

5<sup>th</sup> July, 2022

**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 / Madam,

**Sub: Notice of the 9<sup>th</sup> Annual General Meeting along with Integrated Annual Report of the Company for the Financial Year 2021-22.**

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This is to inform that the **9<sup>th</sup> Annual General Meeting ("AGM")** of the Company will be held on **Wednesday, 27<sup>th</sup> July, 2022 at 11.00 a.m.** through Video Conferencing / Other Audio Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are submitting herewith the Integrated Annual Report of the Company along with the Notice of AGM for the financial year 2021-22 which is being sent through electronic mode to the Members.

The Integrated Annual Report containing the Notice is also uploaded on the Company's website and can be accessed at [www.adanitransmission.com](http://www.adanitransmission.com).

We would further like to inform that the Company has fixed **Wednesday, 20<sup>th</sup> July, 2022** as the **cut-off date** for ascertaining the names of the members holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.

You are requested to take the same on your records.

Thanking you,

Yours faithfully,  
For **Adani Transmission Limited**



**Jaladhi Shukla**  
**Company Secretary**

Encl: As above.

# NOTICE

NOTICE is hereby given that the 9<sup>th</sup> Annual General Meeting ("AGM") of Adani Transmission Limited ("the Company") will be held on Wednesday, 27<sup>th</sup> July, 2022 at 11.00 a.m. through Video Conferencing / Other Audio Visual Means to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S.G. Highway, Khodiyar, Ahmedabad – 382 421, Gujarat.

## ORDINARY BUSINESS

1. To receive, consider and adopt the –
  - a. audited financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2022 together with the Reports of the Board of Directors and Auditors thereon; and
  - b. audited consolidated financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2022 together with the report of 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.

**Explanation:** Based on the terms of appointment, the Executive Directors and the Non-Executive Directors (other than Independent Directors) are subject to retirement by rotation. Mr. Gautam S. Adani, who has been a Director (Category – Executive) since 17<sup>th</sup> June, 2015 and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment.

Therefore, the Members are requested to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Gautam S. Adani (DIN: 00006273), who retires by rotation, be and is hereby re-appointed as a Director."

## SPECIAL BUSINESS

3. To consider, and, if thought fit, approve the appointment of Mrs. Lisa Caroline MacCallum (DIN: 09064230) as an Independent Director (Non-Executive) of the Company to hold office

for first a term of consecutive three years upto 30<sup>th</sup> November, 2024 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Lisa Caroline MacCallum (DIN: 09064230), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting 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 appointed as an Independent Director (Non-Executive) of the Company to hold office for a first term of consecutive three years upto 30<sup>th</sup> November, 2024."

4. To consider, and, if thought fit, approve the material related party transactions entered into by the Company during the financial year 2021-22 and 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 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 executed with the Stock Exchanges, consent of the Members be and is hereby accorded for ratification / approval of material related party transaction(s) entered by the Company with **Adani Infra (India) Limited**, an entity under common control with the Company, during the financial year 2021-22, as per the details set out in the Explanatory Statement annexed to the notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

5. To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during the financial year 2022-23 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Adani Enterprises Limited**, a related party of the Company, during the financial year 2022-23 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard"

6. To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during the financial year 2022-23 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and

in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Adani Infra (India) Limited**, a related party of the Company, during the financial year 2022-23 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard"

7. To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during the financial year 2022-23 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent

transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Adani Properties Private Limited**, a related party of the Company, during the financial year 2022-23 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to execute all

such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard"

Date: 5<sup>th</sup> May, 2022 For and on behalf of the Board  
Place: Ahmedabad **Adani Transmission Limited**

**Registered Office:** **Jaladhi Shukla**  
Adani Corporate House, Company Secretary  
Shantigram, Membership No. FCS 5606  
Nr. Vaishno Devi Circle,  
S. G. Highway, Khodiyar,  
Ahmedabad – 382 421  
CIN : L40300GJ2013PLC077803

## NOTES:

- The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 and Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 and Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated 5<sup>th</sup> May 2022 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13<sup>th</sup> May, 2022 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the 9<sup>th</sup> Annual General Meeting ("AGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 18 and available at the Company's website [www.adanitransmission.com](http://www.adanitransmission.com).
- The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM is 022-23058542/43.
- Information regarding appointment/reappointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 ("the Act") and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is annexed hereto.
- Pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- In line with the aforesaid Ministry of Corporate Affairs Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.adanitransmission.com](http://www.adanitransmission.com). The AGM Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com)
- The Register of members and share transfer books of the Company will remain closed from Wednesday, 20<sup>th</sup> July, 2022 to Wednesday, 27<sup>th</sup> July, 2022 (both days inclusive) for the purpose of AGM.
- Members seeking any information with regard to accounts are requested to write to the Company atleast 10 days before the AGM so as to enable the management to keep the information ready.

9. 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.
10. In terms of Section 72 of the Act, nomination facility is available to individual shareholders holding shares in the physical form. The Members who are desirous of availing this facility, may kindly write to Company's R&T Agent for nomination form by quoting their folio number.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice will be available for inspection in electronic mode.
12. The Members can join the AGM through the VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the AGM Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

13. Process and manner for members opting for voting through Electronic means:

- i. Pursuant to 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 SEBI Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021 14<sup>th</sup> December, 2021 and 5<sup>th</sup> May 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.
- 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, 20<sup>th</sup> July, 2022, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of 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 after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. Wednesday, 20<sup>th</sup> July, 2022, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on Saturday, 23<sup>rd</sup> July, 2022 at 9.00 a.m. and will end on Tuesday, 26<sup>th</sup> July, 2022 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, 20<sup>th</sup> July, 2022 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 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, 20<sup>th</sup> July, 2022.
- vii. 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 e-voting system on the date of the AGM, in a fair and transparent manner.

**14. Process for those shareholders whose email ids are not registered:**

- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to jaladhi.shukla@adani.com.
- b) For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to jaladhi.shukla@adani.com.

**15. THE INSTRUCTIONS FOR SHAREHOLDRES FOR REMOTE VOTING ARE AS UNDER:**

(i) The voting period begins on Saturday, 23<sup>rd</sup> July, 2022 at 9.00 a.m. and ends on Tuesday, 26<sup>th</sup> July, 2022 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 20<sup>th</sup> July, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on Shareholders.
3. Now Enter your 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 Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

**For Physical shareholders and other than individual shareholders holding shares in Demat.**

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number 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 instruction (v).



- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of the Company – ADANI TRANSMISSION LIMITED on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(xviii) Note for Non – Individual Shareholders and Custodians**

- ▶ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
- ▶ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance 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](mailto: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.
- ▶ Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- ▶ If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.
- ▶ All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**16. The instructions for shareholders attending the AGM through VC/OAVM & e-voting during meeting are as under:-**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
3. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
4. If any Votes are cast by the Members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
5. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
17. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.adanitransmission.com](http://www.adanitransmission.com) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com) within two days of the passing of the Resolutions at the 9<sup>th</sup> Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

**18. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. For ease of conduct, members who would like to ask questions may send their questions in advance atleast (7) days before AGM mentioning their name, demat account number / folio number, email id, mobile number at [jaladhi.shukla@adani.com](mailto:jaladhi.shukla@adani.com) and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

**Contact Details:**

<b>Company</b>	:	Mr. Jaladhi Shukla Company Secretary and Compliance Officer Adani Transmission Limited Regd. Office: " Adani Corporate House", Shantigram, Nr. Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382 421, Gujarat, India CIN: L40300GJ2013PLC077803   E-mail: <a href="mailto:jaladhi.shukla@adani.com">jaladhi.shukla@adani.com</a>
<b>Registrar and Transfer Agent</b>	:	M/s. Link Intime India Private Limited 5 <sup>th</sup> 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: <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a>
<b>e-Voting Agency</b>	:	Central Depository Services (India) Limited E-mail: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Phone: 022- 22723333 / 8588
<b>Scrutinizer</b>	:	CS Chirag Shah Practising Company Secretary E-mail: <a href="mailto:pcschirag@gmail.com">pcschirag@gmail.com</a>

## 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 No.3:

The Board of Directors vide a circular resolution dated 30<sup>th</sup> November, 2021 appointed Mrs. Lisa Caroline MacCallum (DIN: 09064230) as an Additional Director (Non-Executive & Independent) of the Company. According to the provisions of Section 161 of the Act, she holds office as Additional Director only up to the date of this Annual General Meeting (AGM). As required under Section 160 of the Act, a notice has been received from a Member signifying its intention to propose the appointment of Mrs. Lisa Caroline MacCallum as a Director.

Mrs. Lisa Caroline MacCallum began her professional life in Accounting, Finance and Consulting with KPMG in Australia and the USA. She enjoyed a long career at NIKE Inc (2001-2014) based in the USA, serving on the executive leadership team in commercial and brand strategy roles and as Vice President of NIKE's Corporate Philanthropy and Global Community Investments. Prior to joining NIKE, Mrs. Lisa co-founded a Tokyo-based multi-media and executive education company, Business Breakthrough, Inc. She currently serves as an ESG Advisory Board member of KAO Corporation Japan and is an independent non-executive Director of Bond University Australia Limited and Seattle based employee experience company Limeade Limited.

Mrs. Lisa has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and the SEBI Listing Regulations, as applicable. In the opinion of the Board, she fulfils the conditions specified in the Act read with the rules made thereunder for appointment as an Independent Director and she is independent of the management.

Mrs. Lisa is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Lisa as an Independent Director is now being placed before the Members for their approval.

The terms and conditions for appointment of Mrs. Lisa as an Independent Director of the Company shall be open for inspection by the Members at the Registered

Office of the Company during normal business hours on any working day.

Brief resume and other details of Mrs. Lisa Caroline MacCallum are provided in the annexure to this Notice pursuant to the provision of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 3 of this Notice, for approval by the Members of the Company.

Mrs. Lisa is deemed to be interested in the said resolution as it relates to her appointment.

None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the resolution, as set out in the Item No. 3 of this Notice.

#### For Item No. 4:

Pursuant to the provisions of Section 188 of the Act read with rules made thereunder and in terms of applicable provisions of the SEBI Listing Regulations, applicable as on 31<sup>st</sup> March, 2022, consent of members by way of an ordinary resolution is required for ratification / approval of material related party transactions entered into by a listed Company with related party, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction was considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity.

In financial year 2021-22, the related party transactions as mentioned below, in the aggregate, have crossed the applicable materiality threshold as mentioned above. Accordingly, as per the SEBI Listing Regulations, approval of the Members is being sought for ratification of all such arrangements / transactions undertaken by the Company, with the related party mentioned below. The transactions were in the ordinary course of business of the Company and on an arm's length basis.

(₹ in Crores)

Name of the Related Party	Nature of Relationship	Nature of transaction	Aggregate Transaction Value for the year ended March 31, 2022
Adani Infra (India) Ltd.	Entity under common control	Financial transactions & Distribution on Unsecured Perpetual Equity Instruments.	2,826.88

### Background, details and benefits of the transaction

#### i. With Distribution on Unsecured Perpetual Equity Instrument: (₹ 226.30 Crore)

During the Financial Years 2017-18 & 2018-19, the Company had raised funds from Adani Infra (India) Limited (AIIIL) in form of Unsecured Perpetual Equity Instruments (the "Instruments") issued by the Company, which were repayable at the option of the Company. The amount raised was used to support the acquisition of Adani Electricity Mumbai Limited's (AEML) business which is in the Gateway city/Financial Capital of India and is considered as a marquee asset for the Company's entry into retail electricity distribution business.

The distribution on part of these Instruments, i.e. ₹ 226.30 Crore is compounded annually.

#### ii. Financial transactions in nature of group support: (₹ 2,600.58 Crore)

This amount represents the financial assistance (on a gross basis) secured by the Company from Adani Infra (India) Limited (AIIIL), to fulfil the Company's objective to achieve 30,000 ckm transmission assets and create distribution network of 4.5 MVA per customer by 2026, through prioritizing efficient project development, operations and capital management, in an organic and/or inorganic manner, without compromising its financials and risk appetite. For achieving its expansion goals, the Company participates in various bids/tenders for setting up of transmission projects through its Special Purpose Vehicles (SPVs), which are generally wholly owned subsidiaries of the Company. The Company supports these SPVs to meet equity requirement of the under-construction projects till the said projects stabilise their operation and generate revenue. During FY 2021-22, the Company took financial assistance from AIIIL to carry out financial closures of SPVs within shortest time spans and on flexible repayment terms, which will enable the SPVs to ramp-up the operations which, in turn, will benefit the Company in its growth strategy.

The average rate of borrowing for the Company was ~9.2% p.a. In turn, the Company provided required financial assistance to its SPVs at an interest rate which was nominally higher than its average rate of borrowing. In some cases, the lenders of the financial facility to the SPVs provided for a condition related to maximum rate of interest on the unsecured loan being given by the Company to SPVs, and in these cases, the rate of interest was kept in line with the sanctioned conditions.

The said related party transactions were reviewed and approved by the Audit Committee of the Company.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 4 of this Notice, for approval by the Members of the Company.

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, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution, as set out in Item no. 4 of this Notice.

#### For Item Nos. 5, 6 & 7:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. Further, in accordance with the said regulation, a related party transaction that has been approved by the audit committee prior to April 1, 2022 which continues beyond such date and becomes material as per the revised materiality threshold shall be placed before the shareholders in the first General Meeting held after April 1, 2022.

In the financial year 2022-23, the Company, along with its subsidiary(ies), propose to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company, either directly or along with its subsidiary(ies). All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on February 3, 2022, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 5, 6 & 7 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 22<sup>nd</sup> November 2021 is provided herein below:

**A. Resolution Item No. 5 : Particulars of material related party transactions to be entered by Adani Electricity Mumbai Limited, a subsidiary of the Company (AEML)**

Sr. Nr.	Particulars	Details
i.	Name of the Related Party	Adani Enterprises Limited (AEL)
ii.	Type of transaction	The transaction involves purchase of power, purchase of coal, rendering of service, receipt of service and other transactions for business purpose from/to AEL during FY 2022-23.
iii.	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).
iv.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	AEL is an entity under common control with the Company.
v.	Tenure of the proposed transaction	During the financial year 2022-23
vi.	Value of the proposed transaction	Not to exceed ₹ 2,500 crore.
vii.	Value of RPT as % of –	
	▶ Company's audited consolidated annual turnover of ₹ 11,258 Crores for the FY 22.	Approx. 22%.
	▶ Subsidiary's annual standalone turnover of ₹ 7,591 Crores for the FY 22.	Approx. 33%.
viii.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) Details of financial indebtedness Incurred	Not Applicable
	(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable

Sr. Nr.	Particulars	Details
	(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Not Applicable
ix.	Justification as to why the RPT is in the interest of the Company.	<p>AEML, a subsidiary of the Company, is an electricity distribution company providing electricity to ~ 3 million consumers in Mumbai and is instrumental in the Company's goal to emerge among the largest power distribution businesses in India's private sector across the following platforms: superior service, rich experience, proactive technology investments, operational excellence, prudent capital management programme and renewable energy.</p> <p>As part of the Company's business strategy, AEML propose to enter into the various transactions with AEL including purchasing of power/coal and rendering and availing of services forming part of business strategy. These transactions not only smoothen business operations for both the companies, but also ensures consistent flow of desired quality and quantity of power to the end consumers, without interruptions. The dealings between AEML and AEL also bring greater efficiency, synergies of centralization, cost reduction and operational simplification.</p> <p>All the transactions shall be in the ordinary course of business of the Company and on an arm's length basis.</p>
x.	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
xi.	Any other information relevant or important for the members to take a decision on the proposed transaction.	None

**B. Resolution Item No. 6 : Particulars of material related party transactions to be entered by the Company and/or its wholly owned subsidiaries with Adani Infra (India) Limited.**

Sr. Nr.	Particulars	Details
i.	Name of the Related Party	Adani Infra (India) Limited (AAIL)
ii.	Type of transaction	Repayment of Unsecured Perpetual Equity Instrument along with Distribution on Unsecured Perpetual Equity Instrument; providing/taking financial assistance in the form of revolving interest bearing inter corporate deposit(s)/loans, in one or more tranches.
iii.	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/extant market conditions and commercial terms as on the date of entering into the contract(s).
iv.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	AAIL is an entity under common control with the Company.
v.	Tenure of the proposed transaction	During the financial year 2022-23
vi.	Value of the proposed transaction	Up to ₹ 5,200 crore.

Sr. Nr.	Particulars	Details
vii.	Value of RPT as % of Company's audited consolidated annual turnover of ₹ 11,258 Crores for the FY 22.	Approx. 46%.
viii.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	The Company and/or its wholly owned subsidiaries propose to provide Inter Corporate Deposit(s) to AILL in multiple tranches from its internal accruals.
	(i) Details of financial indebtedness Incurred.	Not Applicable
	(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Repayment of Inter Corporate Deposit(s) will be over a period of three years from date of disbursement; however, the borrower will have the right to make pre-payment without any pre-payment penalty during the tenure of Inter Corporate Deposit(s)  Interest would be charged at appropriate market rate; however, the pricing may change in case of any movement in credit profile of AILL.  The Inter Corporate Deposit(s) would be under unsecured category.
	(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	The funds will be utilised by AILL for its business expansion, its working capital requirements and other business purposes.
ix.	Justification as to why the RPT is in the interest of the Company.	Please refer "Background, details and benefits of the transactions" appended below.
x.	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
xi	Any other information relevant or important for the members to take a decision on the proposed transaction.	None

### Background, details and benefits of the transaction

#### (i) Repayment of Unsecured Perpetual Equity Instrument along with Distribution on Unsecured Perpetual Equity Instrument up to ₹ 3,100 Crore.

As mentioned in the explanatory statement for Item no 4 above, in 2017-18 & 2018-19, the Company had raised funds from AILL in form of Unsecured Perpetual Equity Instruments (the "Instruments") issued by the Company. These Instruments are repayable at the option of the Company. The amount raised was used to support the acquisition of Adani Electricity Mumbai Limited's (AEML) business which is in the Gateway city/Financial Capital of India and is considered as a marquee asset for the Company's entry into retail electricity distribution business. The obligation of the Company to repay the outstanding amounts against these Instruments, rank pari passu with the obligations of the Company to make payments/ distributions in relation to any parity securities issued/ to be issued by the Company and is 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. The principal amount of these Instruments, along with carrying/distribution costs, was payable only from the equity sum to be mobilised by the Company, anytime in future.

Subsequent to 31<sup>st</sup> March 2022, the Company has raised ₹3,850 crore, through preferential allotment of equity shares to Green Transmission Investment Holding RSC Limited, Abu Dhabi. Utilizing this money the Company proposes to settle the said Instruments (along with accrued distribution on them) amounting to approx. ₹ 3,100 Crore during the FY 2022-23.

**(ii) Financial assistance in nature of Inter corporate deposits of revolving nature, not exceeding ₹ 2,100 Crore, in one or more tranches.**

As explained in item no. 4 above, the Company addresses the vast headroom in India's transmission sector, with the objective to achieve 30,000 ckm transmission assets and create distribution network of 4.5 MVA per customer by 2026. The Company participates in various bids/tenders for setting up of transmission projects through its special purpose vehicles (SPVs), which are generally the wholly owned subsidiaries of the Company. To support the said SPVs, ATL and/or its wholly owned subsidiaries would require group financial assistance from AILL, from time to time, for the under-construction projects till the projects get stabilised and generate revenue. This financial assistance would enable ATL and/or its wholly owned subsidiaries to carry out financial closures of SPVs in short time spans and flexible repayment terms, which would help the SPVs to ramp-up their operations which, in turn, will benefit the Company's growth strategy.

As per prevailing market norms, the average rate of borrowing for the Company is ~9.2% p.a. The Company will provide financial assistance to its SPVs at an interest rate nominally higher than the average rate of borrowing of the Company at the time of providing such loan. In some cases, the lenders of the financial facility to such SPVs may provide for a covenant capping the maximum rate of interest on the group financial support secured from the Company by such SPVs, in which case, the rate of interest may be slightly lower than the average rate of the borrowing by the Company.

Similarly, the Company and/or its wholly owned subsidiaries may, from their internal accrual and in normal course of business, provide ICDs of revolving nature to AILL in multiple tranches & multiple times, spread over FY 2022-23. Appropriate market rate of interest will be charged by the Company and/or its wholly owned subsidiaries.

**C. Resolution Item No. 7 : Particulars of material related party transactions to be entered by the Company and/or its wholly owned subsidiaries with Adani Properties Private Limited (APPL).**

Sr. Nr.	Particulars	Details
i.	Name of the Related Party	Adani Properties Private Limited (APPL)
ii.	Type of transaction	Providing/taking financial assistance in the form of revolving interest bearing inter corporate deposit(s)/loans, in one or more tranches,
iii.	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing / extant market conditions and commercial terms as on the date of entering the contract(s).
iv.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	APPL is an entity under common control with the Company.
v.	Tenure of the proposed transaction	During the financial year 2022-23
vi.	Value of the proposed transaction	Not to exceed ₹ 2,900 Crore.
vii.	Value of RPT as % of Company's audited consolidated annual turnover of ₹ 11,258 Crores for the FY 22.	Approx. 26%.
viii.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	The Company and/or its wholly owned subsidiaries propose to provide Inter Corporate Deposit(s) to APPL in multiple tranches from its internal accruals.
	(i) Details of financial indebtedness Incurred.	Not Applicable



Sr. Nr.	Particulars	Details
	(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Repayment of Inter Corporate Deposit(s) will be over a period of three years from date of disbursement; however, borrower will have the right to make pre-payment without any pre-payment penalty during the tenure of Inter Corporate Deposit(s)  Interest would be charged at appropriate market rate; however, the pricing may change in case of any movement in credit profile of APPL.  The Inter Corporate Deposit(s) are under unsecured category.
	(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	The funds will be utilised by APPL for its business expansion, its working capital requirement and other business purpose over period of loan.
ix.	Justification as to why the RPT is in the interest of the Company.	Please refer "Background, details and benefits of the transactions" appended below.
x.	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
xi.	Any other information relevant or important for the members to take a decision on the proposed transaction.	None

**Financial assistance in nature of Inter corporate deposits of revolving nature, not exceeding ₹ 2,900 Crore, in one or more tranches**

As mentioned in the explanatory statement for Item No. 4 above, the Company addresses the vast headroom in India's transmission sector, with the objective achieve 30,000 ckm transmission assets and create distribution network of 4.5 MVA per customer by 2026. The Company participates in various bids/tenders for setting up of transmission projects through its Special Purpose Vehicles (SPVs), which are generally the wholly owned subsidiaries of the Company. To support the said SPVs, the Company and/or its wholly owned subsidiaries would require group financial assistance from APPL, from time to time, for the under-construction projects till projects are stabilised and generate revenue. This financial assistance would enable ATL and/or its wholly owned subsidiaries to carry out financial closures of SPVs in short time spans and flexible repayment terms, which would help the SPVs to ramp-up their operations which in turn will benefit the Company's growth strategy.

As per prevailing market norms, the average rate of borrowing for the Company is ~9.2% p.a. The Company will provide financial assistance to its SPVs at an interest rate nominally higher than the average rate of borrowing of the Company at the time of providing such loan. In some cases, the lenders of the financial facility to such SPVs may provide for a covenant capping the maximum rate of interest on the group financial support secured from the Company by such SPVs, in which case, the rate of interest may be slightly lower than the average rate of the borrowing by the Company.

Similarly, the Company and/or its wholly owned subsidiaries may from their internal accrual and in normal course of business, provide ICDs of revolving nature to APPL in multiple tranches & multiple times, spread over FY 2022-23. Appropriate market rate of interest will be charged by the Company and/or its wholly owned subsidiaries.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing of the Ordinary Resolutions as set out in Item nos. 5,6 & 7 of this Notice, for

approval by the Members of the Company.

Mr. Gautam S. Adani and Mr. Rajesh S. Adani and their relatives are deemed to be concerned or interested in these resolutions. None of other the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution, as set out in Item no. 5,6 & 7 of this Notice.

Date: 5<sup>th</sup> May, 2022  
Place: Ahmedabad

For and on behalf of the Board  
**Adani Transmission Limited**

**Registered Office:**

Adani Corporate House,  
Shantigram,  
Nr. Vaishno Devi Circle,  
S. G. Highway, Khodiyar,  
Ahmedabad – 382 421  
CIN : L40300GJ2013PLC077803

**Jaladhi Shukla**  
Company Secretary  
Membership No. FCS 5606

## ANNEXURE TO NOTICE

## Particulars of Directors seeking Appointment / Re-appointment

Name of Director	Age, Date of Birth (No. of Shares held)	Qualification	Nature of expertise in specific functional area	Name of the companies in which he holds directorship as on 31 <sup>st</sup> March, 2022	Name of committees in which he holds membership/ chairmanship as on 31 <sup>st</sup> March, 2022
Mr. Gautam S. Adani (DIN: 00006273)	60 Years 24.06.1962 (Note 1)	S. Y. B.Com.	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 interest 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.	<ul style="list-style-type: none"> <li>Adani Transmission Limited<sup>^ ^</sup></li> <li>Adani Power Limited<sup>^ ^</sup></li> <li>Adani Enterprises Limited<sup>^ ^</sup></li> <li>Adani Ports and Special Economic Zone Limited<sup>^ ^</sup></li> <li>Adani Total Gas Limited<sup>^ ^</sup></li> <li>Adani Green Energy Limited<sup>^ ^</sup></li> <li>Adani Institute for Education and Research</li> <li>Adani Tradeline LLP</li> <li>Adani Medicity And Research Center</li> <li>Adani Institute for Education and Research</li> <li>Karansagar Corporation</li> </ul>	--

<sup>^ ^</sup>Listed Companies.

Note 1 - 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 hold 1 (one) Equity Share of the Company in his individual capacity.

## ANNEXURE TO NOTICE

### Particulars of Directors seeking Appointment / Re-appointment

Name of Director	Age, Date of Birth (No. of Shares held)	Qualification	Nature of expertise in specific functional area	Name of the companies in which she holds directorship as on 31 <sup>st</sup> March, 2022	Name of committees in which she holds membership / chairmanship as on 31 <sup>st</sup> March, 2022
Mrs. Lisa Caroline MacCallum (DIN: 09064230)	50 Years 10.04.1972 (Nil)	Post- Graduate: Bachelor of Commerce (accounting, finance, international business)  Bachelor of Arts: Communications and Japanese	<p>Mrs. Lisa MacCallum began her professional life in Accounting, Finance and Consulting with KPMG in Australia and the USA. She enjoyed a long career at NIKE Inc (2001-2014) based in the USA, serving on the executive leadership team in commercial and brand strategy roles and as Vice President of NIKE's Corporate Philanthropy and Global Community Investments.</p> <p>Prior to joining NIKE, Mrs. MacCallum co-founded a Tokyo-based multi-media and executive education company, Business Breakthrough, Inc. She currently serves as an ESG Advisory Board member of KAO Corporation Japan and is an independent non-executive Director of Bond University Australia Limited and Seattle based employee experience company Limeade Limited. Lisa joins the Company's board with extensive multi-sector, international alliance building experience and purposeful business leadership. The World Economic Forum Young Global Leader alumni is a Global Ambassador for World Benchmarking Alliance for the United Nations Sustainable Development Goals and a Meaningful Business Leadership 100 awardee. She also completed a full term independent directorship on British Telecom PLC's Corporate Sustainability and Responsibility Board Committee 2015 to 2019.</p>	<ul style="list-style-type: none"> <li>Adani Transmission Limited<sup>^^</sup></li> </ul>	--

<sup>^^</sup>Listed Company.

