd. - Audit Committee (Member) - Nomination & Remuneration Committee (Member) - Stakeholders' Relationship Committee (Chairman) - Corporate Social Responsibility Committee (Member)

Name of Director	Age, Date of Birth (No. of Shares held)	Qualification	Nature of expertise in specific functional areas	Name of the companies in which he/she holds directorship as on 31st March, 2019	Name of committees in which he/she holds membership/ chairmanship as on 31st March, 2019
Mrs. Meera Shankar (DIN: 06374957)	68 Years 09/10/1950 (Nil)	A Post Graduate in English Literature; Retired IFS	Mrs. Meera Shankar joined the Indian Foreign Service in 1973 and had an illustrious career spanning 38 years. She served in the Prime Minister's Office for six years, from 1985 to 1991 working on foreign policy and security matters. Thereafter, she led the Commercial Wing in the Indian Embassy in Washington as Minister (Commerce) till 1995. She returned as Director General of the Indian Council of Cultural Relations overseeing India's cultural diplomacy. She has had extensive experience in South Asia having worked on Bangladesh, Sri Lanka and Maldives as Under Secretary and Deputy Secretary in the Ministry of External Affairs. Later, as Joint Secretary she headed divisions dealing with neighbours, Nepal and Bhutan, and the South Asian Association of Regional Cooperation (SAARC). As Additional Secretary, she handled the UN and international security issues. She served as Ambassador of India to Germany from 2005 to 2009 and then to the United States from 2009 to 2011.	" ITC Limited^^ " Pidilite Industries Limited ^^ " Hexaware Technologies Ltd. ^^ " Adani Transmission Ltd. ^^	" Adani Transmission Limited " - Audit Committee (Member) " Hexaware Technologies Ltd. " - Audit Committee (Member)

#Individual Capacity
^^Listed Companies.

For, other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the Corporate Governance Report.

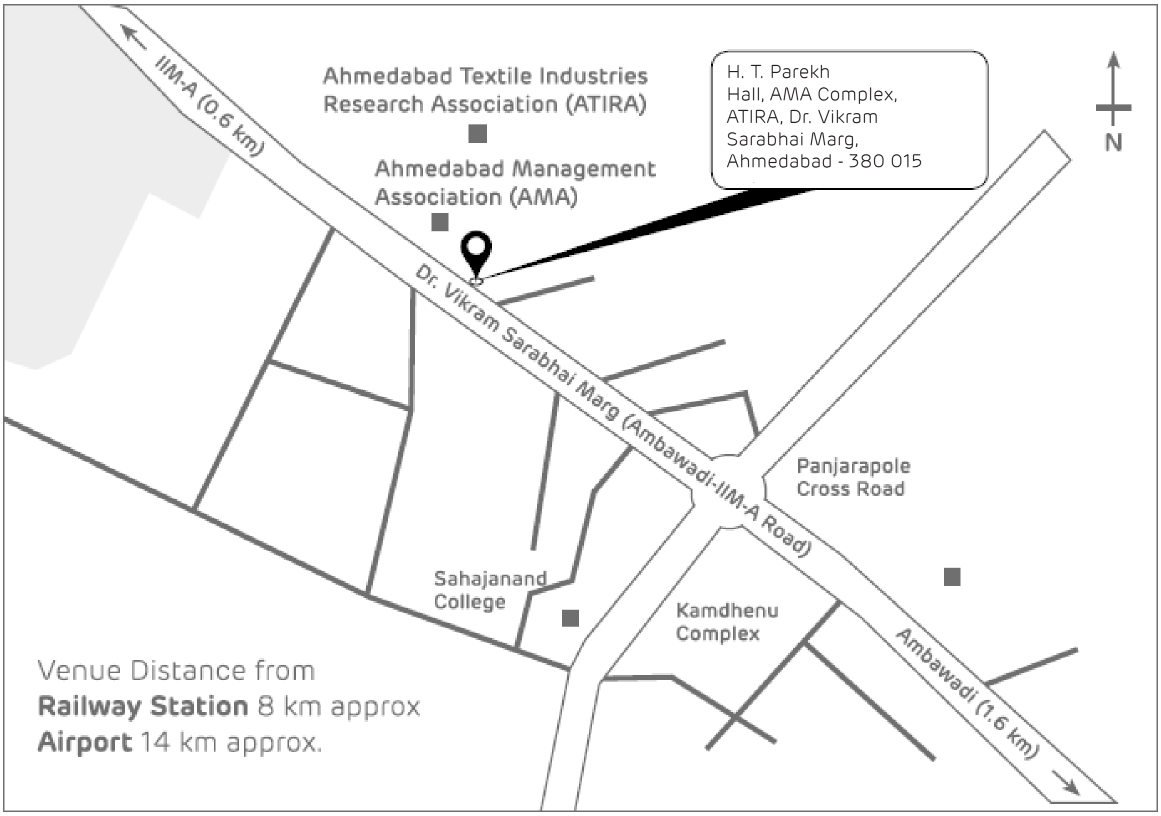
IMPORTANT COMMUNICATION TO MEMBERS

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

Route map to the venue of the 6^{th} AGM to be held on Thursday, 8^{th} August, 2019

Venue: H. T. Parekh Hall, AMA Complex,
ATIRA, Dr. Vikram Sarabhai Marg,
Ahmedabad - 380 015

Landmark: Opposite Indian Institute of Management, Ahmedabad



adani
Transmission

Adani Transmission Limited
Regd. Office: "Adani House" Nr. Mithakhali Six Roads,
Navrangpura, Ahmedabad-380 009, Gujarat, India
Email: info@adani.com
Website : www.adanitransmission.com
CIN: L40300GJ2013PLC077803

Form No. MGT-11

Proxy Form

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

CIN	:	L40300GJ2013PLC077803
Name of the Company	:	Adani Transmission Limited
Registered office	:	"Adani House" Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009, Gujarat, India

Name of the member(s)	:	
Registered Address	:	
Email ID	:	
Folio No/Client ID	:	
DP ID	:	

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

1. Name:____
   Address:____
   E-mail ID:____
   Signature:____, or failing him
2. Name:____
   Address:____
   E-mail ID:____
   Signature:____, or failing him
3. Name:____
   Address:____
   E-mail ID:____
   Signature:____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 6th Annual General Meeting of the Company, to be held on Thursday, the 8th day of August, 2019 at 10:30 a.m. at H. T. Parekh Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015 Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. Adoption of audited financial statements (including consolidated financial statements) for the financial year ended 31st March, 2019 (Ordinary Resolution).

2. Re-appointment of Mr. Gautam S. Adani (DIN: 00006273), as a Director of the Company who retires by rotation (Ordinary Resolution).

Special Business:

3. Re-appointment of Dr. Ravindra H. Dholakia (DIN: 0006936) as an Independent Director (Special Resolution).

4. Re-appointment of Mr. K. Jairaj (DIN: 01875126) as an Independent Director (Special Resolution).

5. Re-appointment of Mrs. Meera Shankar (DIN: 06374957) as an Independent Director (Special Resolution).

6. Approval of offer or invitation to subscribe to Securities for an amount not exceeding ₹ 5,000 Crores (Special Resolution).

7. Approval/ ratification of material related party transactions entered into by the Company during the financial year ended 31st March, 2019 as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Ordinary Resolution).

8. Alteration of Articles of Association of the Company. (Special Resolution)

Signed this................. day of........................ 2019.

Signature of Shareholder: ______________

Signature of Proxy holder(s): _______________

Affix ₹ 1
Revenue
Stamp

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

Adani Transmission Limited
Regd. Office: "Adani House" Nr. Mithakhali Six Roads,
Navrangpura, Ahmedabad-380 009, Gujarat, India
Email: info@adani.com
Website : www.adanitransmission.com
CIN: L40300GJ2013PLC077803

Attendance Slip

Full name of the member attending____

Full name of the joint-holder____
(To be filled in if first named Joint – holder does not attend meeting)

Name of Proxy____

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

I hereby record my presence at the 6th Annual General Meeting held at H. T. Parekh Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015 on Thursday, 8th August, 2019 at 10:30 a.m.

Folio No ____________________ DP ID * ____________________ Client ID* ____________________

*Applicable for members holding shares in electronic form.

No. of Share(s) held ____________________

____
Member's / Proxy's Signature

Notes

adani
Transmission

Adani Transmission Limited
Adani House, Nr. Mithakhali Six Roads,
Navrangpura, Ahmedabad - 380009,
Gujarat

P: +91 79 2656 5555
F: +91 79 2656 5500

www.adanitransmission.com

Follow us on: /AdaniOnline