

11th August, 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: 533096

Scrip Code: ADANIPOWER

Dear Sir,

Sub: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Details of Voting Results at the 21st Annual General Meeting of the Company.


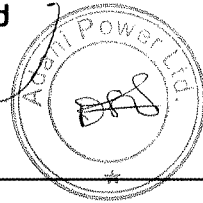
Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find details of voting results inclusive of e-voting and poll conducted at the 21st Annual General Meeting of the Company held on Thursday, 10th August, 2017 at 09.30 a.m. at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015.

Consolidated Scrutinizer's Report is also enclosed herewith.

You are requested to kindly take the same on record.

Thanking you.

Yours faithfully,
For Adani Power Limited

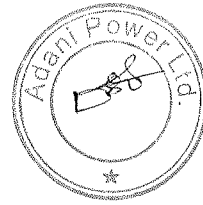
Deepak Pandya
Company Secretary

Encl: A/a



Details of Voting Results – 21st Annual General Meeting held on 10th August, 2017

| | | |
|----|---|---|
| 1. | Date of the AGM/EGM | 10 th August, 2017 |
| 2. | Total number of shareholders on record date | 355958 (As on cut-off date i.e. 3 rd August, 2017) |
| 3. | No. of shareholders present in the meeting either in person or through proxy: <ul style="list-style-type: none">• Promoters and Promoter Group:• Public: | 7 121 |
| 4. | No. of Shareholders attended the meeting through Video Conferencing <ul style="list-style-type: none">• Promoters and Promoter Group:• Public | Not Arranged |



Adani Power Ltd
Achalraj
Opp. Mayor Bungalow, Law Garden
Ahmedabad – 380 006
Gujarat, India.
CIN : L40100GJ1996PLC030533

Tel +91 79 2555 7555
Fax +91 79 2555 7177
info@adanipower.com
www.adani.com

Registered Office: Shikhar, Nr. Mithakhali Circle, Navrangpura, Ahmedabad – 380 009, Gujarat, India

Adani Power Limited - Annual General Meeting - 10th August, 2017

Resolution / Agenda wise details of voting (including votes cast by physical ballots and e-voting process) are as under:

Resolution No.

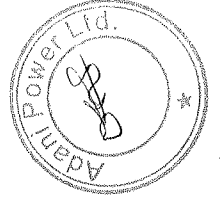
Resolution required: (Ordinary/ Special)

ORDINARY - Adoption of audited financial statements (including consolidated financial statements) for the financial year ended 31st March, 2017

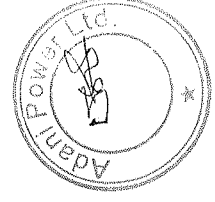
Whether promoter/ promoter group are interested in the agenda/resolution?

No

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|-------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Promoter and Promoter Group | E-Voting | 2627337565 | 2437337565 | 92.7683 | 2437337565 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| Public- Institutions | Total | 2627337565 | 2437337565 | 92.7683 | 2437337565 | 0 | 100 | 0 |
| | E-Voting | 693540613 | 615208216 | 88.7054 | 615208216 | 0 | 100.0000 | 0.0000 |
| | Poll | | 1200650 | 0.1731 | 1200650 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | Postal Ballot (if applicable) | | | | | | | |
| | Total | 693540613 | 616408866 | 88.8786 | 616408866 | 0 | 100 | 0 |
| | E-Voting | 536060763 | 3971125 | 0.7408 | 3970151 | 974 | 99.9755 | 0.0245 |
| Total | Poll | | 175412 | 0.0327 | 175412 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 536060763 | 4146537 | 0.7735 | 4145563 | 974 | 99.9765 | 0.0235 |
| Total | 3856938941 | 3057892968 | 79.2829 | 3057891994 | 974 | 100.0000 | 0.0000 | |



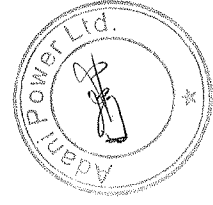
| Resolution No. | ORDINARY - Re-appointment of Mr. Gautam S. Adani (DIN: 00006273), as a Director of the Company who retires by rotation | | | | | | | | | | |
|---|--|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|--|--|--|
| | No | | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | | |
| Promoter and Promoter Group | E-Voting | 2627337565 | 2437337565 | 92.7683 | 2437337565 | 0 | 100.0000 | 0.0000 | | | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | | |
| | Postal Ballot (if applicable) | | | | | | | | | | |
| Public- Institutions | Total | 2627337565 | 2437337565 | 92.7683 | 2437337565 | 0 | 100 | 0 | | | |
| | E-Voting | 693540613 | 616376308 | 88.8739 | 615596542 | 779766 | 99.8737 | 0.1262 | | | |
| | Poll | | 1200650 | 0.1731 | 1200650 | 0 | 100.0000 | 0.0000 | | | |
| Public- Non Institutions | Postal Ballot (if applicable) | | | | | | | | | | |
| | Total | 693540613 | 617576958 | 89.0470 | 616797192 | 779766 | 99.8737 | 0.1263 | | | |
| | E-Voting | 536060763 | 3971202 | 0.7408 | 3968876 | 2326 | 99.9414 | 0.0585 | | | |
| | Poll | | 175412 | 0.0327 | 175412 | 0 | 100.0000 | 0.0000 | | | |
| | Postal Ballot (if applicable) | | | | | | | | | | |
| | Total | 536060763 | 4146614 | 0.7735 | 4144288 | 2326 | 99.9439 | 0.0561 | | | |
| | Total | 3856938941 | 3059061137 | 79.3132 | 3058279045 | 782092 | 99.9744 | 0.0256 | | | |



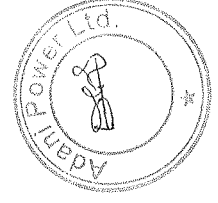
| Resolution No. | Resolution required: (Ordinary/ Special) | Whether promoter/promoter group are interested in the agenda/resolution? | Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|----------------|--|--|-----------------------------|-------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| 5 | ORDINARY - Appointment of M/s. S R B C & CO LLP, Statutory Auditors and to fix their remuneration for the period of 5 years subject to ratification at every AGM | No | Promoter and Promoter Group | E-Voting | 2627337565 | 2437337565 | 92.7683 | 2437337565 | 0 | 100.0000 | 0.0000 |
| | | | | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | | | | Postal Ballot (if applicable) | | | | | | | |
| | | | | Total | 2627337565 | 2437337565 | 92.7683 | 2437337565 | 0 | 100 | 0 |
| | | | Public- Institutions | E-Voting | 693540613 | 616376308 | 88.8739 | 616376308 | 0 | 100.0000 | 0.0000 |
| | | | | Poll | | 1200650 | 0.1731 | 1200650 | 0 | 100.0000 | 0.0000 |
| | | | | Postal Ballot (if applicable) | | | | | | | |
| | | | | Total | 693540613 | 617576958 | 89.0470 | 617576958 | 0 | 100 | 0 |
| | | | Public- Non Institutions | E-Voting | 536060763 | 3971202 | 0.7408 | 3968928 | 2274 | 99.9427 | 0.0572 |
| | | | | Poll | | 175314 | 0.0327 | 175314 | 0 | 100.0000 | 0.0000 |
| | | | | Postal Ballot (if applicable) | | | | | | | |
| | | | | Total | 536060763 | 4146516 | 0.7735 | 4144242 | 2274 | 99.9452 | 0.0548 |
| | | | | Total | 3856938941 | 3059061039 | 79.3132 | 3059058765 | 2274 | 99.9999 | 0.0001 |



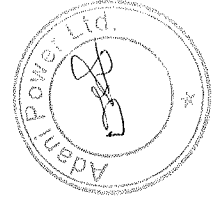
| Resolution No. | SPECIAL - Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement basis | | | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|---|---|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | |
| Promoter and Promoter Group | E-Voting | 2627337565 | 2437337565 | 92.7683 | 2437337565 | 0 | 100.0000 | 0.0000 | | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Postal Ballot (if applicable) | | | | | | | | | |
| Public- Institutions | Total | 2627337565 | 2437337565 | 92.7683 | 2437337565 | 0 | 100 | 0 | | |
| | E-Voting | 693540613 | 615563737 | 88.7567 | 611262780 | 4300957 | 99.3028 | 0.6971 | | |
| | Poll | | 1200650 | 0.1731 | 1200650 | 0 | 100.0000 | 0.0000 | | |
| Public- Non Institutions | Postal Ballot (if applicable) | | | | | | | | | |
| | Total | 693540613 | 616764387 | 88.9298 | 612463430 | 4300957 | 99.3027 | 0.6973 | | |
| | E-Voting | 536060763 | 3971202 | 0.7408 | 3967361 | 3841 | 99.9032 | 0.0967 | | |
| | Poll | | 175412 | 0.0327 | 175412 | 0 | 100.0000 | 0.0000 | | |
| | Postal Ballot (if applicable) | | | | | | | | | |
| | Total | 536060763 | 4146614 | 0.7735 | 4142773 | 3841 | 99.9074 | 0.0926 | | |
| | Total | 3856938941 | 3058248566 | 79.2921 | 3053943768 | 4304798 | 99.8592 | 0.1408 | | |



| Resolution No. | ORDINARY - Ratification of the Remuneration of the Cost Auditors | | | | | | | | | |
|---|--|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|--|--|
| | No | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | |
| Promoter and Promoter Group | E-Voting | 2627337565 | 2437337565 | 92.7683 | 2437337565 | 0 | 100.0000 | 0.0000 | | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Postal Ballot (if applicable) | | | | | | | | | |
| Public- Institutions | Total | 2627337565 | 2437337565 | 92.7683 | 2437337565 | 0 | 100 | 0 | | |
| | E-Voting | 693540613 | 616376308 | 88.8739 | 616376308 | 0 | 100.0000 | 0.0000 | | |
| | Poll | | 1200650 | 0.1731 | 1200650 | 0 | 100.0000 | 0.0000 | | |
| Public- Non Institutions | Postal Ballot (if applicable) | | | | | | | | | |
| | Total | 693540613 | 617576958 | 89.0470 | 617576958 | 0 | 100 | 0 | | |
| | E-Voting | 536060763 | 3970702 | 0.7407 | 3969797 | 905 | 99.9772 | 0.0227 | | |
| Poll | | 175412 | 0.0327 | 175412 | 0 | 100.0000 | 0.0000 | | | |
| Postal Ballot (if applicable) | | | | | | | | | | |
| Total | | 536060763 | 4146114 | 0.7734 | 4145209 | 905 | 99.9782 | 0.0218 | | |
| Total | | 3856938941 | 3059060637 | 79.3132 | 3059059732 | 905 | 100.0000 | 0.0000 | | |



| Resolution No. | 6 | ORDINARY - Approval/ratification of material related party transactions entered into by the Company during the financial year ended 31st March, 2017 | | | | | | | | | |
|---|-------------------------------|--|-------------------------|---|------------------------------|----------------------------|--|--|--|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes | | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3) = [(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6) = [(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)]*100 | | | |
| Promoter and Promoter Group | E-Voting | 2627337565 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | | |
| | Postal Ballot (if applicable) | | | | | | | | | | |
| Public- Institutions | Total | 2627337565 | 0 | 0.0000 | 0 | 0 | 0 | 0 | | | |
| | E-Voting | 693540613 | 615616308 | 88.7643 | 523495482 | 92120826 | 85.0687 | 14.9312 | | | |
| | Poll | | 1200650 | 0.1731 | 1200650 | 0 | 100.0000 | 0.0000 | | | |
| Public- Non Institutions | Total | 693540613 | 616816958 | 88.9374 | 524696132 | 92120826 | 85.0651 | 14.9349 | | | |
| | E-Voting | 536060763 | 2621102 | 0.4890 | 2619007 | 2095 | 99.9200 | 0.0799 | | | |
| | Poll | | 175412 | 0.0327 | 175412 | 0 | 100.0000 | 0.0000 | | | |
| | Total | 536060763 | 2796514 | 0.5217 | 2794419 | 2095 | 99.9251 | 0.0749 | | | |
| | Total | 3856938941 | 619613472 | 16.0649 | 527490551 | 92122921 | 85.1322 | 14.8678 | | | |





CHIRAG SHAH & ASSOCIATES

Company Secretaries

808, Shiromani Complex, Opp. Ocean Park,

S.M. Road, Satellite, Ahmedabad - 380 015.

Ph.: 079- 40020304 / 40020305

Consolidated Scrutinizer's Report E-mail : chi118_min@yahoo.com

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20(xi) and 21(2) of Companies (Management and Administration) Rules, 2014]

The Chairman

21st Annual General Meeting of the Members of

Adani Power Limited

Held on 10th day, of August, 2017

at 09:30 a.m. at J. B. Auditorium,

Ahmedabad Management Association,

AMA Complex, ATIRA,

Dr. Vikram Sarabhai Marg,

Ahmedabad – 380 015

Scrutinizer's Report on Poll including voting by Electronic Means in respect of the resolutions (business) contained in the Notice dated 27th May, 2017.

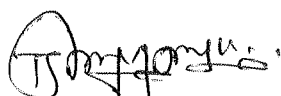
Dear Sir,

I, Chirag B. Shah, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at 21st Annual General Meeting of the Members of **Adani Power Limited** held on 10th day, of August, 2017 at 09:30 a.m. at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015.

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard-2 on General Meetings issued by the Institute of Company secretaries of India, relating to the Poll including voting by electronics means (Remote E-Voting). My responsibilities as a Scrutinizer is restricted to give a consolidated report on the Votes cast by the members for the resolutions (Businesses) contained in the Notice dated 27th May, 2017, and through ballot at the AGM held on 10th August, 2017.

1. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Register and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The e-voting period remained open from Sunday, 6th August, 2017 at 9.00 a.m. to Wednesday, 9th August, 2017 at 5.00 p.m.

5. The shareholders holding shares as on the "cut off" date i.e. 3rd August, 2017 were entitled to vote on the proposed resolutions (Items No. 1 to 6 as set out in the Notice of the 21st Annual General Meeting of the Adani Power Limited).
6. The votes were unblocked on 9th August, 2017 around 11:50 a.m. in the presence of two witnesses Mr. Raimeen Maradiya and Mr. Jigar Malavaniya who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: **Mr. Raimeen Maradiya**



Name: **Mr. Jigar Malavaniya**

7. The result of the scrutiny of voting by poll and voting by electronic means in respect of resolutions (business) contained in notice dated 27th May, 2017 is as under:

A) Resolution No. 1 - (Ordinary Resolution):

Adoption of audited financial statements (including consolidated financial statements) for the financial year ended 31st March, 2017.

- i. Voted **in favour** of the resolution:

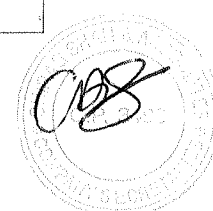
| Voting Description | Number of Members who voted | Number of shares for which votes casted. | % of total number of valid votes casted |
|------------------------------|-----------------------------|--|---|
| Voting through Ballot Papers | 42 | 1376062 | 100% |
| Remote E- voting | 231 | 3056515932 | 100% |
| Total | 273 | 3057891994 | 100% |

- ii. Voted **against** the resolution:

| Voting Description | Number of Members who voted | Number of shares for which votes casted. | % of total number of valid votes casted |
|------------------------------|-----------------------------|--|---|
| Voting through Ballot Papers | 0 | 0 | 0.00% |
| Remote E- voting | 3 | 974 | 0.00% |
| Total | 3 | 974 | 0.00% |

- iii. **Invalid/Abstain** Votes:

| Voting Description | Number of Members who voted | Number of shares for which votes casted. |
|------------------------------|-----------------------------|--|
| Voting through Ballot Papers | 8 | 1306 |
| Remote E- voting | 3 | 1354809 |
| Total | 11 | 1356115 |



B) Resolution No. 2 - (Ordinary Resolution):

Re-appointment of Mr. Gautam S. Adani (DIN: 00006273), as a Director of the Company who retires by rotation:

i. Voted **in favour** of the resolution:

| Voting Description | Number of Members who voted | Number of shares for which votes casted. | % of total number of valid votes casted |
|------------------------------|-----------------------------|--|---|
| Voting through Ballot Papers | 42 | 1376062 | 100% |
| Remote E- voting | 225 | 3056902983 | 99.97% |
| Total | 267 | 3058279045 | 99.97% |

ii. Voted **against** the resolution:

| Voting Description | Number of Members who voted | Number of shares for which votes casted. | % of total number of valid votes casted |
|------------------------------|-----------------------------|--|---|
| Voting through Ballot Papers | 0 | 0 | 0.00% |
| Remote E- voting | 10 | 782092 | 0.03% |
| Total | 10 | 782092 | 0.03% |

iii. **Invalid/Abstain** Votes:

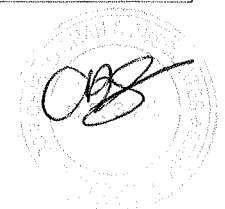
| Voting Description | Number of Members who voted | Number of shares for which votes casted. |
|------------------------------|-----------------------------|--|
| Voting through Ballot Papers | 8 | 1306 |
| Remote E- voting | 1 | 186640 |
| Total | 9 | 187946 |

C) Resolution No. 3 - (Ordinary Resolution):

Appointment of M/s. S R B C & CO LLP, Statutory Auditors and to fix their remuneration for the period of 5 years subject to ratification at every AGM:

i. Voted **in favour** of the resolution:

| Voting Description | Number of Members who voted | Number of shares for which votes casted. | % of total number of valid votes casted |
|------------------------------|-----------------------------|--|---|
| Voting through Ballot Papers | 41 | 1375964 | 100% |
| Remote E- voting | 230 | 3057682801 | 100% |
| Total | 271 | 3059058765 | 100% |



ii. Voted **against** the resolution:

| Voting Description | Number of Members who voted | Number of shares for which votes casted. | % of total number of valid votes casted |
|------------------------------|-----------------------------|--|---|
| Voting through Ballot Papers | 0 | 0 | 0.00% |
| Remote E- voting | 5 | 2274 | 0.00% |
| Total | 5 | 2274 | 0.00% |

iii. **Invalid/Abstain** Votes:

| Voting Description | Number of Members who voted | Number of shares for which votes casted. |
|------------------------------|-----------------------------|--|
| Voting through Ballot Papers | 8 | 1306 |
| Remote E- voting | 1 | 186640 |
| Total | 9 | 187946 |

D) Resolution No. 4 - (Ordinary Resolution):

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

i. Voted in **favour** of the resolution:

| Voting Description | Number of Members who voted | Number of shares for which votes casted. | % of total number of valid votes casted |
|------------------------------|-----------------------------|--|---|
| Voting through Ballot Papers | 42 | 1376062 | 100% |
| Remote E- voting | 204 | 3052567706 | 99.86% |
| Total | 246 | 3053943768 | 99.86% |

ii. Voted **against** the resolution:

| Voting Description | Number of Members who voted | Number of shares for which votes casted. | % of total number of valid votes casted |
|------------------------------|-----------------------------|--|---|
| Voting through Ballot Papers | 0 | 0 | 0.00% |
| Remote E- voting | 27 | 4304798 | 0.14% |
| Total | 27 | 4304798 | 0.14% |

iii. **Invalid/Abstain** Votes:

| Voting Description | Number of Members who voted | Number of shares for which votes casted. |
|------------------------------|-----------------------------|--|
| Voting through Ballot Papers | 8 | 1306 |
| Remote E- voting | 5 | 999211 |
| Total | 13 | 1000517 |



E) Resolution No. 5 - (Ordinary Resolution):

Ratification of the Remuneration of the Cost Auditors:

i. Voted **in favour** of the resolution:

| Voting Description | Number of Members who voted | Number of shares for which votes casted. | % of total number of valid votes casted |
|------------------------------|-----------------------------|--|---|
| Voting through Ballot Papers | 42 | 1376062 | 100% |
| Remote E- voting | 227 | 3057683670 | 100% |
| Total | 269 | 3059059732 | 100% |

ii. Voted **against** the resolution:

| Voting Description | Number of Members who voted | Number of shares for which votes casted. | % of total number of valid votes casted |
|------------------------------|-----------------------------|--|---|
| Voting through Ballot Papers | 0 | 0 | 0.00% |
| Remote E- voting | 7 | 905 | 0.00% |
| Total | 7 | 905 | 0.00% |

iii. **Invalid/Abstain** Votes:

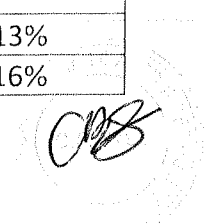
| Voting Description | Number of Members who voted | Number of shares for which votes casted. |
|------------------------------|-----------------------------|--|
| Voting through Ballot Papers | 8 | 1306 |
| Remote E- voting | 2 | 187140 |
| Total | 10 | 188446 |

F) Resolution No. 6 - (Ordinary Resolution):

Approval/ratification of material related party transactions entered into by the Company during the financial year ended 31st March, 2017:

i. Voted **in favour** of the resolution:

| Voting Description | Number of Members who voted | Number of shares for which votes casted. | % of total number of valid votes casted |
|------------------------------|-----------------------------|--|---|
| Voting through Ballot Papers | 42 | 1376062 | 100% |
| Remote E- voting | 143 | 527464489 | 85.13% |
| Total | 185 | 528840551 | 85.16% |



ii. Voted **against** the resolution:

| Voting Description | Number of Members who voted | Number of shares for which votes casted. | % of total number of valid votes casted |
|------------------------------|-----------------------------|--|---|
| Voting through Ballot Papers | 0 | 0 | 0.00% |
| Remote E- voting | 80 | 92122921 | 14.87% |
| Total | 80 | 92122921 | 14.84% |

iii. **Invalid/Abstain** Votes:

| Voting Description | Number of Members who voted | Number of shares for which votes casted. |
|------------------------------|-----------------------------|--|
| Voting through Ballot Papers | 8 | 1306 |
| Remote E- voting | 13 | 2438284305 |
| Total | 21 | 2438285611 |

- 8 A Compact Disk (CD) containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 9 The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorize by the Board for safe keeping.

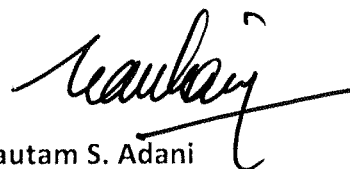
Thanking you,
Yours faithfully,



Chirag Shah
Proprietor
Chirag Shah and Associates
Company Secretaries
COP: 3498
Membership: FCS 5545
Place: Ahmedabad
Date: 10th August, 2017



Counter Signed by



Gautam S. Adani
Chairman
Adani Power Limited
(DIN: 00006273)



CHIRAG SHAH & ASSOCIATES

Company Secretaries

808, Shiromani Complex, Opp. Ocean Park,
S.M. Road, Satellite, Ahmedabad - 380 015.

Ph.: 079- 40020304 / 40020305

E-mail : chi118_min@yahoo.com

Form No. MGT-13
Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies
(Management and Administration) Rules, 2014]

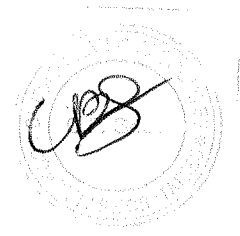
The Chairman
21st Annual General Meeting of the Members of
Adani Power Limited
held on 10th day, of August, 2017
at 09:30 a.m. at J. B. Auditorium,
Ahmedabad Management Association,
AMA Complex, ATIRA,
Dr. Vikram Sarabhai Marg,
Ahmedabad – 380 015

Dear Sir,

I, Chirag B. Shah, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at 21st Annual General Meeting of the Equity Shareholders of **Adani Power Limited** (The Company) held on 10th August, 2017, at 9:30 a.m. at J.B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015 submit my report as under:

1. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Register and Transfer Agent of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:

.....



A) Resolution No. 1 - (Ordinary Resolution):

Adoption of audited financial statements (including consolidated financial statements) for the financial year ended 31st March, 2017

i) Voted **in favour** of the resolution:

| Number of members voted through ballots | Number of votes casted in favour of the resolution | % of total number of valid votes casted |
|---|--|---|
| 42 | 1376062 | 100% |

ii) Voted **against** the resolution:

| Number of members voted through ballots | Number of votes casted against the resolution | % of total number of valid votes casted |
|---|---|---|
| 0 | 0 | 0.00% |

iii) **Invalid** Votes:

| Total number of members whose votes were abstained | Total number of votes |
|--|-----------------------|
| 8 | 1306 |

B) Resolution No. 2 - (Ordinary Resolution):

Re-appointment of Mr. Gautam S. Adani (DIN: 00006273), as a Director of the Company who retires by rotation:

i) Voted **in favour** of the resolution:

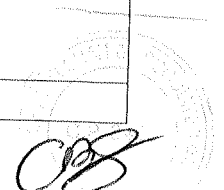
| Number of members voted through ballots | Number of votes casted in favour of the resolution | % of total number of valid votes casted |
|---|--|---|
| 42 | 1376062 | 100% |

ii) Voted **against** the resolution:

| Number of members voted through ballots | Number of votes casted against the resolution | % of total number of valid votes casted |
|---|---|---|
| 0 | 0 | 0.00% |

iii) **Invalid** Votes:

| Total number of members whose votes were abstained | Total number of votes |
|--|-----------------------|
| 8 | 1306 |



C) Resolution No. 3 - (Ordinary Resolution):

Appointment of M/s. S R B C & CO LLP, Statutory Auditors and to fix their remuneration for the period of 5 years subject to ratification at every AGM

i) Voted **in favour** of the resolution:

| Number of members voted through ballots | Number of votes casted in favour of the resolution | % of total number of valid votes casted |
|---|--|---|
| 41 | 1375964 | 100% |

ii) Voted **against** the resolution:

| Number of members voted through ballots | Number of votes casted against the resolution | % of total number of valid votes casted |
|---|---|---|
| 0 | 0 | 0.00% |

iii) **Invalid** Votes:

| Total number of members whose votes were abstained | Total number of votes |
|--|-----------------------|
| 9 | 1404 |

D) Resolution No. 4 - (Special Resolution):

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

i) Voted **in favour** of the resolution:

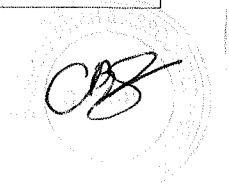
| Number of members voted through ballots | Number of votes casted in favour of the resolution | % of total number of valid votes casted |
|---|--|---|
| 42 | 1376062 | 100% |

ii) Voted **against** the resolution:

| Number of members voted through ballots | Number of votes casted against the resolution | % of total number of valid votes casted |
|---|---|---|
| 0 | 0 | 0.00% |

iii) **Invalid** Votes:

| Total number of members whose votes were abstained | Total number of votes |
|--|-----------------------|
| 8 | 1306 |



E) Resolution No. 5 - (Ordinary Resolution):

Ratification of the Remuneration of the Cost Auditors:

i) Voted **in favour** of the resolution:

| Number of members voted through ballots | Number of votes casted in favour of the resolution | % of total number of valid votes casted |
|---|--|---|
| 42 | 1376062 | 100% |

ii) Voted **against** the resolution:

| Number of members voted through ballots | Number of votes casted against the resolution | % of total number of valid votes casted |
|---|---|---|
| 0 | 0 | 0.00% |

iii) **Invalid Votes:**

| Total number of members whose votes were abstained | Total number of votes |
|--|-----------------------|
| 8 | 1306 |

F) Resolution No. 6 - (Ordinary Resolution) :

Approval/ratification of material related party transactions entered into by the Company during the financial year ended 31st March, 2017:

i) Voted **in favour** of the resolution:

| Number of members voted through ballots | Number of votes casted in favour of the resolution | % of total number of valid votes casted |
|---|--|---|
| 42 | 1376062 | 100% |

ii) Voted **against** the resolution:

| Number of members voted through ballots | Number of votes casted against the resolution | % of total number of valid votes casted |
|---|---|---|
| 0 | 0 | 0.00% |

iii) **Invalid Votes:**

| Total number of members whose votes were abstained | Total number of votes |
|--|-----------------------|
| 8 | 1306 |



5. A Compact Disk (CD) list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorize by the Board for safe keeping.

Thanking you,
Yours Faithfully,



Chirag Shah
Proprietor
Chirag Shah and Associates
COP: 3498
Membership: FCS 5545
Place: Ahmedabad
Date: 10th August, 2017



CHIRAG SHAH & ASSOCIATES

Company Secretaries

808, Shiromani Complex, Opp. Ocean Park,
S.M. Road, Satellite, Ahmedabad - 380 015.

Ph.: 079- 40020304 / 40020305

E-mail : chi118_min@yahoo.com

Scrutinizers' Report

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies
(Management and Administration) Rules, 2014]

The Chairman
21st Annual General Meeting of the Members of
Adani Power Limited
held on 10th day, of August, 2017 at 09:30 a.m.
at J. B. Auditorium,
Ahmedabad Management Association,
AMA Complex, ATIRA,
Dr. Vikram Sarabhai Marg,
Ahmedabad – 380 015

Dear Sir,

I, Chirag B. Shah, Practicing Company Secretary, having office at 808, Shiromani Complex, Opp. Ocean Park, S.M. Road, Satellite, Ahmedabad-380015 have been appointed as Scrutinizer of Adani Power Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 21st Annual General Meeting of the Members of Adani Power Limited on 10th day of August, 2017 at 09:30 a.m. at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015. I submit my report as under:

1. The e-voting period remained open from Sunday, 6th August, 2017 at 9.00 a.m. to Wednesday, 9th August, 2017 at 5.00 p.m.

2. The shareholders holding shares as on the "cut off" date i.e. 3rd August, 2017 were entitled to vote on the proposed resolutions (Items No. 1 to 6 as set out in the Notice of the 21st Annual General Meeting of the Adani Power Limited).
3. The votes were unblocked on 10th August, 2017 around 11:50 a.m. in the presence of two witnesses Mr. Raimeen Maradiya and Mr. Jigar Malavaniya who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: **Mr. Raimeen Maradiya**

Name: **Mr. Jigar Malavaniya**



4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services limited (<https://www.evotingindia.com/>).
5. The results of the e-voting are as under:

A) Resolution No. 1 - (Ordinary Resolution):

Adoption of audited financial statements (including consolidated financial statements) for the financial year ended 31st March, 2017

i) Voted **in favour** of the resolution:

| Number of members voted through electronic voting system | Number of votes casted in favour of the resolution | % of total number of valid votes casted |
|--|--|---|
| 231 | 3056515932 | 100% |

ii) Voted **against** the resolution:

| Number of members voted through electronic voting system | Number of votes casted against the resolution | % of total number of valid votes casted |
|--|---|---|
| 3 | 974 | 0.00% |

iii) No of members Votes for **Abstain**:

| Total number of members whose votes were abstained | Total number of votes |
|--|-----------------------|
| 3 | 1354809 |

B) Resolution No. 2 - (Ordinary Resolution):

Re-appointment of Mr. Gautam S. Adani (DIN: 00006273), as a Director of the Company who retires by rotation:

i) Voted **in favour** of the resolution:

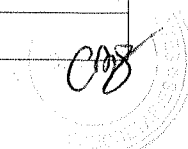
| Number of members voted through electronic voting system | Number of votes casted in favour of the resolution | % of total number of valid votes casted |
|--|--|---|
| 225 | 3056902983 | 99.97% |

ii) Voted **against** the resolution:

| Number of members voted through electronic voting system | Number of votes casted against the resolution | % of total number of valid votes casted |
|--|---|---|
| 10 | 782092 | 0.03% |

iii) No of members Votes for **Abstain**:

| Total number of members whose votes were abstained | Total number of votes |
|--|-----------------------|
| 1 | 186640 |



C) Resolution No. 3 - (Ordinary Resolution):

Appointment of M/s. S R B C & CO LLP, Statutory Auditors and to fix their remuneration for the period of 5 years subject to ratification at every AGM

i) Voted **in favour** of the resolution:

| Number of members voted through electronic voting system | Number of votes casted in favour of the resolution | % of total number of valid votes casted |
|--|--|---|
| 230 | 3057682801 | 100% |

ii) Voted **against** the resolution:

| Number of members voted through electronic voting system | Number of votes casted against the resolution | % of total number of valid votes casted |
|--|---|---|
| 5 | 2274 | 0.00% |

iii) No of members Votes for **Abstain**:

| Total number of members whose votes were abstained | Total number of votes |
|--|-----------------------|
| 1 | 186640 |

D) Resolution No. 4 - (Special Resolution):

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

i) Voted **in favour** of the resolution:

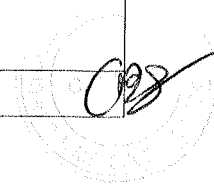
| Number of members voted through electronic voting system | Number of votes casted in favour of the resolution | % of total number of valid votes casted |
|--|--|---|
| 204 | 3052567706 | 99.86% |

ii) Voted **against** the resolution:

| Number of members voted through electronic voting system | Number of votes casted against the resolution | % of total number of valid votes casted |
|--|---|---|
| 27 | 4304798 | 0.14% |

iii) No of members Votes for **Abstain**:

| Total number of members whose votes were abstained | Total number of votes |
|--|-----------------------|
| 5 | 999211 |



E) Resolution No. 5 - (Ordinary Resolution):

Ratification of the Remuneration of the Cost Auditors:

i) Voted **in favour** of the resolution:

| Number of members voted through electronic voting system | Number of votes casted in favour of the resolution | % of total number of valid votes casted |
|--|--|---|
| 227 | 3057683670 | 100% |

ii) Voted **against** the resolution:

| Number of members voted through electronic voting system | Number of votes casted against the resolution | % of total number of valid votes casted |
|--|---|---|
| 7 | 905 | 0.00% |

iii) No of members Votes for **Abstain**:

| Total number of members whose votes were abstained | Total number of votes |
|--|-----------------------|
| 2 | 187140 |

F) Resolution No. 6 - (Ordinary Resolution) :

Approval/ratification of material related party transactions entered into by the Company during the financial year ended 31st March, 2017:

i) Voted **in favour** of the resolution:

| Number of members voted through electronic voting system | Number of votes casted in favour of the resolution | % of total number of valid votes casted |
|--|--|---|
| 143 | 527464489 | 85.13% |

ii) Voted **against** the resolution:

| Number of members voted through electronic voting system | Number of votes casted against the resolution | % of total number of valid votes casted |
|--|---|---|
| 80 | 92122921 | 14.87% |

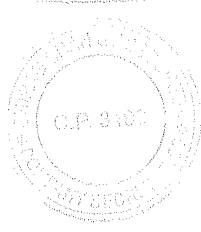

iii) No of members Votes for **Abstain**:

| Total number of members whose votes were abstained | Total number of votes |
|--|-----------------------|
| 13 | 2438284305 |

- 6) The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours Faithfully,



Chirag Shah

Proprietor

Chirag Shah and Associates

Company Secretaries

COP: 3498

Membership: FCS 5545

Place: Ahmedabad

Date: 10th August, 2017
