



17<sup>th</sup> July, 2017

**BSE Limited**  
P J Towers,  
Dalal Street,  
Mumbai – 400001

**National Stock Exchange of India Limited**  
Exchange plaza,  
Bandra-Kurla Complex,  
Bandra (E)  
Mumbai – 400051.

**Scrip Code: 539254**

**Scrip Code: ADANITRANS**

Dear Sir,

**Subject: Notice of the 4<sup>th</sup> Annual General Meeting**

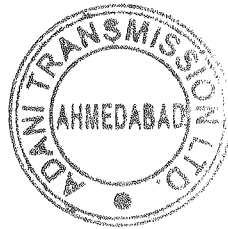
Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Notice of the 4<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Thursday, 10<sup>th</sup> August, 2017 at 10:30 a.m.

You are requested to take the same on your record.

Thanking you.

Yours faithfully,  
For **Adani Transmission Limited**

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



Encl: a/a

# NOTICE

NOTICE is hereby given that the 4<sup>th</sup> Annual General Meeting of Adani Transmission Limited will be held on Thursday, 10<sup>th</sup> August, 2017 at 10.30 a.m. at J.B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015 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 31<sup>st</sup> March, 2017 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.

3. 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 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. Dharmesh Parikh and Co., Chartered Accountants, Ahmedabad (Firm Registration No. 112054W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2018 at such remuneration (including fees for Certification) and reimbursement of out of pocket expenses for the purpose of audit as may be fixed by the Board of Directors of the Company, on the recommendation of the Audit Committee.”

## SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Laxmi Narayana Mishra (DIN: 01952408), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (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 his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and also subject to the approval of the Central Government, if required, the Company hereby accords its approval to the appointment of Mr. Laxmi Narayana Mishra (DIN : 01952408), as a Whole-time Director of the Company for a period of 3 (three) years w.e.f. 4<sup>th</sup> April, 2017 on the terms and conditions as set out in the Explanatory Statement attached hereto and forming part of this notice with a liberty to Board of Directors to alter and vary the terms and conditions of the said appointment as it may deem fit and as agreed by and between the Board of Directors and Mr. Laxmi Narayana Mishra.

RESOLVED FURTHER THAT Mr. Laxmi Narayana Mishra shall not be paid any remuneration until otherwise decided so long as he functions as a Whole-time Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this Resolution.”

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 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 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 a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 42, 71 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 pursuant to the provisions of SEBI (Issue and Listing of

Debt Securities) Regulations, 2008 as amended from time to time and other applicable SEBI regulations and guidelines, the provisions of the Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules and regulations and guidelines, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe redeemable secured/unsecured Non-Convertible Debentures (NCDs) but not limited to subordinated debentures, bonds, and/or other debt securities, etc., on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the special resolution by the members, within the overall borrowing limits of the Company, as may be approved by the members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/writings, as may be required in this regard."

8. 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."

Date: 27<sup>th</sup> May, 2017  
Place : Ahmedabad

For and on behalf of the Board

Regd. 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 pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses to be transacted are annexed hereto.
4. The Register of members and share transfer books of the Company will remain closed from Thursday, 3<sup>rd</sup> August, 2017 to Thursday, 10<sup>th</sup> August, 2017 (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.
10. The route map showing directions to reach the venue of the fourth 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. 3<sup>rd</sup> August, 2017, 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. 3<sup>rd</sup> August, 2017, 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, 6<sup>th</sup> August, 2017 at 9.00 a.m. and will end on Wednesday, 9<sup>th</sup> August, 2017 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. 3<sup>rd</sup> August, 2017, 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. 3<sup>rd</sup> August, 2017.
- viii. The Company has appointed CS Chirag Shah, Practising Company Secretary (Membership No. FCS: 5545; CP No: 3498), to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.
- ix. The procedure and instructions for remote e-voting are, as follows:
  - Step 1 : Open your web browser during the voting period and log on to the e-voting website: [www.evotingindia.com](http://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](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.

- Shareholders can also use Mobile app - "m-Voting" for e-voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e-voting credentials to vote for the company resolution(s).
- 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 three days of the passing of the Resolutions at the 4<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.
- 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### Contact Details:

<b>Company</b>	Adani Transmission Limited Regd. Office: "Adani House", Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad-380 009, Gujarat, India CIN: L40300GJ2013PLC077803 E-mail ID: <a href="mailto:jaladhi.shukla@adani.com">jaladhi.shukla@adani.com</a>
<b>Registrar and Transfer Agent</b>	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 ID: <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 ID: <a href="mailto:pcschirag@gmail.com">pcschirag@gmail.com</a>

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### For Item Nos. 4 & 5:

The Board of Directors at its meeting held on 4<sup>th</sup> April, 2017 appointed Mr. Laxmi Narayana Mishra as an Additional Director of the Company. According to the provisions of Section 161 of the Companies Act 2013, he holds office as Director only up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Companies Act, 2013, a notice has been received from a member signifying its intention to propose the appointment of Mr. Laxmi Narayana Mishra as a Director of the Company along with the deposit of requisite amount.

On the recommendation of the Nomination & Remuneration Committee of the Company, the Board, at its meeting held on 4<sup>th</sup> April, 2017, has appointed Mr. Laxmi Narayana Mishra as a Whole-time Director of the Company unanimously for a period of three years w.e.f. 4<sup>th</sup> April, 2017, Mr. Laxmi Narayana Mishra shall be liable to retire by rotation and shall not draw any remuneration from the Company.

Mr. Laxmi Narayana Mishra, aged 53 years, holds a B.Tech. (Mechanical) degree from Institute of Technology, BHU, Varanasi and MBA from IIT, Delhi. He has 30+ years of experience in manufacturing and power sector. He started his career with Bharat Electronics Ltd. in 1985 and has worked with Timex Watches; Power Grid Corporation of India Limited and Reliance Power Transmission Limited before joining Adani and has worked in areas covering Industrial Engineering, Strategic Planning, Business Development, Corporate Finance, Project Planning and management. Out of the above, he has been associated in transmission sector for 22 long years with active participation in Policy and Regulatory developments as well as Project management. He has been closely associated in evolution of private sector participation in transmission sector.

The Board of Directors felt that it is in interest of the Company to avail services of Mr. Laxmi Narayana Mishra as a Whole-time Director of the Company.

The Board of Directors recommends the said resolution for your approval.

Mr. Laxmi Narayana Mishra is deemed to be interested in the said resolution as it relates to his appointment. None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

This, along with the relevant resolution, may be treated as an Abstract pursuant to Section 190 of the Companies Act, 2013.

#### 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 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:**

As per the provisions of Section 42 of the Companies Act, 2013 ("Act") read with rules made thereunder a Company offering or making an invitation to subscribe to redeemable secured/ unsecured non-convertible debentures (NCDs) on a private placement basis is required to obtain the prior approval of the members by way of a Special Resolution. Such approval by a Special Resolution can be obtained once in a year for all the offers and an invitation for such debt securities to be made during the year.

It is proposed to offer or invite subscriptions for redeemable secured/ unsecured non-convertible debenture including subordinated debentures, bonds, and/ or other debt securities, etc., on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the members, within the overall borrowing limits of ₹15,000 crore in excess of and in addition to the paid-up share capital and free reserves of the Company, as approved by the members in the Extraordinary General Meeting held on 12<sup>th</sup> February, 2015, with authority to the Board to determine the terms and conditions, including the issue price of the debt securities, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems 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 the Resolution. Accordingly, the approval of the members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any of the Act and its rules there under.

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. 8:**

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, 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 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 31.03.2017
Adani Infra (India) Limited	Significant influence by KMP	Financial transactions	242.15

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.

Date: 27<sup>th</sup> May, 2017

For and on behalf of the Board

Place : Ahmedabad

**Regd. Office:**

"Adani House",

Near Mithakhali Six Roads,

Navrangpura, Ahmedabad - 380 009

Gujarat, India.

CIN : L40300GJ2013PLC077803

**Jaladhi Shukla**  
Company Secretary

**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 respects of electronics holding with the Depository through their concerned Depository Participants.

## ANNEXURE TO NOTICE

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

Name of Director	Date of Birth (No. of Shares held)	Qualification	Nature of expertise in specific functional areas	Name of the companies in which he holds directorship	Name of committees in which he holds membership/ chairmanship
Mr. Gautam S. Adani	24.06.1962 (Nil)#	S.Y.B.Com.	Mr. Gautam S. 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 Enterprises Limited^^</li> <li>• Adani Ports and Special Economic Zone Limited^^</li> <li>• Adani Power Limited^^</li> <li>• Adani Transmission Limited^^</li> <li>• Adani Green Energy Limited</li> <li>• Adani Institute for Education and Research (Section 8 Company)</li> </ul>	<ul style="list-style-type: none"> <li>• Adani Power Limited^^               <ul style="list-style-type: none"> <li>◦ Nomination and Remuneration Committee (Member)</li> </ul> </li> </ul>
Mr. Laxmi Narayana Mishra	01.06.1963 (Nil)	B.Tech. (Mechanical), MBA	Mr. Laxmi Narayana Mishra holds a B.Tech. (Mechanical) degree from Institute of Technology, BHU, Varanasi and MBA from IIT, Delhi. He has 30+ years of experience in manufacturing and power sector. He started his career with Bharat Electronics Ltd. in 1985 and has worked with Timex Watches; Power Grid Corporation of India Limited and Reliance Power Transmission Limited before joining Adani and has worked in areas covering Industrial Engineering, Strategic Planning, Business Development, Corporate Finance, Project Planning and management. Out of the above, he has been associated in transmission sector for 22 long years with active participation in Policy and Regulatory developments as well as Project management. He has been closely associated in evolution of private sector participation in transmission sector.	<ul style="list-style-type: none"> <li>• Adani Transmission Limited ^^</li> <li>• Adani Transmission (Rajasthan) Limited</li> <li>• Aravali Transmission Service Company Limited</li> <li>• Maru Transmission Service Company Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Adani Transmission Limited ^^               <ul style="list-style-type: none"> <li>◦ Stakeholders' Relationship Committee (Member)</li> <li>◦ Corporate Social Responsibility and Sustainability (CSR&amp;S) Committee (Member)</li> <li>◦ Risk Management Committee (Chairman)</li> </ul> </li> </ul>

# In 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.

**ADDENDUM TO THE NOTICE OF THE 4<sup>th</sup> ANNUAL GENERAL MEETING OF ADANI TRANSMISSION LIMITED**

In continuation to the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, forming part of the Notice calling 3<sup>rd</sup> Annual General Meeting of the Company held on Wednesday, 10<sup>th</sup> August, 2016 at 9.30 a.m. at J.B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380

015 wherein the Special Resolution for waiver of the recovery of excess remuneration paid to Mr. Deepak Bhargava, Whole-time Director for the Financial Year 2015-16 (as per item No. 10 of the said Notice) was passed with the requisite majority, the following statement be included and read with the Explanatory Statement for Item No. 10 of the said Notice:

**STATEMENT PURSUANT TO THE PROVISIONS OF PART II SECTION II (1) (B) (IV) OF SCHEDULE V OF THE COMPANIES ACT, 2013**

**I. General Information:**

**(1) Nature of Industry:**

The Company is the largest power transmission company operating in the private sector in India and owns, operate and maintain around 5050 ckt kms of transmission lines ranging from 400 KV to 765 KV, with a total transformation capacity of more than 12,000 MVA.

**(2) Date or expected date of commencement of commercial production:**

The Company started its commercial production during FY 2014-15.

**(3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable

**(4) Financial performance based on given indicators:**

The financial performance of the Company in last three financial years is as under:

Particulars	Financial Year Ended (Rs. in Crores)					
	31.03.2016		31.03.2015		31.03.2014	
	Consolidated	Standalone	Consolidated	Standalone	Consolidated	Standalone
Income from Operations	2197.01	274.45	135.34	22.92	N.A.	-
Total income	2267.37	421.38	138.63	23.83	N.A.	-
Total Expenditure	1797.60	475.04	143.68	41.77	N.A.	0.00*
Profit/ (Loss) Before Tax	469.77	(53.66)	(5.05)	(17.94)	N.A.	(0.00)*
Profit/(Loss) After Tax	357.73	(53.66)	(6.75)	(17.94)	N.A.	(0.00)*

\* Figures being nullified on conversion to ₹ in Crore.

N.A. = Not Applicable

**(5) Foreign investments or collaborators, if any.**

The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.

**II. Information about the appointee:**

**(1) Background details:**

Mr. Deepak Bhargava is an engineer with over 40 years of experience in the field of construction and commissioning of substations, and is an expert in all activities related to construction. He also has experience in handling contracts, erection and commissioning of transformers and stunt reactors.

**(2) Past remuneration:**

The total remuneration of Mr. Deepak Bhargava for the year ended 31<sup>st</sup> March, 2016 was ₹1.71 Crores comprising of salary and perquisites.

**(3) Recognition or awards:**

Not Applicable

**(4) Job profile and his suitability:**

The Whole-time Director is responsible for Business Development and overall operations of the Company and performs such duties and exercises such powers as entrusted to or conferred upon him by the Board from time to time.

**(5) Remuneration proposed:**

Not Applicable since the resolution is for waiver of the recovery of the excess remuneration paid to Mr. Deepak Bhargava, Whole-time Director for the Financial Year 2015-16.

**(6) Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person:**

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Deepak Bhargava, the remuneration paid is commensurate with the remuneration packages paid to their similar counterparts in other companies. Under the able leadership and guidance of Mr. Deepak Bhargava, Whole-time Director, the Company has achieved stellar operational and financial performance on consolidated basis. However, on standalone basis, the Company incurred losses as the Company mainly operates through its various subsidiaries.

**(7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel if any:**

Besides the remuneration paid to Mr. Deepak Bhargava as Whole-time Director, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

**II. Other Information**

**(1) Reasons for inadequate profits:**

The Company is the largest power transmission company operating in the private sector in India and owns, operate and maintain around 5050 ckt kms of transmission lines ranging from 400 KV to 765 KV, with a total transformation capacity of more than 12,000 MVA. The Company has four fully operational Transmission Systems that primarily serve the Northern and Western regions of India and is constructing additional projects of approx. 1700 ckms in Rajasthan, Chhattisgarh, Madhya Pradesh and Maharashtra, which were awarded through Tariff based Competitive Bidding process. ATL has successfully executed many EHV Sub Stations (HVDC, 765kV & 400kV sub stations) along with transmission lines in India.

The Company's operating performance in FY 16 has set the best benchmark in the country in terms of

system availability which ranges from 99.57% to 99.94%. During the year 2015-16, the Company continued to maintain its leadership position in the country and is poised to keep growing leverage benefits of new opportunities and create value for its stake holders.

During the year 2015-16, on consolidation basis, the total revenue of the Company increased to ₹2267.37 Crore compared to ₹138.63 Crore in the previous year. The Net Profit on consolidated basis was ₹357.73 Crore compared to ₹(6.75) Crore in the preceding year. On standalone basis, the Company registered total revenue of ₹421 Crore and incurred a loss of ₹53.66 Crore.

It is pertinent to note that the Company incurred losses on standalone basis as the Company mainly operates through its various subsidiaries.

**(2) Steps taken or proposed to be taken for improvement.**

As explained in the above point, as the Company mainly operates through its various subsidiaries, the Company incurred losses on standalone basis. The Company has achieved stellar operational and financial performance on consolidated basis.

**(3) Expected increase in productivity and profits in measurable terms.**

Key focus areas would be profit maximization, conservation of cash, operational efficiencies, cost reduction and working capital management. While it is difficult to give precise figures, the above initiatives are expected to further improve the productivity and profitability of the Company in the years to come.

**III. Disclosures**

The disclosures on remuneration package of each managerial person and details of all elements of remuneration package, details of fixed components etc. is given in the Corporate Governance Report attached to the Annual Report 2015-16 for the information of the Shareholders.

Date: 27.05.2017

Place : Ahmedabad

Regd. Office: "Adani House",

Near Mithakhali Six Roads,

Navrangpura, Ahmedabad - 380 009

Gujarat, India.

CIN : L40300GJ2013PLC077803

For and on behalf of the Board

Jaladhi Shukla

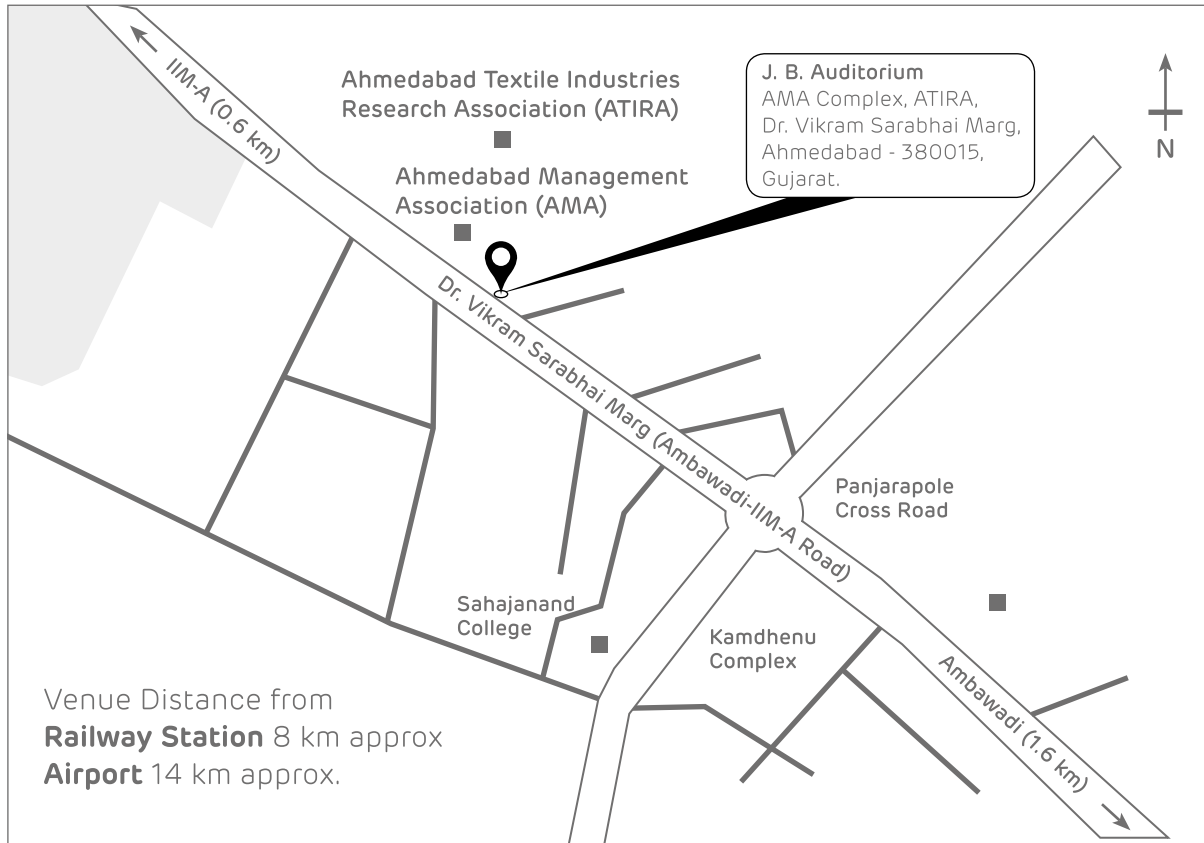
Company Secretary



## Route map to the venue of the 4<sup>th</sup> AGM to be held on Thursday, 10<sup>th</sup> August, 2017

Venue : J.B. Auditorium, Ahmedabad Management Association,  
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  
CIN: L40300GJ2013PLC077803

**Form No. MGT-11**  
**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L40300GJ2013PLC077803  
Name of the company : Adani Transmission Limited  
Registered office : "Adani House" Nr. Mithakhali Six Roads, Navrangpura,  
Ahmedabad – 380 009, Gujarat, India

Name of the member(s) :  
Registered Address :  
Email ID :  
Folio No/Client ID :  
DP ID :

I/We, being the member (s) of .....shares of the above named company, hereby appoint:

1. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him
2. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him
3. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 4<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, the 10<sup>th</sup> day of August, 2017 at 10:30 a.m. at J.B. Auditorium, Ahmedabad 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 31<sup>st</sup> March, 2017 (Ordinary Resolution).
2. Re-appointment of Mr. Gautam S. Adani (DIN: 00006273), as a Director of the Company who retires by rotation (Ordinary Resolution).
3. Ratification of appointment of M/s. Dharmesh Parikh and Co., Chartered Accountants, Ahmedabad and fixing their remuneration (Ordinary Resolution).

**Special Business:**

4. Appointment of Mr. Laxmi Narayana Mishra as a Director (Ordinary Resolution).
5. Appointment of Mr. Laxmi Narayana Mishra as a Whole-time Director of the Company (Special Resolution).
6. Approval of offer or invitation to subscribe to Securities for an amount not exceeding ₹5,000 Crores (Special Resolution).
7. Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement basis (Special Resolution).
8. Approval/ ratification of material related party transactions entered into by the Company during the financial year ended 31<sup>st</sup> March, 2017 as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Ordinary Resolution).

Signed this ..... day of ..... 2017.

Signature of Shareholder: \_\_\_\_\_



Signature of Proxy holder(s): \_\_\_\_\_

**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.

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**Adani Transmission Limited**

Regd. Office: "Adani House" Nr. Mithakhali Six Roads,  
Navrangpura, Ahmedabad-380 009, Gujarat, India  
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 4<sup>th</sup> Annual General Meeting held at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015 on Thursday, 10<sup>th</sup> August, 2017 at 10:30 a.m.

Folio No. \_\_\_\_\_ DP ID No. \* \_\_\_\_\_ Client ID No. \* \_\_\_\_\_

\*Applicable for members holding shares in electronic form.

No. of Share(s) held \_\_\_\_\_

\_\_\_\_\_  
Member's / Proxy's Signature