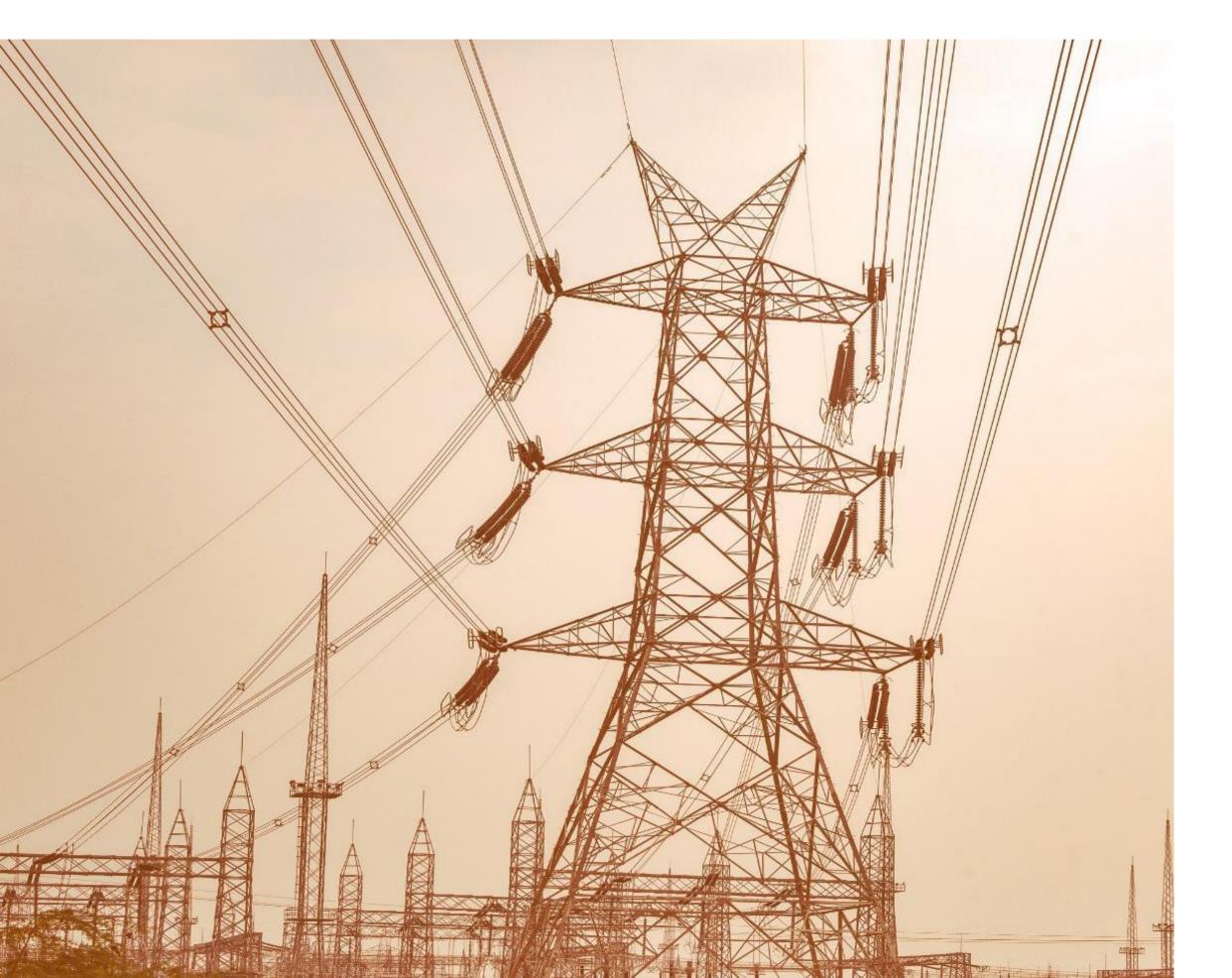


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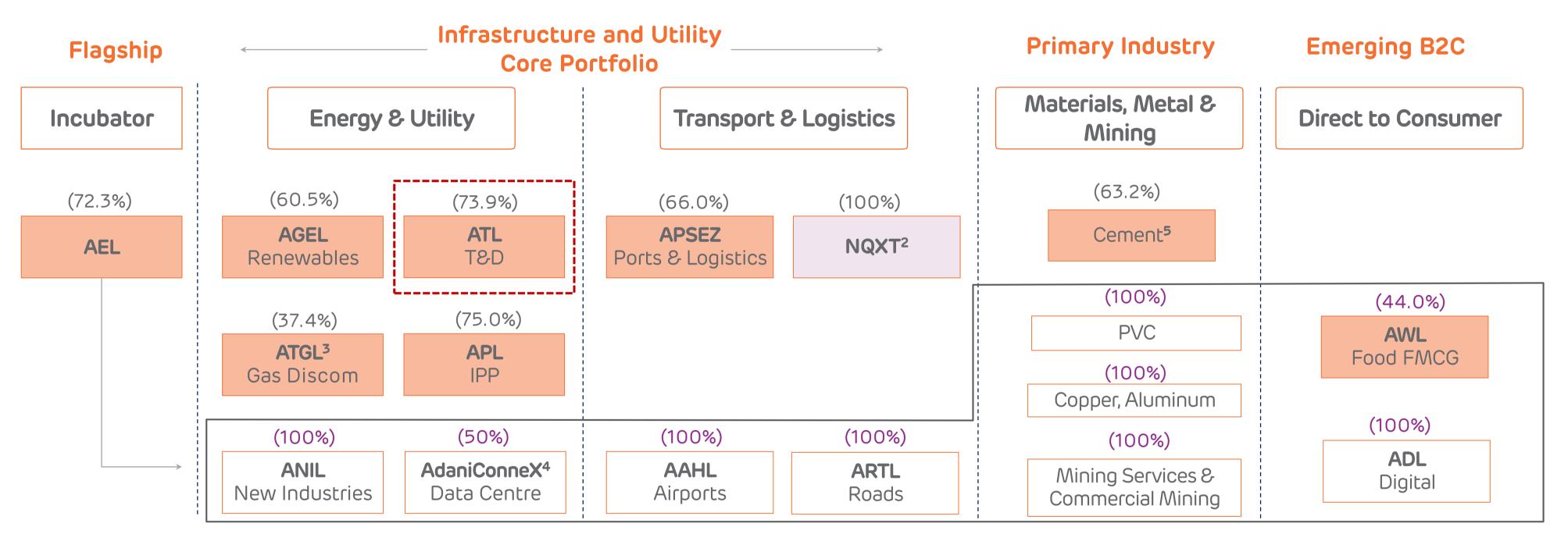
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Adani: A World Class Infrastructure & Utility Portfolio



adani ~US\$ 240 bn¹ Combined Market Cap



(%): Promoter equity stake in Adani Portfolio companies

(%): AEL equity stake in its subsidiaries

- Represents public traded listed verticals

A multi-decade story of high growth centered around infrastructure & utility core

1. Combined m-cap of all listed entities as on Sept 30, 2022, US\$/INR - 81.55 | 2. NQXT: North Queensland Export Terminal | 3. ATGL: Adani Total Gas Ltd, JV with Total Energies | 4. Data center, JV with EdgeConnex | 5) Cement business includes 63.15% stake in Ambuja Cement which in turn owns 50.05% in ACC Limited. Adani directly owns 6.64% stake in ACC Limited. Ambuja and ACC together have a capacity of 66 MTPA, which makes it the second largest cement manufacturer in India |

Adani: Decades long track record of industry best growth with national footprint



Secular growth with world leading efficiency



Ports and Logistics

Growth 3x

EBITDA 70% 1,2



Renewables

Growth 5x

EBITDA 92% 1,4



Growth 3x

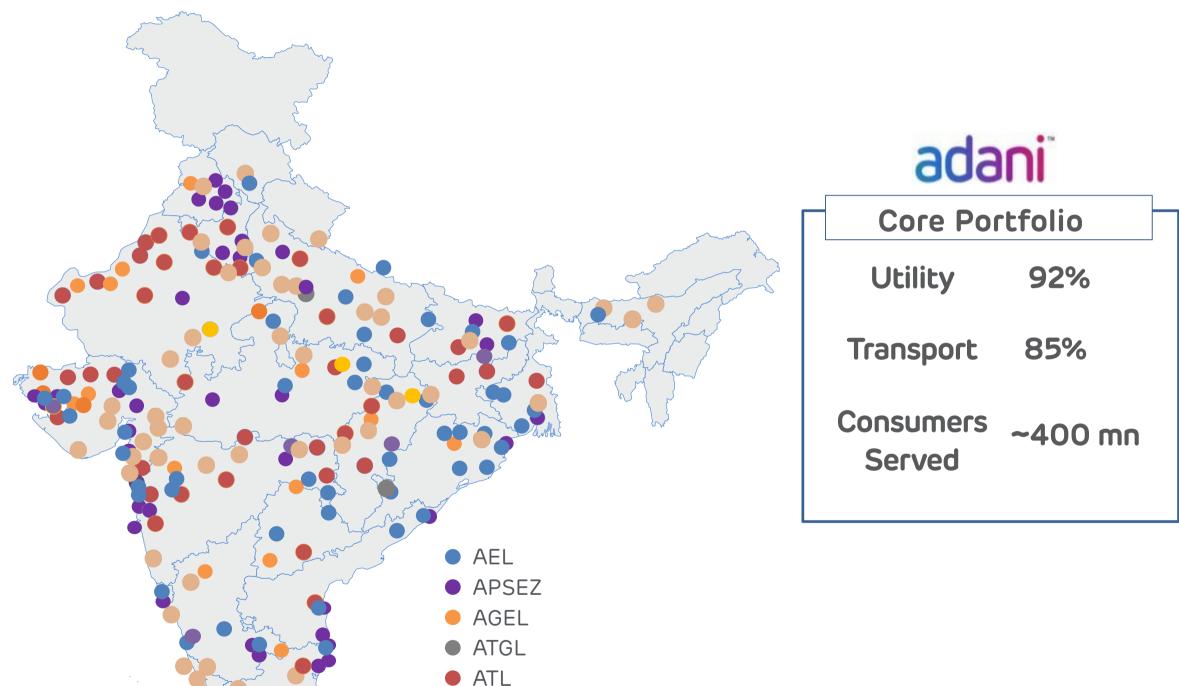
EBITDA 92% 1,3,5



Growth 1.4x

EBITDA 41% 10

APL



National footprint with deep coverage

Adani: Repeatable, robust & proven transformative model of investment



Development Post Operations Operations Phase Origination Operation **Site Development** Construction Capital Mgmt Engineering & design Redesigning the capital Analysis & market • Site acquisition • Life cycle O&M **structure** of the asset intelligence planning Sourcing & quality Concessions and Activity Viability analysis levels Asset Management Operational phase regulatory agreements funding consistent with plan Equity & debt Strategic value Investment case asset life funding at project development • First ever GMTN of US\$ 2bn by AEML - an Energy Network • 648 MW Ultra Mega SLB in line with India's COP26 goals India's Largest Longest Private Commercial Port Solar Power Plant Operation Center HVDC Line in Asia ATL tied up revolving facility of US\$ 1bn (ENOC) (at Kamuthi, Tamil (at Mundra) (Mundra – to fund its green infrastructure thrust. Mohindergarh) Nadu) • Issuance of 20 & 10 year dual tranche bond of US\$ 750 mn - APSEZ the only Centralized continuous infrastructure company to do so Constructed and Highest line Highest Margin monitoring of plants Commissioned in Performance availability Green bond issuance of US\$ 750 mn among peers across India on a single nine months establishes AGEL as India's leading credit cloud based platform in the sector

14% 37% 25% 31% 55% 8% 18% 6% March 2016 March 2022

Debt profile moving from PSU's banks to Bonds

ATL: A platform well-positioned to leverage growth opportunities in T&D business



Development



Execution Prowess

Transmission Network of

18,795 ckm⁽¹⁾

Built Longest Private HVDC Line

in Asia⁽⁴⁾

Strategic Presence

Transmission - Presence in 13 states with 31 transmission projects **Distribution** - Integrated utilities catering to gateway city of Mumbai (AEML) and Mundra SEZ area (MUL)

Balanced pool mix

Transmission⁽³⁾: **52%** of EBITDA - Central pool **48%** of EBITDA - State pool

Operations



Operating Efficiency

Robust network availability and supply/distribution reliability

One of the **lowest O&M** cost per ckm⁽²⁾

Consumer-centricity

Supplier of choice for 12 million+ consumers

CSAT surveys for 12 critical processes for high consumer satisfaction and AMI Installation

Embedded ESG Framework

Decarbonisation of Grid (30% and 60% RE power by FY23 and FY27)

Installed **3.36 MWp** solar capacity for auxiliary consumption at substations

Board Diversity and Strengthening

Returns and Equity Value Creation



Equity Partnerships^(5,6)

Secured primary equity
Investments from marquee
investors –

QIA in AEML (US\$ 452 mn) and IHC in ATL (US\$ 500 mn)

Construction Framework Agreement

Fully funded plan, ATL has raised **US\$ 700 mn** revolving facility, additional **US\$ 2 bn** GMTN program in place for AEML Capex program

Significant Growth Potential

Green industrial cluster in Mundra

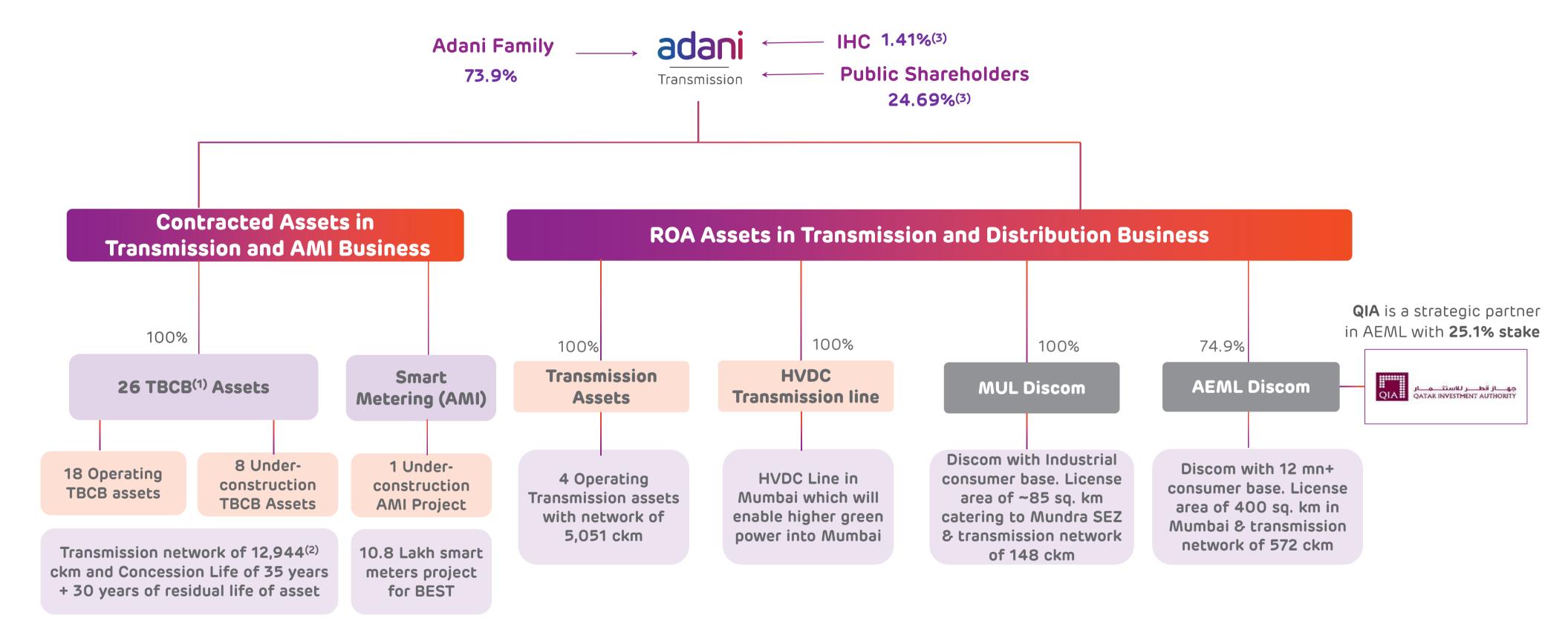
Increasing participation in **renewable grid** (eg: HVDC Mumbai, Khavda)

Transmission development in **green** corridor



ATL: Business Snapshot





AEML: Century old utility serving the "Gateway" city of India



Largest Integrated utility in India's Commercial Capital - Mumbai



About Mumbai ~11.0% Real GDP CAGR (FY12 – 18) ~6.0% of India's real GDP 4th Most Populous City in World 24th Richest City in world based on GDP (US\$)

	Mullibal Collsullers
2.2x	Per capita income of India
\$ 4,630	Per capita income of Mumbai
~ \$ 31	Average Electricity Bill of AEML Consumer for FY21
~1%	Average electricity bill as % of per capita income

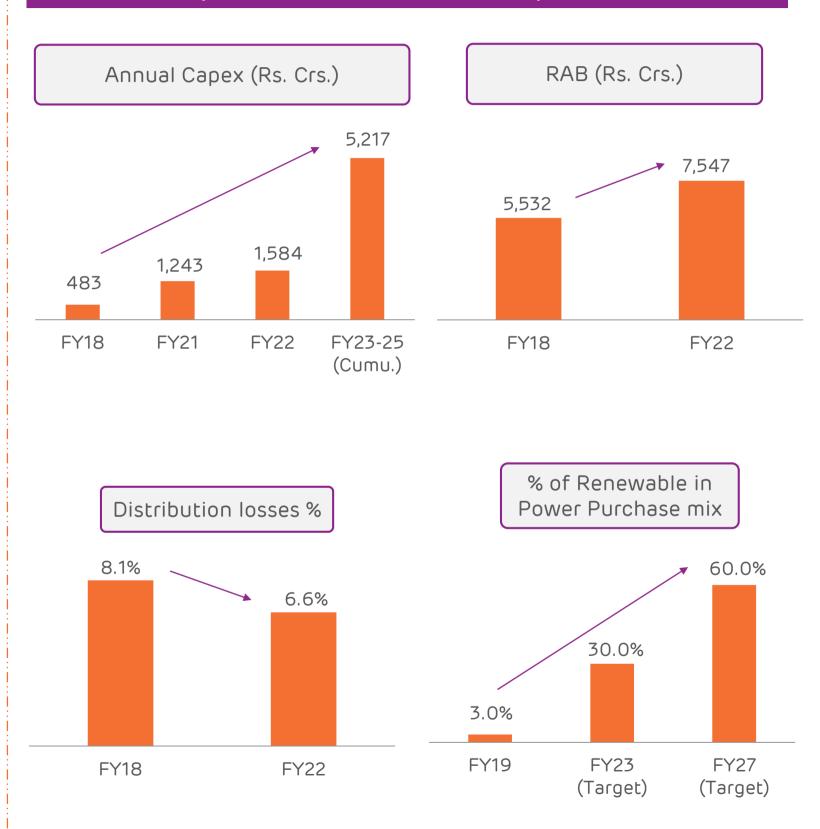
Mumbai Consumers

Consumer Centricity

- CSAT survey for 12 critical processes (Supply restoration, Call Centre, Billing, etc.) to gauge & ensure high consumer satisfaction
- Advanced Metering for 7 lakh consumers in phase 1

Servicing 12 million consumers in Mumbai with Consumer-centric Mindset

AEML – Key Milestones Since Acquisition in 2018



IG rated Platform with Fully Funded Growth

ATL: Transformational Journey with Robust Growth and Credit Discipline



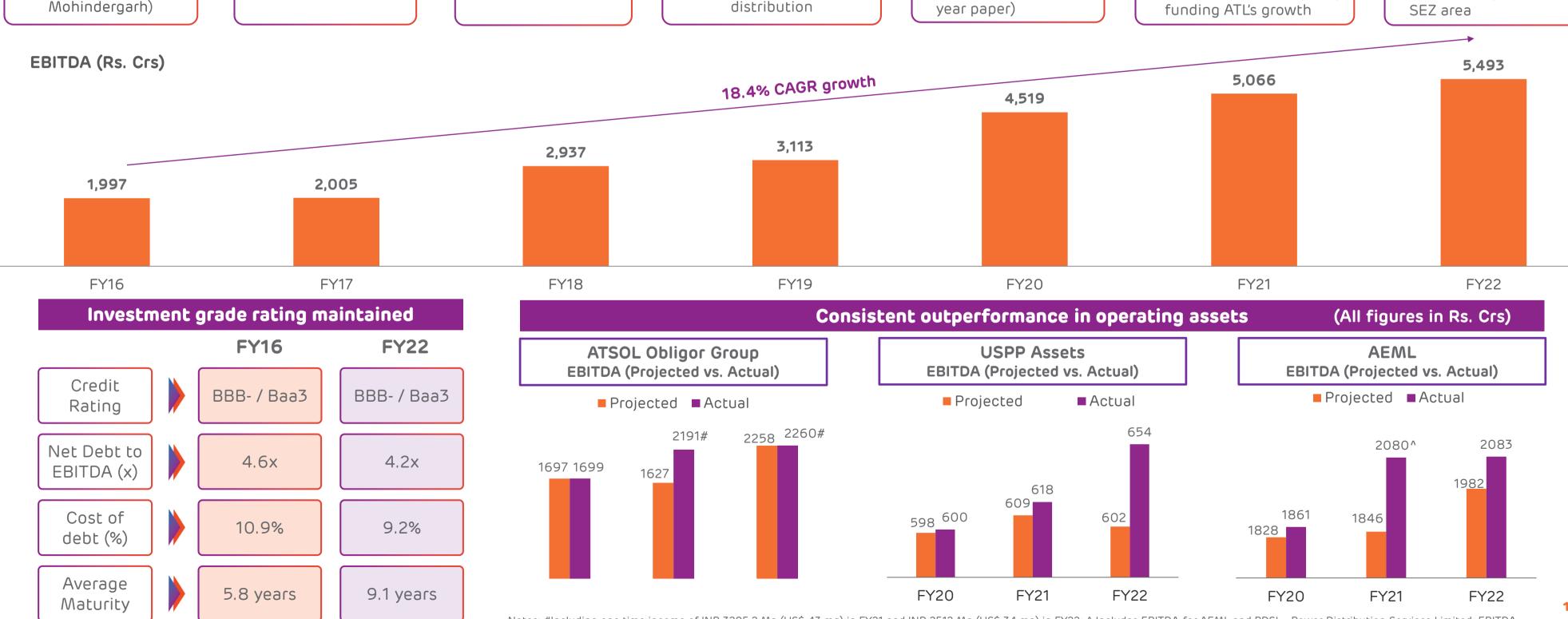
ATL has delivered an impressive 18.4% CAGR in EBITDA from FY16-22, while still demonstrating credit discipline and maintaining investment grade rating

Operating portfolio of 4
ROA assets including
the longest private
HVDC line in Asia
(Mundra –
Mohindergarh)

Acquired Maru and Aravali Transmission assets (397 ckm) from GMR Acquired WTPL and WTGL Transmission assets (3,063 ckm) from RInfra

Acquired Mumbai
Distribution from RInfra
servicing 12 mn consumers
over a 400 sq. km license
area marking foray in
distribution

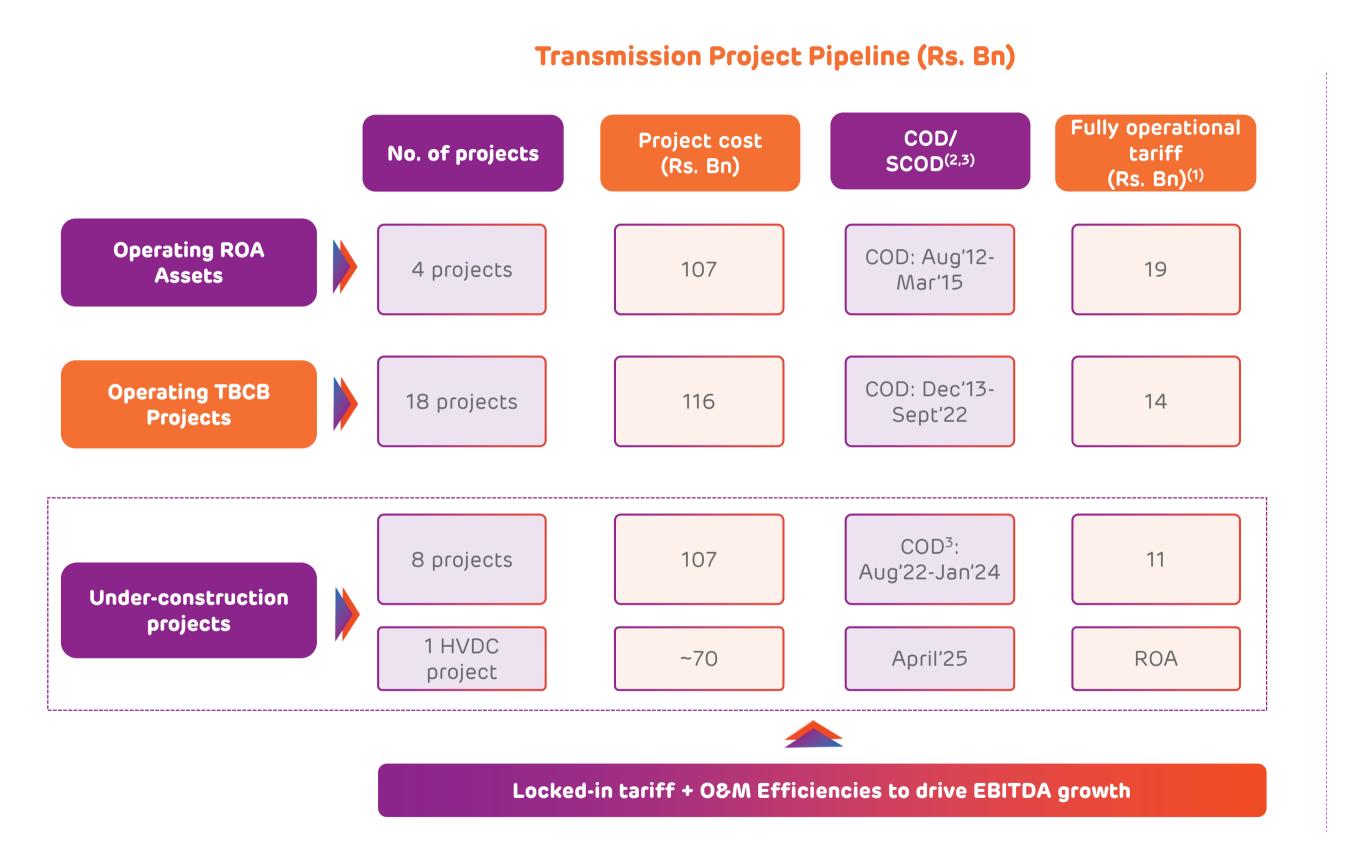
- Induction of QIA as equity partner in AEML
- First USPP from India after a decade (30 vear paper)
- US\$ 2 bn GMTN program fully funding AEML's Capex
- US\$ 700 Mn revolving construction facility fully funding ATL's growth
- IHC infused US\$500 mn as a fresh equity
- Acquired MUL facilitating distribution of electricity in Mundra SEZ area



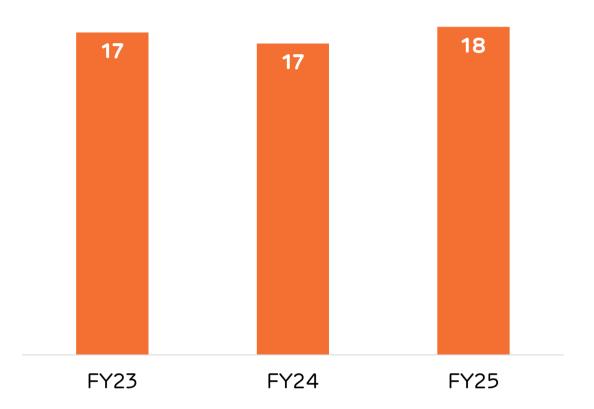
Notes: #Including one time income of INR 3295.2 Mn (US\$ 43 mn) in FY21 and INR 2512 Mn (US\$ 34 mn) in FY22; ^ Includes EBITDA for AEML and PDSL - Power Distribution Services Limited; EBITDA projections and actuals are from compliance certificates; ROA: Return on Assets, Ckm: Circuit Kilometer, HVDC: High voltage direct current, EBITDA: Earning before interest tax and depreciation, GMTN: Global Medium Term Note, ATSOL: Adani Transmission Step One Ltd., USPP: US Private Placement, CAGR: Compound Annual Growth Rate, QIA: Qatar Investment Authority, US\$ INR: 75

ATL: Solid Locked-In Growth in both Transmission and Distribution





AEML Capex Schedule (Rs. Bn)



- Fully funded capex plan of Rs. 52 Bn over FY23-25
- Capex-led growth in Regulated Asset Base (asset hardening) to drive growth in returns
- Significant Smart Metering Opportunity

Capex is focused around consumer-centricity

ATL: Size of Transmission Opportunity for Private Players is ~US\$ 30 bn worth projects over FY21-30



Attractive Industry Opportunity backed by strong policy support

- Mandatory competitive bidding introduced since 2006 (TBCB)
 has created a level playing field for private players
- Private sector has won 35 projects out of total 54 transmission
 TBCB projects awarded since April-15⁽¹⁾.
- Identified TBCB opportunity in near-term is about Rs. 520 Bn / US\$ 6.9 Bn out of which Rs. 134 Bn / US\$ 1.8 bn is under RFP/RFQ stage
- Schemes like UDAY, 24x7 Power for All, Village Electrification etc.
 strengthening the value chain

Growth in transmission lines and transformation capacity

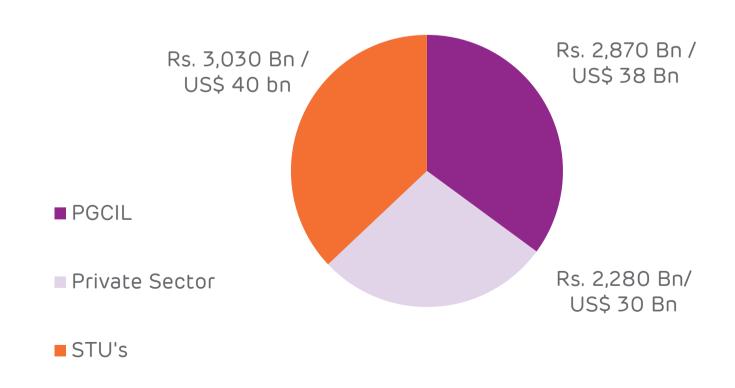


Renewable penetration to further boost requirement for transmission infrastructure strengthening

India has committed to sourcing 50% of its energy requirements from RE by 2030 targeting renewable capacity of 500 GW

- Renewable capacities concentrated in western and southern regions of the country
- Due to intermittent nature and to provide grid stability, there is a requirement of dedicated transmission corridors for renewable evacuation
- 15 projects of Rs. 153 Bn / US\$ 2 bn are Inter State Green Energy Corridor projects under bidding currently

Overall investment of Rs. 8,180 Bn / US\$ 109 bn over ~15 years



Opportunity for Private Sector Players is Rs. 2,280 Bn / US\$ 30 bn

ATL: Distribution Privatization Opportunity and Other Drivers



- Power distribution is one of the largest consumer facing sectors in the country. 96.7% of ~270 mn households in India are connected to the grid.
- Discoms in India have been primarily owned and operated by state governments
- Government of India power ministry recently issued the standard bidding documents for privatisation of power discoms
- **Privatization being undertaken** under Atmanirbhar Bharat scheme, starting with Union territories. Government has completed tendering process for Chandigarh Discom, Dadra & Nagar Haveli Discom
- Smart Metering Opportunity Estimated Market Size of 25 Crs Meters requiring investment of Rs. 2.2 Lakh Crs / US\$ 29 billion by FY26⁽⁵⁾. ATL won smart metering project worth Rs. 13 billion to install 10.8 Lakh smart meters for BEST in October 2022.

Current Inefficiencies Faced by Discoms

High leverage levels, inefficient capital structure

State owned distribution utilities (Discoms) plagued by structural issues and financial inefficiencies

Tariff inadequacy, resulting in requirement for high subsidies

Payout of subsidies typically delayed, due to budget deficits

High levels of operational inefficiencies (AT&C loss⁽¹⁾), low network reliability

High Cost overheads against regulatory targets

How Privatisation Will Help Reform The Sector

Privatization
to help turn
around
Discoms
through
operational
efficiencies,
higher
investment
and better
consumer
services(2)

Operational efficiencies: Reduce AT&C losses, improve collection efficiencies, reliability metrics (SAIDI⁽⁴⁾, SAIFI⁽⁴⁾)

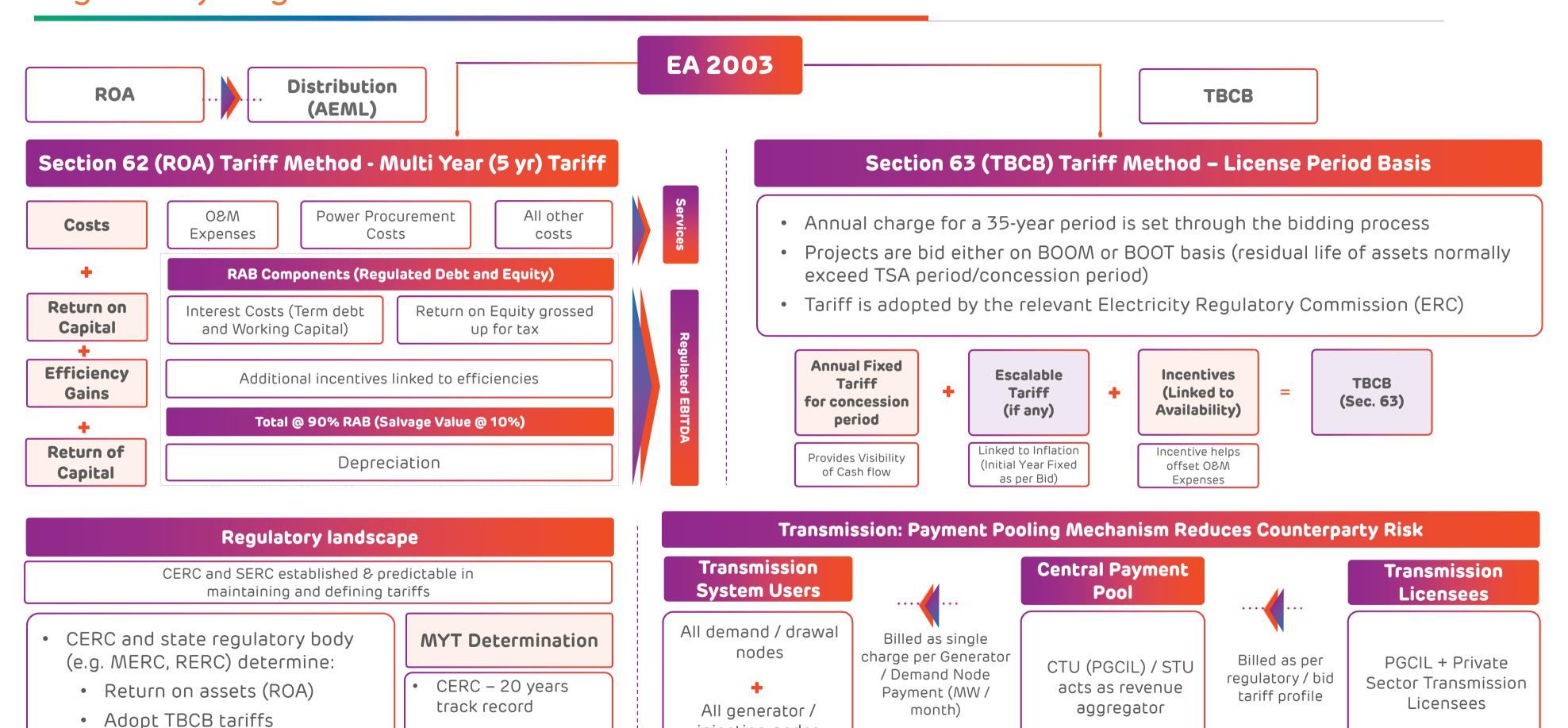
Power purchase: Optimisation in power mix to reduce power purchase cost and in turn reduce consumer tariff

Investment to strengthen network: Above efficiencies will allow investment towards improving network reliability

Better consumer services: Faster responsiveness, consumercentric service delivery model, quick redressal of consumer grievance

ATL: Attractive Industry Opportunity supported by an Evolved and Stable Regulatory Regime





injection nodes

MERC – 19 years

track record

Incentive triggers



ATL: Business Philosophy focusing on De-risking at every stage of project lifecycle



DE-RISKING AT EVERY STAGE

Route Identification & Survey

- Route alignment on topographic maps to optimize route & identify key parameters
- Utilization of Drones for route survey
- Robust site diligence and route planning to minimize project cost and ROW issues

Project Planning & Scheduling

- Robust Pre bid estimation of ROW, Project Cost and Timelines resulting in assurity of returns
- Solid vendor management and strong relationships adds to business sustainability and avoid cost escalations

Capital Management

- Takeout of construction debt post commissioning (eg: USPP issuance)
- Maintained international investment grade rating while achieving impressive growth

OUR BUSINESS PHILOSOPHY

Project Execution

- Complex projects experience: Completed HVDC project (~1000 kms) in a record time of 24 months
- Contracting methodology focused on derisking –
 competitively awarded on fixed price & fixed time basis
- Availability of large talent pool and in-house capabilities

Construction Finance

- Derisked financing through fully-funded plan
- Revolving Construction facility of US\$ 700mn for transmission and GMTN facility of US\$2 bn for AEML
- LC facility to reduce financing cost & optimize funding schedule

Tech Enabled Operations

- Life cycle O&M planning
- Reliability centered Maintenance
- Remote operation of sub-stations and integration with Energy Network Operating Centre

DE-RISKING AT EVERY STAGE

ATL: Technology enabled O&M Excellence



Design and Technology Excellence

- In-house design team capable of designing towers using software tools like PLS Tower and STAAD-PRO
- Drone inspection for Asset maintenance and Prebid survey (LIDAR method)⁽¹⁾
- PERS tool for emergency restoration of lines up to 765Kv within 48 hours for higher reliability and incentive income

Project Excellence

- Completed HVDC project (~1,000 kms)
 within record time of 24 months
- Majority of the projects completed within time and budget allowing ATL to maintain high market share of 35% in FY21 and 22% in FY22
- Cost savings at development and O&M allowing RoE optimization

O&M Excellence

- In-house team with vast O&M experience
- Remote operation of sub-stations (Rajasthan assets) and predictive maintenance through Energy Network Operating Centre (ENOC)
- Low-cost and condition-based O&M through tools like SCADA and processes like IMS, Disha for robust and sustainable O&M

Robust Transmission and Distribution Network

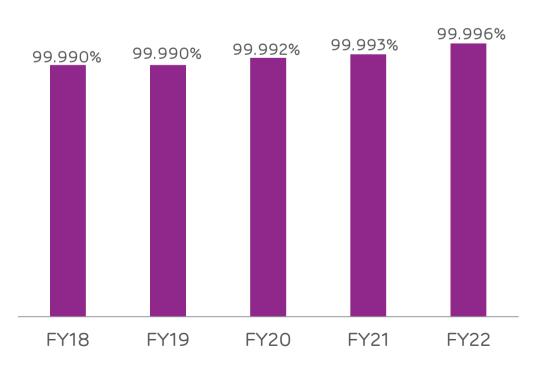


Transmission Line (Cktm) Distribution Consumers (mn)

Transmission business - Average System Availability %



Distribution business - Supply Reliability (ASAI) %



Notes: 1) LIDAR: Light Detection and Ranging - currently at trial stage; IPMS: Integrated Project Management Solution; ENOC: Energy Network Operating Center; SCADA: Supervisory Control and Data Acquisition; ABEM (Adani Business Excellence Model); AHM: Asset Health Management; IoT: Internet of Things; IMS: Integrated Management Systems; ERS: Emergency Restoration System; Ckm: Circuit Kilometer, RoE: Return on Equity, O&M: Operation and Maintenance, HVDC: High Voltage Direct Current

AEML Business philosophy: Sustainability, Reliability and Consumer Focus (Affordability & Responsiveness)

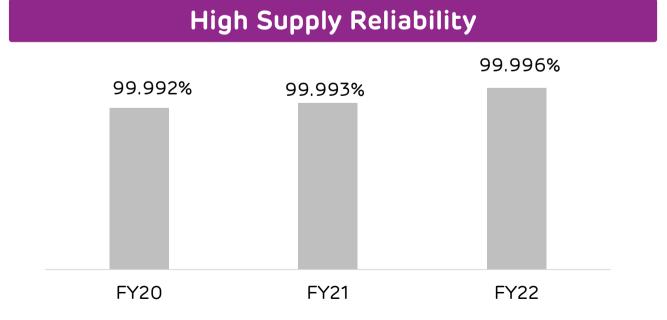




Sustainability

Reliability

- Pioneer in adoption of advanced technologies
- Only utility with integrated GIS, WMS, OMS, CRM
- Redundancy built at 3 levels (N-1 -1 Cluster wise)
- 100% unmanned remote operated stations
- Islanding scheme insulating consumers from external grid outage
- · Installed capacity is twice of maximum demand
- Sustainable Regulated Asset Development ensuring asset hardening
- 100% underground network



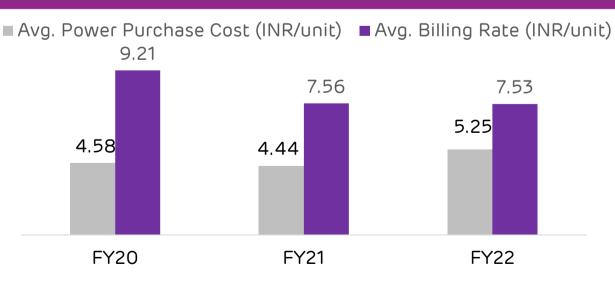


Affordability & Responsiveness

- Consumer-centric service delivery model → Emerging as "supplier of choice"
- Consumer Affair Committee for Consumer satisfaction
- Widening **Digital Payment** avenues
- Long term renewable power tie up at lower cost
- Asset hardening ensures operational excellence →
 Higher consumer base → Lower tariff
- Smoothening of FAC resulting in tariff stability









ATL: Capital Management Philosophy to achieve growth at scale with capital discipline



ATL is the only private sector transmission and distribution company in India with International IG Rating

- Long life contracted assets with sovereign counterparties in a stable regulatory regime (Transmission: 35 year concession, Distribution: Perpetual life)
- Capital structure designed through debt financing at longer tenure matching concession life and terms akin to stable assets

Project Construction Financing

Ensure senior debt availability for Project Construction Ensure NFB facility to bid for project

Cash to Growth

LRA for future unfunded capex

Post-Commissioning Phase

Debt Capital market refinancing at lower interest rate, longer tenure and terms akin to stable assets

Capital Mgmt. throughout Project lifecycle

Development Phase

Post-commissioning Phase

Demonstrated

Raised green field finance over ~INR 140 Bn (USD 1.9 bn) for project construction

NFB limit of INR 1,150 crore (USD 153 mn)

Revolving Construction Facility of **USD 700 mn**

Construction Facility to be upsized to fund confirmed projects and upcoming project

Free Cashflow from operational projects providing necessary equity capital for growth

1st issuance - ATL Obligor Group: US\$ 500 mn

2nd issuance - ATL Obligor Group: US\$ 500 mn

30 year USPP issuance: US\$ 400 mn

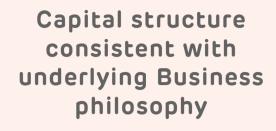
AEML bond issuance: US\$ 1 Bn

AEML GMTN program: US\$ 2 Bn (US\$ 300 mn drawn)

Future USD bonds/USPP raise via. Global Debt Capital Market (already demonstrated for operational projects)

ATL: Transformational Capital Management Plan in AEML resulting in value unlocking



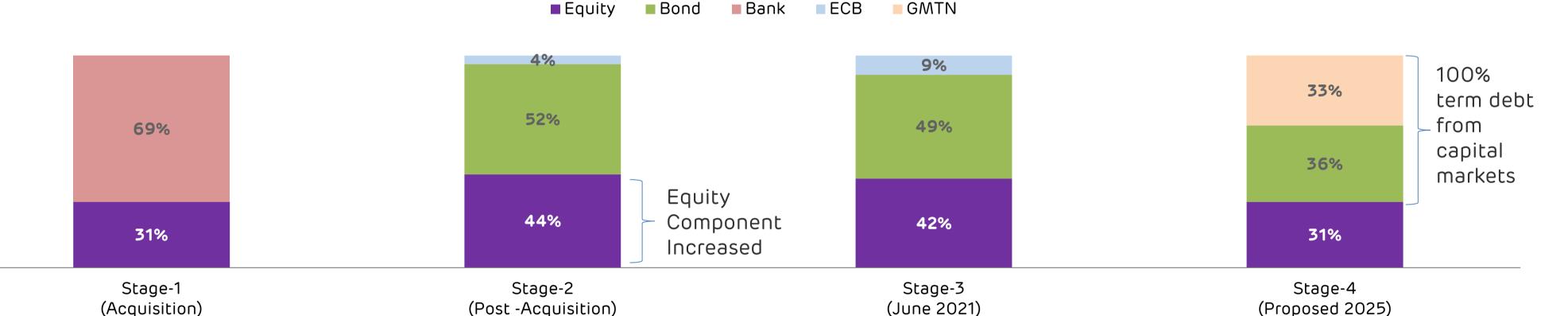


Elongated maturity reflecting perpetual nature of business

High quality stable cashflow profile to ensure IG metrics – reduced cost of debt

Diversified and deep investor base, to provide stability

Fully funded long term capex program



Stage - 1 (Acquisition): Aug-18

- On acquisition, introduced efficient capital structuring debt financing of USD 1.1 bn
- Debt from Domestic Banks
- Fresh capex debt (D/E 70:30)
 at competitive pricing

Stage - 2 (Post Acquisition): Feb-20

- QIA's acquisition of 25.1% stake
- Debt reduction through shareholder sub-debt of US\$ 282 mn
- Refinancing through US\$ 1 bn IG non amortizing bond
- US\$ 400 mn ECB Capex revolver facility to **fully fund** Capex program

Stage - 3 (Recent): Jun-21

- Revolving ECB Capex facility used for RAB growth
- Asset hardening improved operational efficiency promoting affordable tariff
- Successfully placed US\$ 2bn
 GMTN program to replace ECB in July 2021

Stage - 4 (Proposed): Mar-25

- 100% of term debt placed in international capital markets,
- Diversified global investor base to provide stability
- Elongated maturity → liquidity
- Prudent Capital Management plan to enhance credit quality



ATL: Compelling Investment Case



Favorable Industry Landscape

- Significant growth opportunities in Transmission and Distribution with **favourable government policy** and strong T&D infrastructure demand with **increasing shift to renewable energy**
- Evolved and stable regulatory regime conducive for infrastructure investment

Development and Construction Expertise

- Proven track record of excellence in development & construction
- ATL remains **competitive at bidding stage** due to scale benefits. Synergies from wide geographical presence and execution expertise helps **mitigate cost and time overrun risk**
- Solid vendor management and strong relationships adds to business sustainability and avoid cost escalations

Operational and Execution excellence

- Robust operational metrics line availability, supply reliability, distribution loss
- One of the lowest O&M cost through predictive maintenance and technology excellence

Capital Management Philosophy

- Capital structure designed through debt financing at longer tenure matching concession life and terms akin to stable assets
- ATL is the only private sector transmission and distribution company in India with International IG Rating

Capital Allocation and turnaround capability

- Disciplined approach towards new project bidding and acquisitions; stringent IRR (returns) threshold
- Commitment to maintain strong credit profile and investment grade rating
- Strong track record of acquisition and turn around of transmission and distribution assets



ATL: As a matured O&M player, shifting from Time-based Maintenance to Reliability Centered Maintenance



Time-based Maintenance (TBM)



Preventive Maintenance (PM)



Condition-based Maintenance (CBM)



Reliability Centered Maintenance (RCM)

- Emergency restoration system
- Offline condition assessment
- Solar module cleaning
- Preventive & Corrective actions
- Dry cloth cleaning

- SAP Integration for triggering and closure of PM activities
- Regular monitoring of SF6 gas pressure in Breaker
- Checking of all parts of equipment & cleaning
- Field force mobility
- Insulator washing
- Hotline maintenance

- Performing key tests based on equipment health condition
- Online Partial Discharge (PD) for GIS
- Tan Delta measurement of equipment
- PID of insulator
- Asset segregation based on grading
- Corona scanning

- Image Analytics and Drone surveillance of assets
- Asset Performance Management (APM)
- Sensorization of assets
- Health index monitoring of critical equipments
- SF6 gas analyzer









ATL: O&M Philosophy focused on Reliability, Longevity, Sustainability & Safety



Average Availability



ENOC Benefit

- Enhanced Safety
- Data Analytics
- Video Monitoring System (VMS)
- Security Automation System (SAS)
- Asset Performance Management (APM)

Reliability

- Industry-leading
 System Availability
- Remote Operations through ENOC

Asset Integration in SAP

Analytical dashboard

Health Index formulation

Risk score and Action plan

Analytical dashboard monitoring and diagnosing asset health on multiple test parameters Driving enhanced asset life.

Business Sustainability

- Adani Business Excellence Model (ABEM)
- Integrated Management System (IMS)
- Business Continuity Management (BCM)
- Cluster Based Maintenance & Inventory Management
- Cyber Security
- Technical Assessment

Sustainability

 Adoption of globally renowned processes

Safety

Longevity

Monitoring Using

Analytics Platform

Asset Health

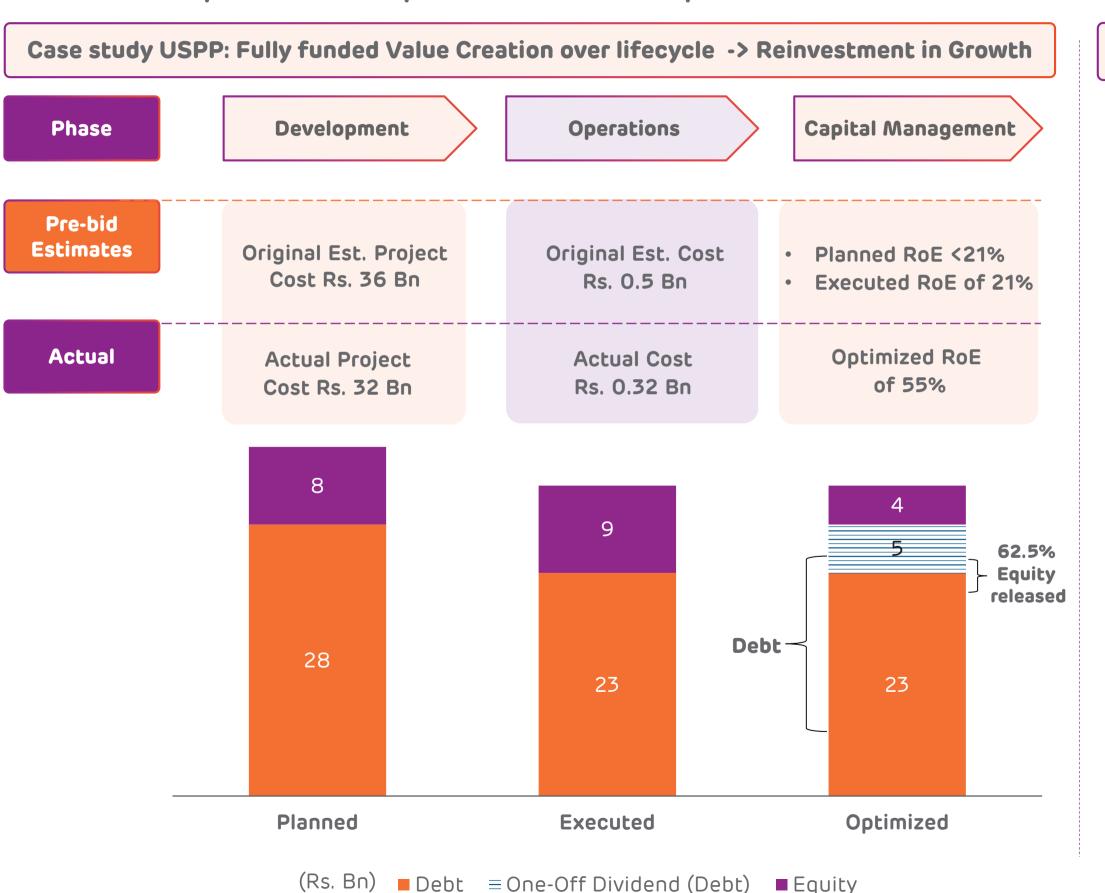
Robust Safety
 Framework
 Leading to "Zero"
 Fatalities in O&M

- Al and ML based real-time detection of violation of safety PPE
- Smart patrolling with weather forecasting software
- Intelligent Wearables Solution for field connectivity and communication
- Exploring remotely operated robots with smart cameras to work under high EMI fields

Case Study: TBCB portfolio takeout through USPP



USPP: 30 years USD notes (USD 400 mn) issued by restricted group of 7 subsidiaries of ATL (2,084 ckm network) with fixed coupon and amortizing structure matching the concession period & revenue profile of the issuer companies





Enabling Assets to Ensure Efficient Capital Churn Cycle at ATL

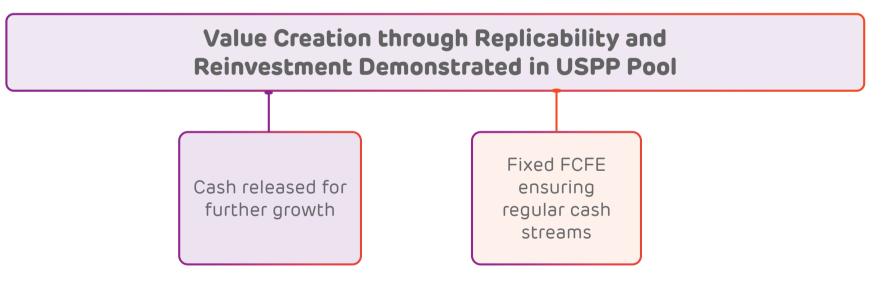
New Asset
Construction –
Construction
Financing and Debt
Sizing



Refinancing Stabilized Asset-Sustainable Debt Upsized

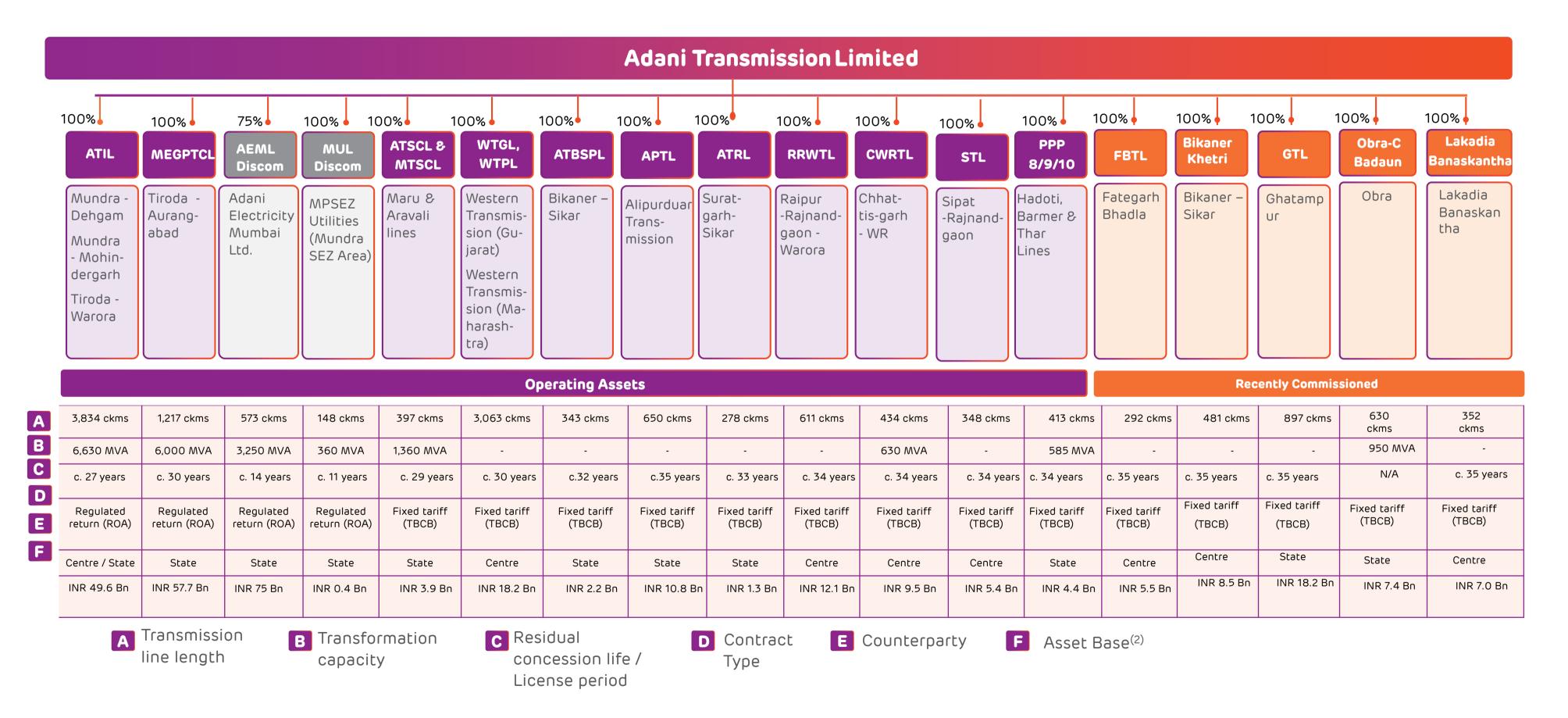


Free Cash Flow reinvested in growth



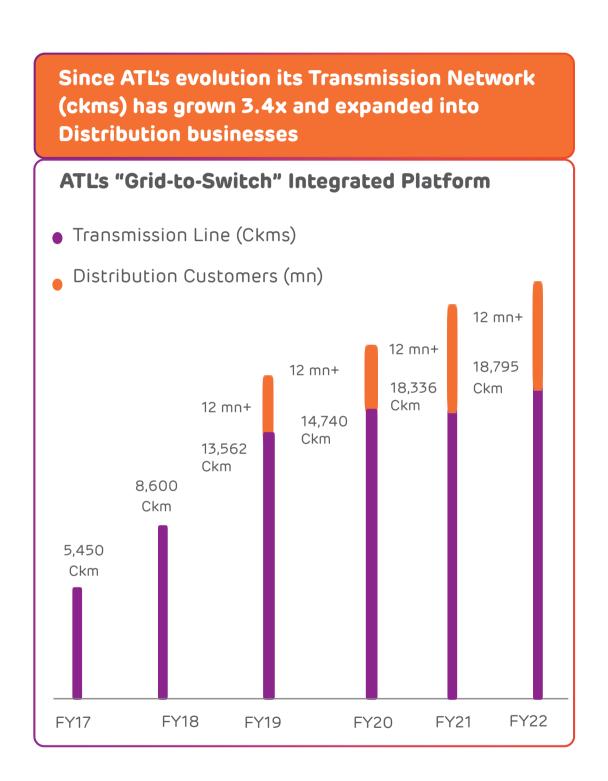
ATL's Operational Asset Portfolio as of Q2FY23

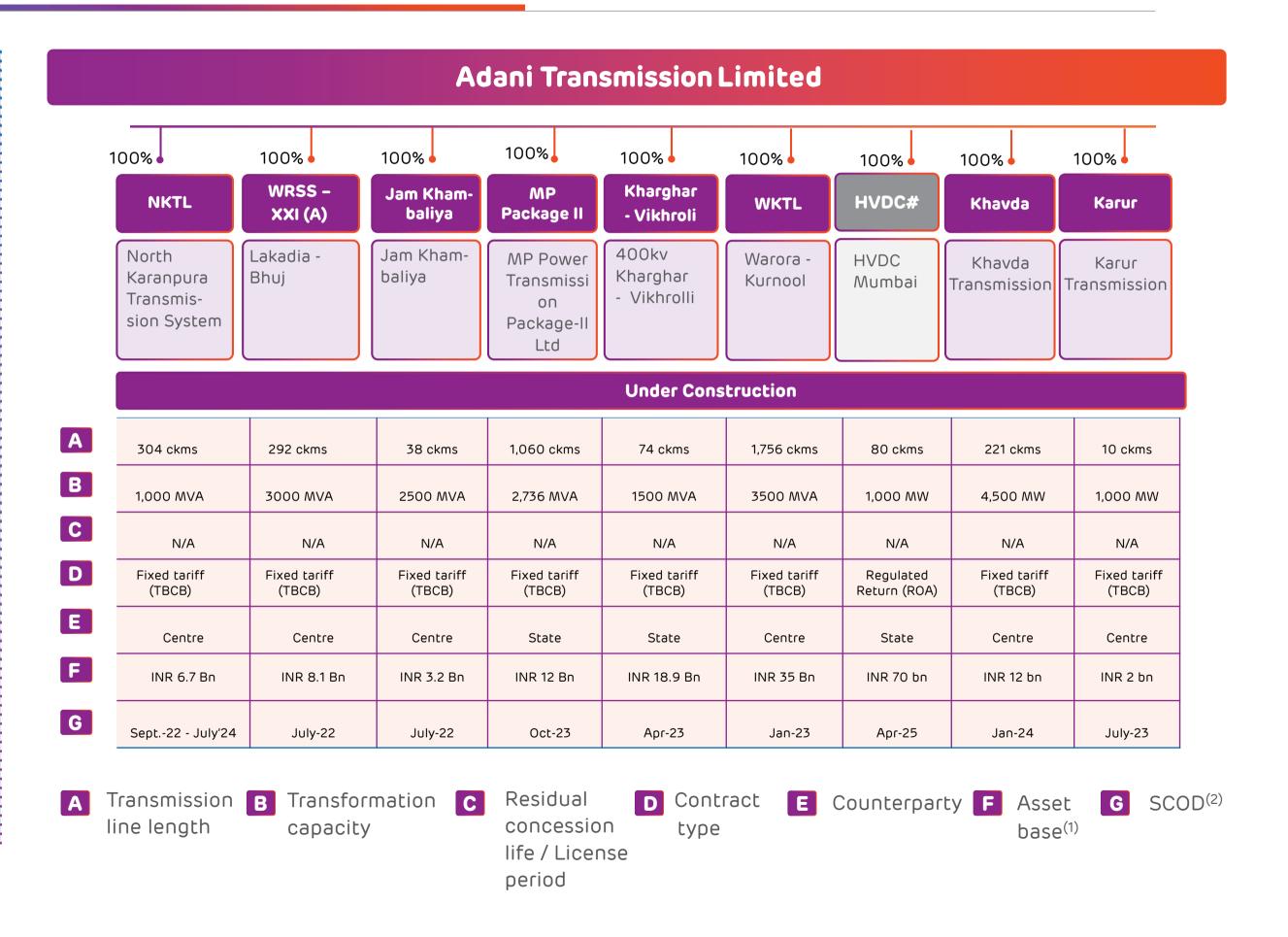




ATL's Under-construction Asset Portfolio as of Q2FY23







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