

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

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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

For and on behalf of the Board

Registered Office:
"Adani House",
Near Mithakhali Six Roads,
Navrangpura, Ahmedabad - 380 009
Gujarat, India.
CIN: L40300GJ2013PLC077803

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.

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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:
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| 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.
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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 5 th 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

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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

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

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 31 st March, 2019	Name of committees in which he/she holds membership/ chairmanship as on 31 st 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.	<ul style="list-style-type: none"> * 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] 	<ul style="list-style-type: none"> * 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 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.	<ul style="list-style-type: none"> * Adani Transmission Limited^^ * Gujarat State Petroleum Corporation Ltd. 	<ul style="list-style-type: none"> * 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 31 st March, 2019	Name of committees in which he/she holds membership/ chairmanship as on 31 st 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: BESCO, 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.	<ul style="list-style-type: none"> ▪ 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. 	<ul style="list-style-type: none"> ▪ 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 31 st March, 2019	Name of committees in which he/she holds membership/ chairmanship as on 31 st 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.	<ul style="list-style-type: none"> * ITC Limited ^^ * Pidilite Industries Limited ^^ * Hexaware Technologies Ltd. ^^ * Adani Transmission Ltd. ^^ 	<ul style="list-style-type: none"> * 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.

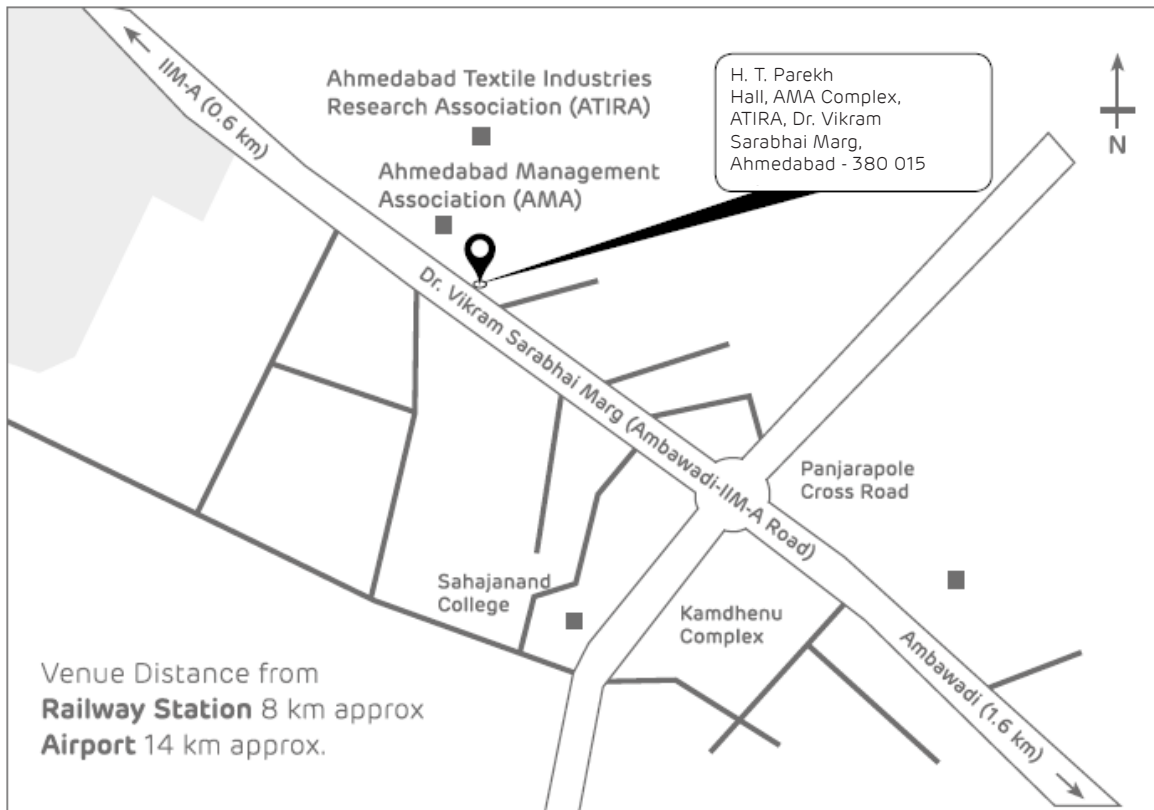
IMPORTANT COMMUNICATION TO MEMBERS

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 6th AGM to be held on Thursday, 8th 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 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:

- Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him
- Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him
- 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

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