

Adani Transmission Limited

Equity Investor Presentation



Legal Disclaimer

The information contained in this presentation is provided by Adani Transmission Limited (together with its subsidiaries, the "Company" or "ATL") to you solely for your reference and for information purposes only. This presentation is highly confidential and is being given solely for your information and your use, and may not be retained by you or copied, reproduced or redistributed to any other person in any manner nor any part thereof may be (i) used or relied upon by any other party or for any other purpose; (ii) copied, photocopied, duplicated or otherwise reproduced in any form or by any means; or (iii) re-circulated, redistributed, passed on, published in any media, website or otherwise disseminated, to any other person, in any form or manner, in part or as a whole, without the prior written consent of the Company, Any unauthorized use. disclosure or public dissemination of information contained herein is prohibited. This presentation does not purport to be a complete description of the markets' conditions or developments referred to in the material. Certain statements made in this presentation may not be based on historical information or facts and may be "forward-looking statements," including those relating to general business plans and strategy of Adani Transmission Limited ("ATL"), their future outlook and growth prospects, and future developments in their businesses and their competitive and regulatory environment, and statements which contain words or phrases such as 'will', 'expected to', etc., or similar expressions or variations of such expressions. Actual results may differ materially from these forward-looking statements due to a number of factors, including future changes or developments in their business, their competitive environment, their ability to implement their strategies and initiatives and respond to technological changes and political. economic, regulatory and social conditions in India. This presentation is for private circulation only and does not constitute a prospectus, offering circular or offering memorandum or an offer, or a solicitation of any offer, to purchase or sell, any shares and should not be considered as a recommendation that any investor should subscribe for or purchase any of ATL's shares. Neither this presentation nor any other documentation or information (or any part thereof) delivered or supplied under, or in relation, to the shares shall be deemed to constitute an offer of or an invitation by or on behalf of ATL. ATL, as such, makes no representation or warranty, express or implied, as to, and does not accept any responsibility or liability with respect to, the fairness, accuracy, completeness or correctness of any information or opinions contained herein. The information contained in this presentation, unless otherwise specified is only current as of the date of this presentation. This presentation is for general information purposes only, without regard to any specific objectives, financial situations or informational needs of any particular person. This presentation should not be used as a basis for any investment decision or be relied upon in connection with, any contract, commitment or investment decision whatsoever. This presentation does not constitute financial, legal, tax or other product advice. Potential investors must make their own assessment of the relevance, accuracy and adequacy of the information contained in this presentation and must make such independent investigation as they may consider necessary or appropriate for such purpose. The statements contained in this presentation speak only as at the date as of which they are made, and the Company expressly disclaims any obligation or undertaking to supplement, amend or disseminate any updates or revisions to any statements contained herein to reflect any change in events, conditions or circumstances on which any such statements are based. Neither the Company nor any of its respective affiliates, its board of directors, its management, advisers or representatives, including any lead managers and their affiliates, or any other persons that may participate in any offering of securities of the Company, shall have any responsibility or liability whatsoever (in negligence or otherwise) for any loss howsoever arising from any use of this presentation or its contents or otherwise arising in connection with this presentation.

ATL assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent development, information or events, or otherwise. Unless otherwise stated in this document, the information contained herein is based on management information and estimates. The information contained herein is subject to change without notice and past performance is not indicative of future results. ATL may alter, modify or otherwise change in any manner the content of this presentation, without obligation to notify any person of such revision or changes. Certain statements made in this presentation may be "forward looking statements" for purposes of laws and regulations of India and other than India. These statements include descriptions regarding the intent, belief or current expectations of the Company or its directors and officers with respect to the results of operations and financial condition, general business plans and strategy, the industry in which the Company operates and the competitive and regulatory environment of the Company. These statements can be recognized by the use of words such as "expects," "plans," "will," "estimates," "projects," "targets," or other words of similar meaning. Such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and actual results may differ from those in such forward-looking statements as a result of various factors and assumptions, including future changes or developments in the Company's business, its competitive environment, information technology and political, economic, legal, regulatory and social conditions in India, which the Company believes to be reasonable in light of its operating experience in recent years. The Company does not undertake to revise any forward-looking statement that may be made from time to time by or on behalf of the Company. Please note that the past performance of the Company is not, and should not be considered as, indicative of future results. No person is authorized to give any information or to make any representation not contained in and not consistent with this presentation and, if given or made, such information or representation must not be relied upon as having been authorized by or on behalf of ATL.. This presentation does not constitute an offer or invitation to purchase or subscribe for any securities in any jurisdiction, including the United States. No part of its should form the basis of or be relied upon in connection with any investment decision or any contract or commitment to purchase or subscribe for any securities. None of our securities may be offered or sold in the United States, without registration under the U.S. Securities Act of 1933, as amended, or pursuant to an exemption from registration therefrom. This presentation is confidential and may not be copied or disseminated, in whole or in part, and in any manner. This presentation contains translations of certain Rupees amounts into U.S. dollar amounts at specified rates solely for the convenience of the reader.



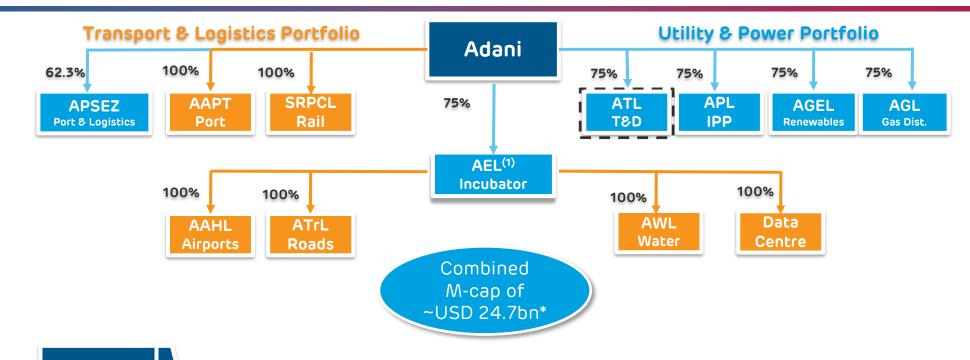
Table of Contents

- A Introduction to Adani Group and Adani Transmission Limited
- B ATL Showcase
- Sector
- Regulatory Framework
- Financial and Operating Performance to date
- Closing
- **G** Appendix
 - 1 ATL Business Segment Showcase
 - ² ATL Asset Portfolio
 - 3 Board and Management Team



Adani Group: One of India's Largest Infrastructure Conglomerates





Adani

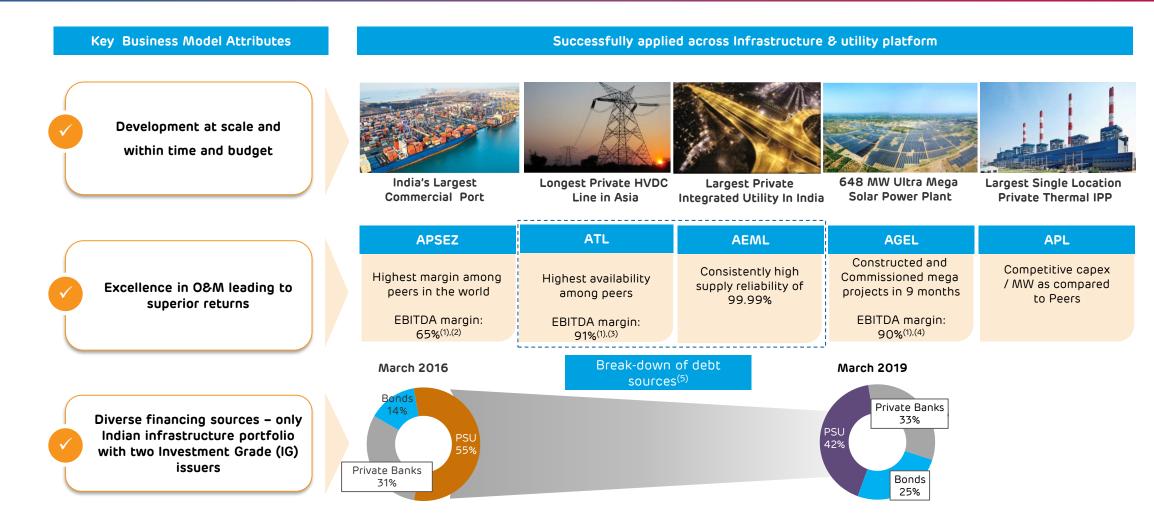
- No 1 in Ports, T&D and IPP (Thermal and renewables) in India
- Independent verticals with independent boards Integrating ESG into value creation
- Addressable market size (customers): ~12mn in Adani Transmission, ~10mm in Adani Gas & ~125mn in Airports

Adani Group: World Class Infrastructure & Utility Portfolio

Notes: 1) Part of Adani Enterprises Limited (AEL) which is a listed entity; 2) Turquoise color represents publicly listed entities of Adani Group; 3) *Adani Family Shareholding as of 30th September, 2019 and M-cap as on October 11, 2019 APSEZ: Adani Ports and Special Economic Zone Limited; AAPT: Adani Abbot Point Terminal Pty Ltd; SRPCL: Sarguja Rail Corridor Private Limited; ATL: Adani Transmission Limited; APL: Adani Power Limited; AGEL: Adani Green Energy Limited: AGL: Adani Gas Limited: AAHL: Adani Airports Holdings Limited: ATL: Adani Transport Limited: AWL: Adani Water Limited

Adani Group: Repeatable and Robust Business Model Applied Consistently to Drive Value



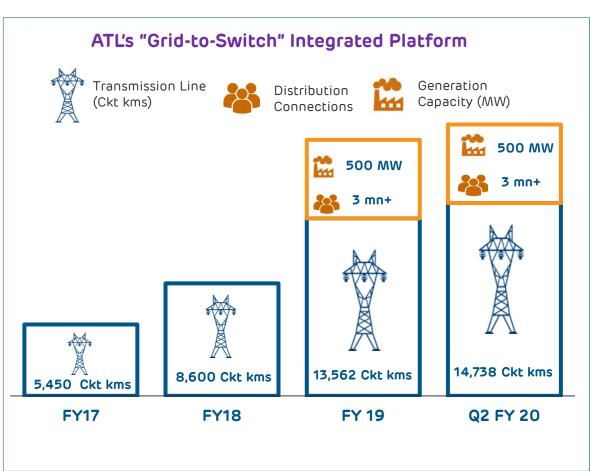


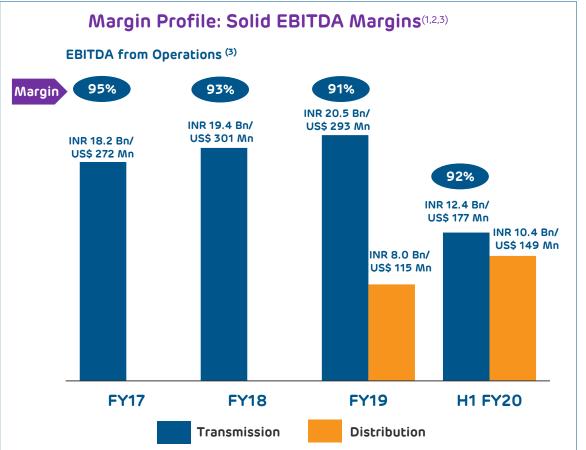
Notes: 1. Data for FY19; 2. Excludes forex gains/losses; 3. EBITDA = PBT + Depreciation + Net Finance Costs – Other Income; 4. EBITDA Margin represents EBITDA earned from power sales and exclude other items; 5. Debt break-down includes debt of all listed group companies

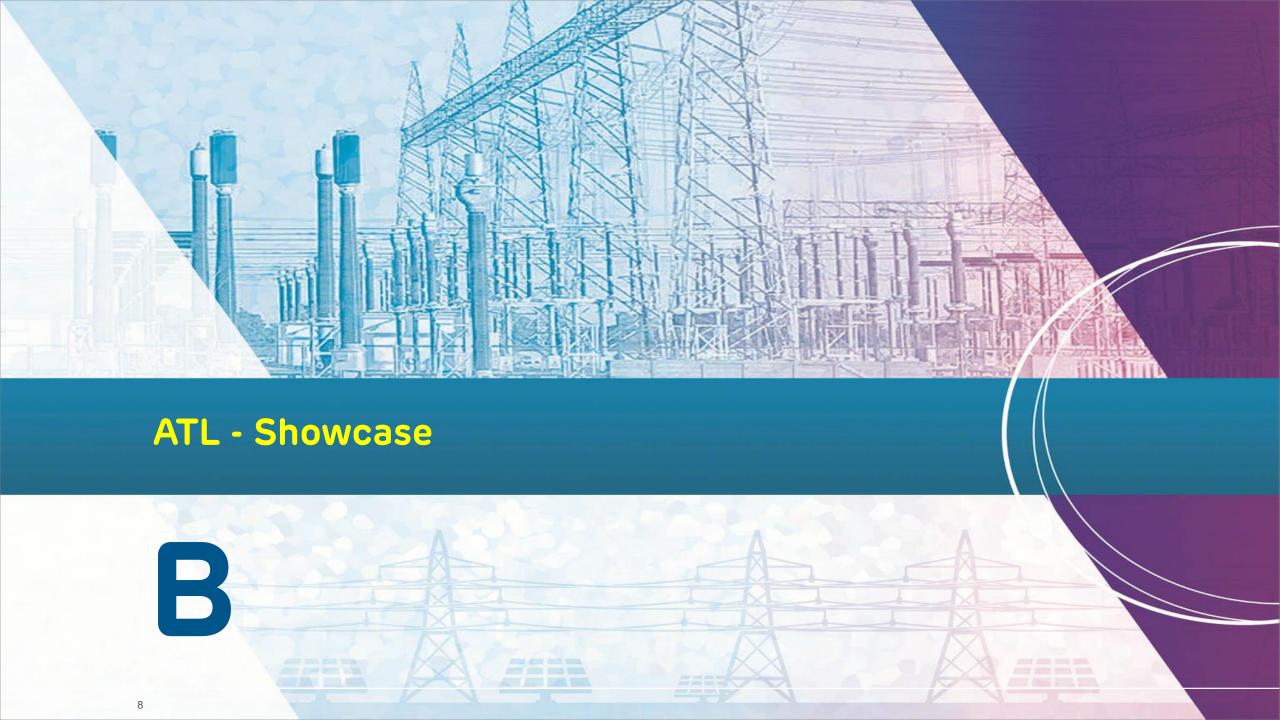
ATL Group of Cos Manifests Adani's Infrastructure Excellence in T&D business



A platform well-positioned to leverage growth opportunities @ T&D business





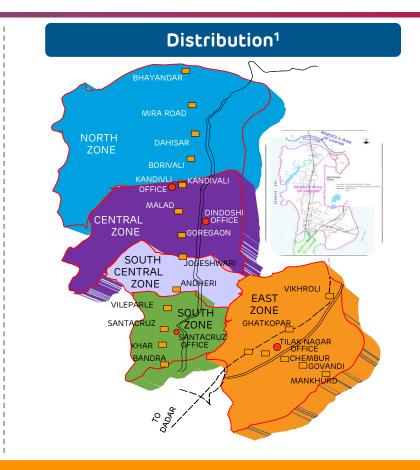




ATL Geographic Footprint

Transmission¹





Presence in 9 States, with 21 Transmission Lines², 28 EHV Sub-stations and Integrated Mumbai Distribution Business









Orange dots represent transmission line network



📈 Dotted line represents Grid-SS built on Associated lines 🌠 Longest black non-dashed line is MM HVDC line



Above map represents our area of license in Mumbai

Orange dots represent Adani Electricity Divisional offices



ATL: Largest Private T&D Company in India

Execution
Strength
and Pan India
Presence



Portfolio of operational/ under-construction EHV Transmission Network & Substations including HVDC



INR 281 Bn/ US\$ 4,019 Mn Regulated Asset base⁽¹⁾ (Fully built)



765 KV, 400 KV, 220 KV EHT AC Pan-India network & only private sector co. to operate 500 KV HVDC in S-E Asia

Predictable and Annuity Returns



3 million +
Retail Electricity (Distribution)
Connections



31 yearsAverage Residual Concession
Life (Transmission)⁽⁴⁾



54%/ 46% RTM / TBCB ⁽²⁾

Robust Financial performance and strong Balance Sheet



BBB-/ Baa3International Investment
Grade Rating⁽³⁾



91%EBITDA Margin
(Transmission)
FY19



~99.84 %
Availability
(Transmission)
FY19

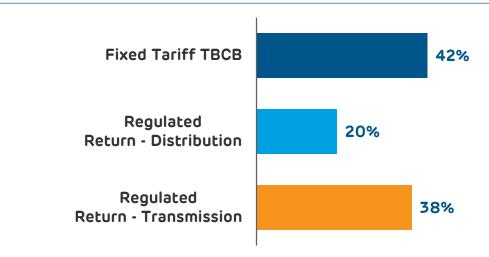


INR 117 Bn/ US\$ 1,676 Mn Approved Tariff Order (Fully built)⁽¹⁾



ATL: Asset Portfolio and Key Characteristics

Asset Base Mix of ~INR 281 Bn / US\$ 4,019 Mn



Total Debt to Regulated Assets⁽¹⁾

0.84x

Key Characteristics



Continued capex in the distribution business allows growth of regulated equity

TBCB is a fixed bilateral contract with relevant regulated bodies, however Tariff is determined by the regulator under EA 2003 Sec-63



Note: (1) Total Debt - For Operational projects as per FY 19 Financials and for Under Construction projects based on D:E ratio. Regulated Assets are projects based on regulatory tariff order; TBCB - Tariff Based Competitive Bidding

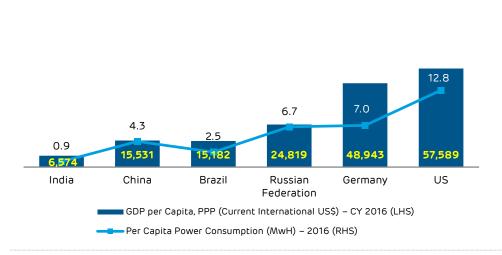




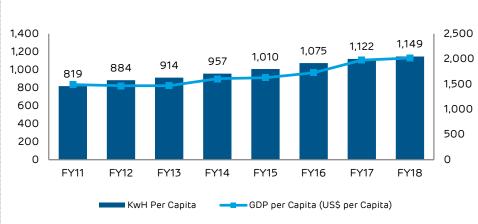
India's Per Capita Power Consumption to Grow Significantly

Significant opportunity to improve India's per-capita power consumption

India's per-capita power consumption was significantly lower to other economies 2016 (Jan-Dec)⁽¹⁾



Growth in per Capita Power Consumption in India Rising in Sync with Rising Per Capita GDP⁽²⁾



Key Factors Influencing Power Demand







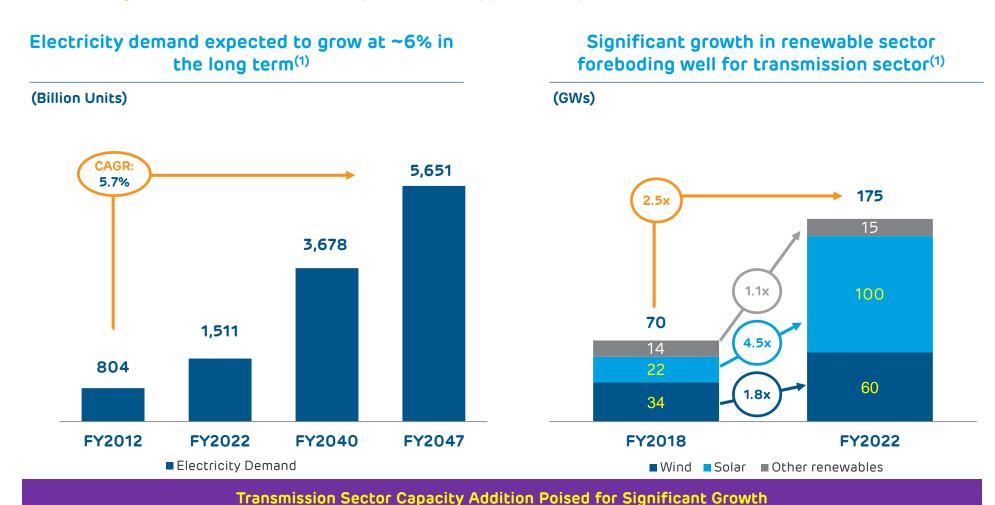






Electricity Sector Fundamentals Remain Robust

Strong Demand For Electricity further supported by Renewable Sector Growth



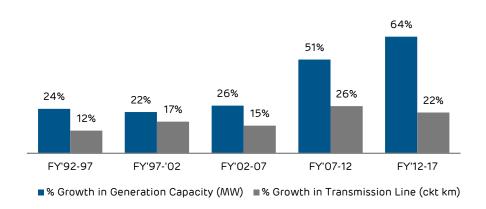
Note: (1) Forecast based on Draft National Electricity Policy and Niti Aayog Report titled 'Energizing India'



Indian Transmission Sector Poised for Significant Growth

Robust growth outlook driven by strong policy support

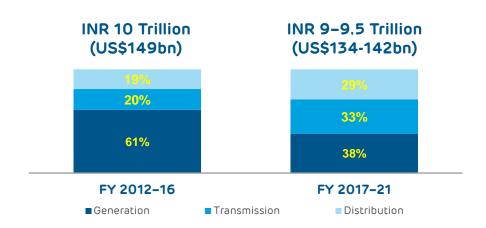
Significant under-investment in Transmission sector historically...⁽¹⁾



~Rs 4.5 trillion market opportunity till 2025

Mandatory **competitive bidding** has created a level playing field for private players

... implying robust growth in the sector with share increasing by 1.7x over next 5 years⁽¹⁾



Schemes like UDAY, 24x7 Power for All, Village Electrification etc. strengthening the value chain

Private sector has won **15** projects out of total **21** awarded since Jan-15

Private Sector Players Poised to Leverage the Transmission Growth Opportunity

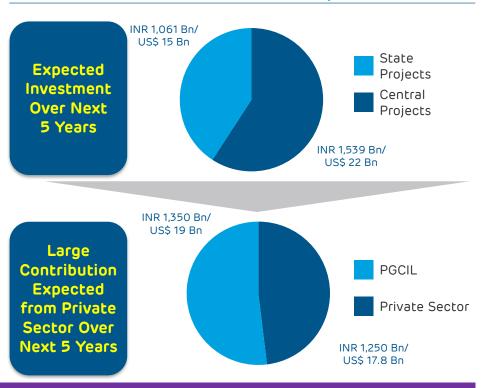


Large Addressable Market for Private Sector Players

Government focus on transmission and distribution sector has opened up a large opportunity for the private sector over next 5 years



Significant Private Sector Contribution Expected in Central and State Projects



ATL is Well Positioned to Leverage the Large Private Sector Opportunity

Structural Factors Providing Significant Opportunities in Power Distribution



Existing systemic inefficiencies leading to increasing focus on privatization



C. 89% of Power Distribution Owned by State Owned Enterprises



More than 60 State DISCOMs



Loss of Distribution Sector Estimated to be c. INR600Bn / US\$9 Bn per Annum



Considerable Scope in Terms of Reliability, Quality of Supply as Well as Softer Customer Services

Tremendous Opportunity for PPP / Franchisee Acquisition of State Owned Enterprises





India: Well Defined Regulatory Framework

Pre 1956

- Electricity Supply Act 1948
- State Electricity Boards(SEB)

Until 1991

- Industrial policy resolution 1956
- Power sector under state control

2003 onwards

- Electricity Act 2003
- National Tariff Policy2006

Ministry of (Conventional) Power (MoP) / Ministry of New & Renewable Energy (MNRE)

Advisory

- Central Electricity Authority of India
- Advisory arm of MoP on matters relating to the National Electricity Policy and formulating plans for the development of the sector

Regulatory

- Central Electricity Regulatory Commission (CERC)
- State Electricity Regulatory Commission (SERC)

Developers

- Private / Public Private Partnerships
- Develops Power generation plants on a BOOM basis
- Recovery of revenue as per PPA entered with bilateral users

Statutory Bodies

- National Load
 Dispatch Center
 (NLDC) / Regional
 Load Dispatch
 Center (RLDC)
- State Load
 Dispatch Center
 (SLDC)

Regulatory Stability

- Stable and Established regulations with long history
 - Current Electricity Act, 2003
 - Grid stability by statutory bodies
- No dependence on non-utility income
- Proven contractual stability



India: Predictable Regulatory Framework

CERC and SERC have Long Standing History of Maintaining and Defining Tariffs

CERC

20 years

Track record (Regulatory determinations commenced in 1998)

SERC (eg. MERC)

19 years

Track record (Regulatory determinations commenced In 1999)

Tariffs Determining

- Return on Assets (ROA); and
- The framework for Operations & Maintenance costs



Built in credit support mechanism

- Letter of Credit/Guarantee
- Third party sale of power and recovery via statutory collection (undertaken via relevant statutory body)

Methods for Tariff Determination

Building Block - Multi Year (4-5 year) reset basis

- Return on equity set by CERC / SERC
- Establishes norms for capital and operating costs, operating standards and performance indicators for the assets
- Provides that charges under the national tariff framework be determined on MWh basis for power movement across state boundary

Competitive Bidding- License Period Basis

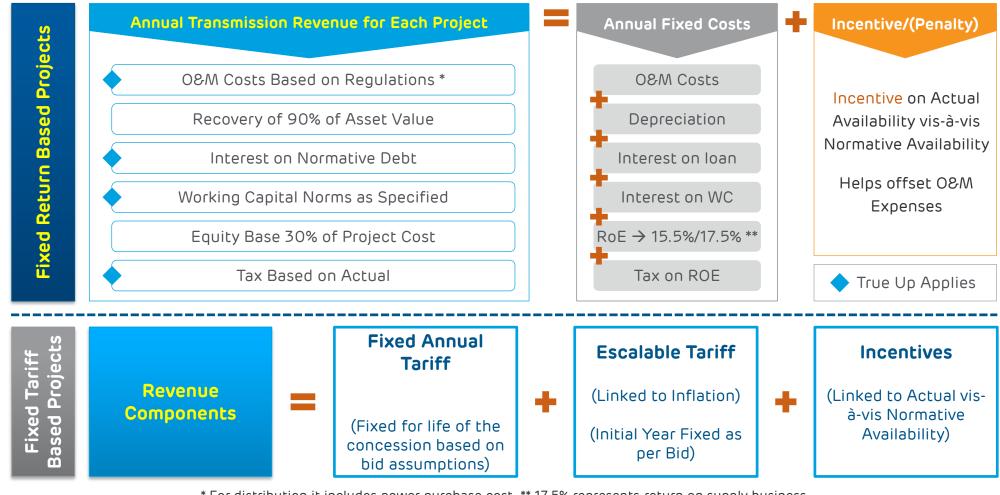
- Annual charge for a 25-year period is set through the bidding process
- Projects are bid either on BOO basis (residual life of assets normally exceed PPA period)
- Tariff is adopted by the relevant SERC

The structure, roles and constitutional validity of competitive bid tariffs and RoA tariff was reaffirmed by Supreme Court judgment of April 2017



Two Business Models: Fixed Return and Fixed Tariff

Both concession models provide significant visibility on cash flows with limited operational risk



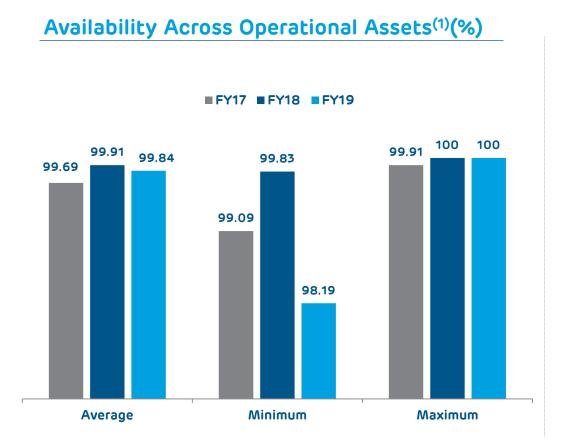
^{*} For distribution it includes power purchase cost ** 17.5% represents return on supply business



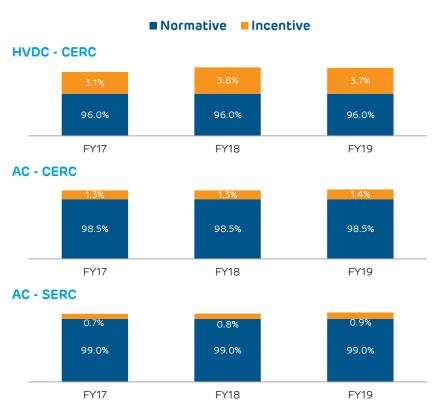
Transmission Business: Operating Performance Underpinned by Strong Capabilities



Strong operational capabilities and focus on incentive maximization...



Focus on Maximizing Incentives %

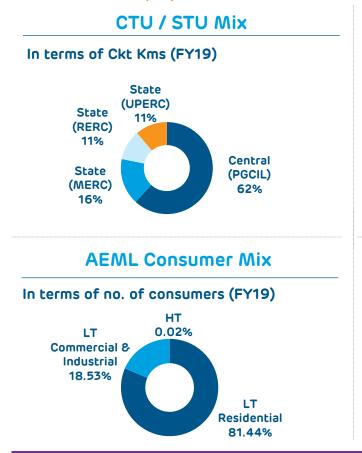


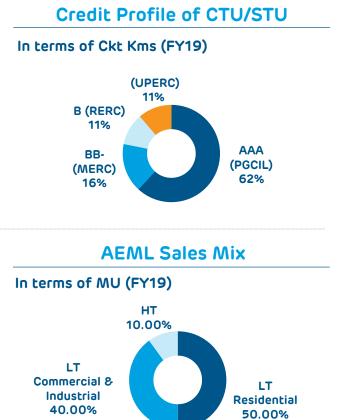
...have led to consistent performance across assets with 99.9% availability

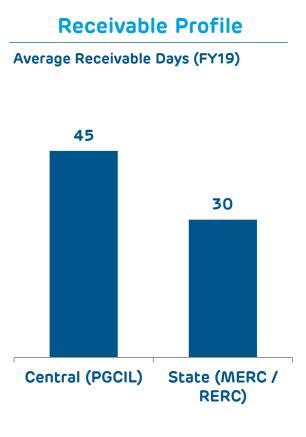


ATL: Diversified Counterparty Risk and Receivable Profile

Attractive mix of central / state counterparties, in conjugation with strong contractual protections, limits overall payment risk to ATL







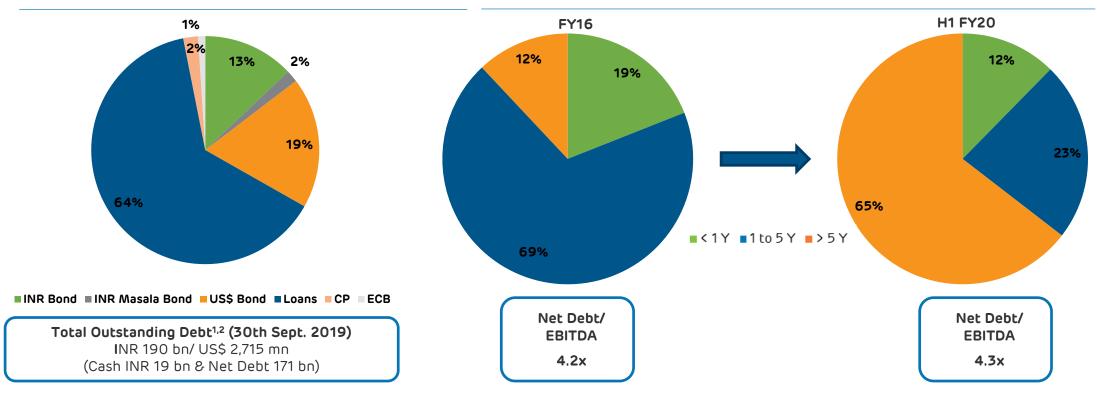
Track record of robust receivable profile with no direct exposure to bilateral counterparty / user

ATL Financing Prowess: Diversified funding sources and focus on debt maturity & cost rationalization





Extended Maturity Profile: Improved Returns and Low Refinancing Risk

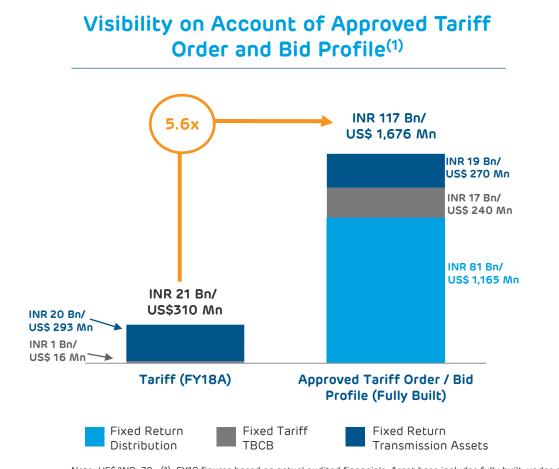


Investment Grade Ratings: International: S&P: BBB- | Moody's: Baa3 | Fitch: BBB- | Domestic: India Ratings: AA+ | CARE AA+



ATL: Visible Cash Flows Providing Floor Returns

Robust growth in revenue and asset base driven by integration of Mumbai Generation-Transmission-Distribution (Mumbai-GTD) business and commissioning of newly won TBCB bids



Expansion of Invested Asset Base⁽²⁾ INR 281 Bn/ 2.2x US\$ 4,019 Mn INR 130 Bn/ US\$ 1,916 Mn Asset Base (FY18A) **Fully Built**

Note: US\$/INR: 70; (1). FY18 figures based on actual audited financials. Asset base includes fully built, under-construction and LOI received projects estimate based on regulatory approved tariff and bid based tariff profile. No upsides have been assumed on account of operational efficiencies. (2). Asset Base (FY18A) estimate based on fully built asset cost and Total Asset base includes fully built, under-construction and LOI received projects estimate based on regulatory tariff. TBCB - Tariff Based Competitive Bidding





ATL has Attractive Growth Opportunities

Transmission Growth Opportunities

Retain market share in Fixed tariff transmission assets - Inter State, Intra State and Brownfield acquisitions

Focus on maximizing returns and operational efficiency

Revisiting our **geographic strategy** in terms of risk-reward prospective for international projects

Distribution Opportunity – Emerging Mega Trends

Pursue New Geographies: New License Alongside City Gas Distribution Licenses

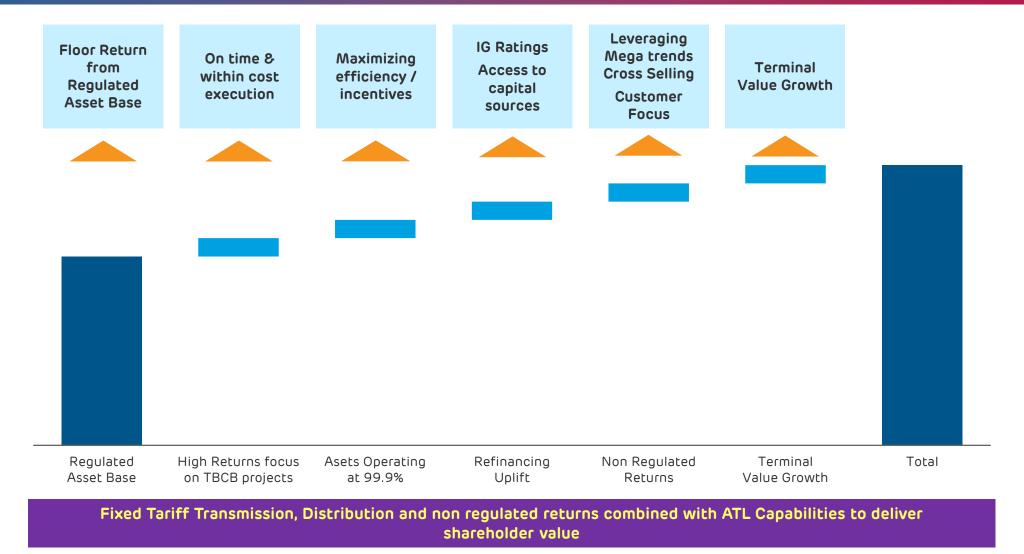
Pursue New Services: Roof Top Solar, Electric Vehicle Charging station, Smart Home Products etc.

Pursue New Customers: Open Access Customers, Special Economic Zone, Smart Colonies, Smart Grid

ATL's capabilities position it well to leverage opportunities across transmission and distribution.



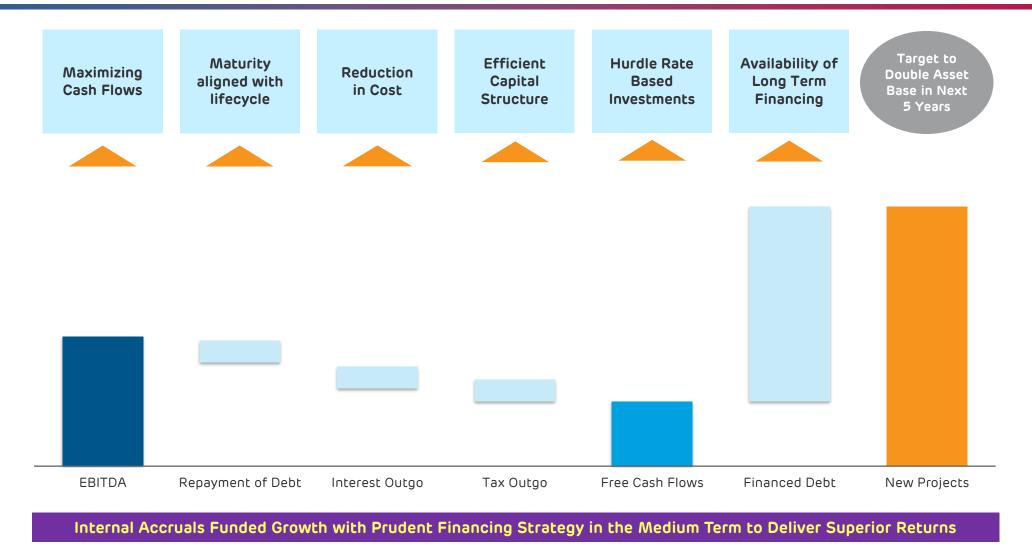
ATL: Delivering Significant Growth and Returns



RTM - Regulated Tariff Mechanism; TBCB - Tariff Based Competitive Bidding



ATL: Maximizing Cash Flows to Deliver Strong Growth



RTM – Regulated Tariff Mechanism; TBCB – Tariff Based Competitive Bidding



ATL: A Compelling Investment Proposition



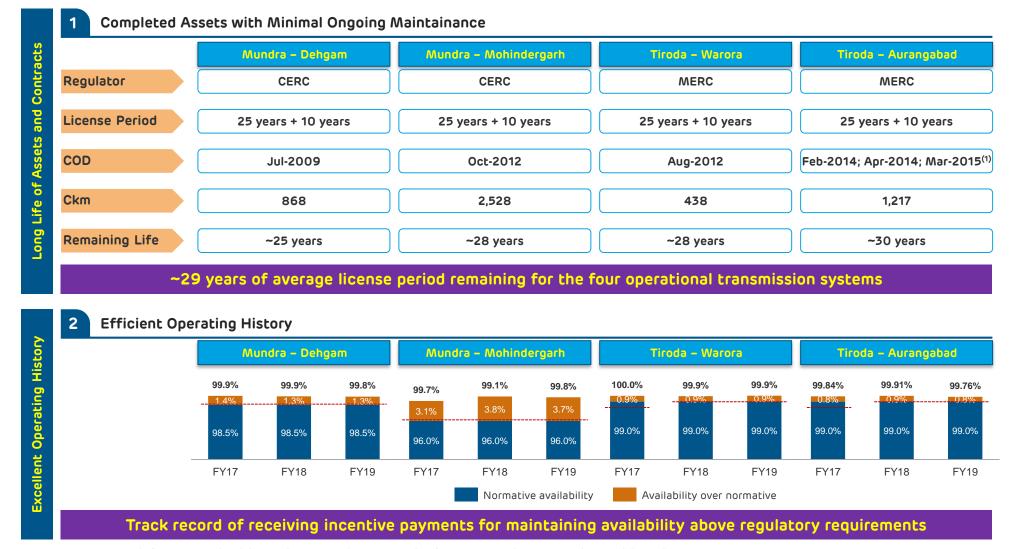








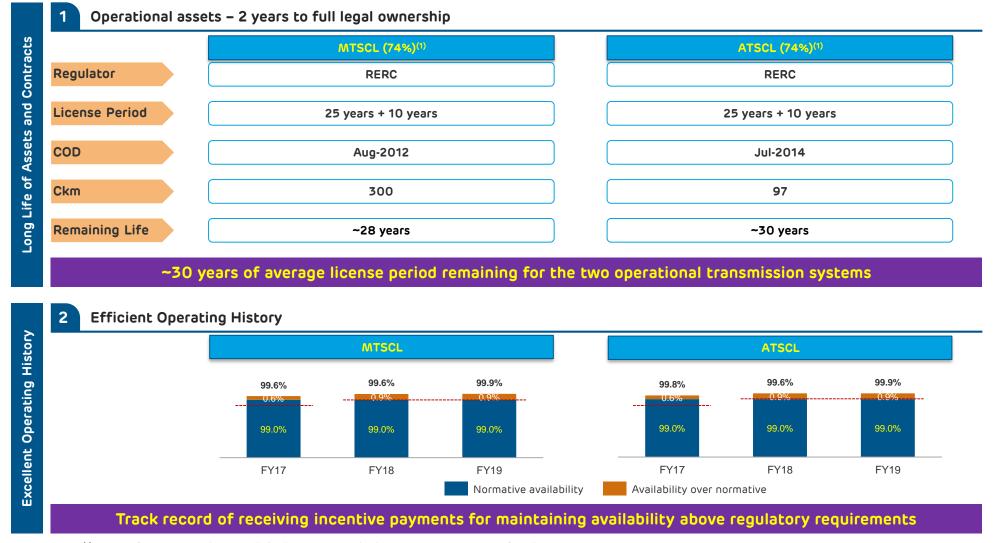
Operating Assets: Mature & Stable Asset Profiles



Note: 1. Set 1 and 2A commissioned on February 23, 2014; Set 2B commissioned on April 8, 2014; Set 3 commissioned on March 31, 2015;

Demonstrated Track Record of Value Accretive Acquisitions

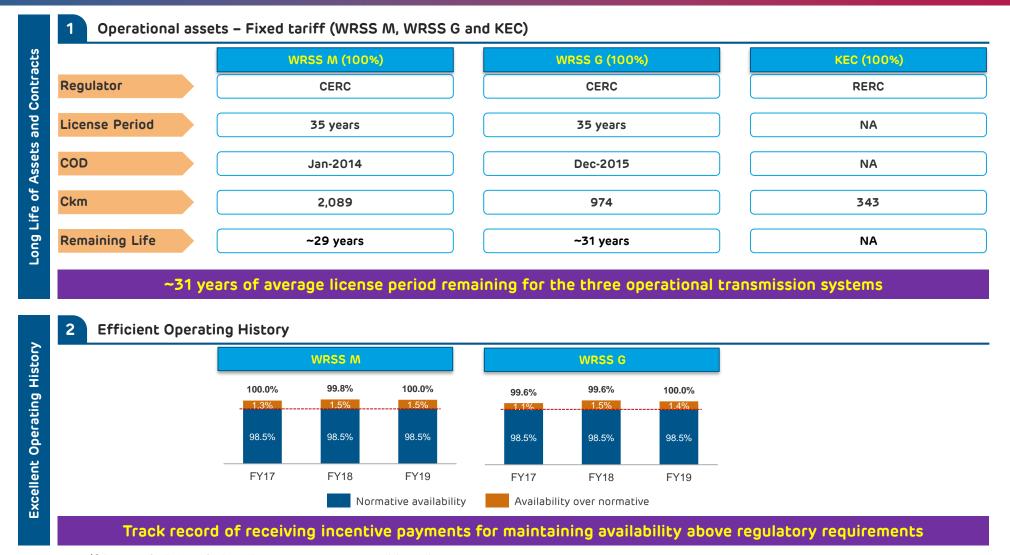




Note: (1) 2 year to full legal ownership as per TSA - 74% legal ownership but 100% operational control from First Closing

Demonstrated Track Record of Value Accretive Acquisitions





Note: (1) Financials for FY18 are for 5 months only as assets were acquired during the year

Transmission: Payment Pooling Mechanism Reduces Counterparty Risk



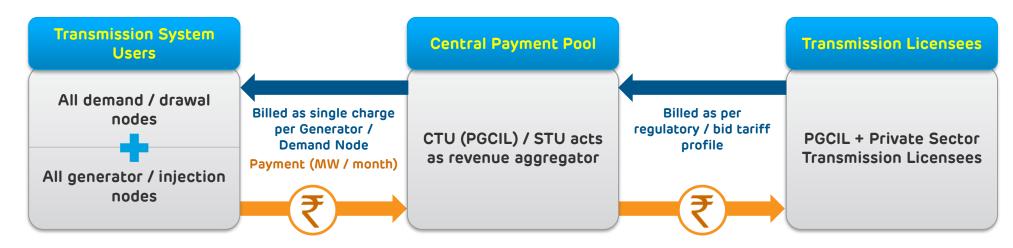
Payment pooling mechanism substantially reduces any counter party default risk – also mitigating concerns around receivables

Payment Pooling Mechanism

- Tariffs collected by either CTU (Inter-state) or STU (Intrastate) Transmission
- Collections distributed in proportion to ARR of each licensee
- No discretion to CTU / STU to withhold payments
- Counterparty risk linked to government owned entities

Credit Support Mechanism and Structural Support

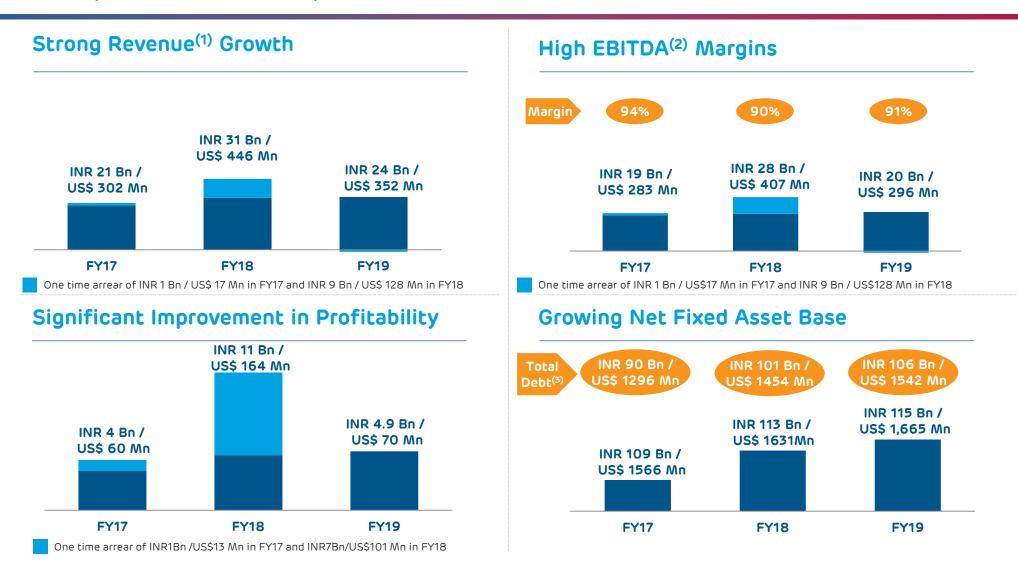
- Transmission costs form lower proportion of the total costs
- Lack of alternate power off-take infrastructure
- Availability linked tariff not related to power flow
- Revolving Letter of Credit based payment mechanism



Note: ARR - Annual revenue requirement; CTU - Central Transmission Utility; STU - State Transmission Utility



ATL (Consolidated): Robust Historical Performance



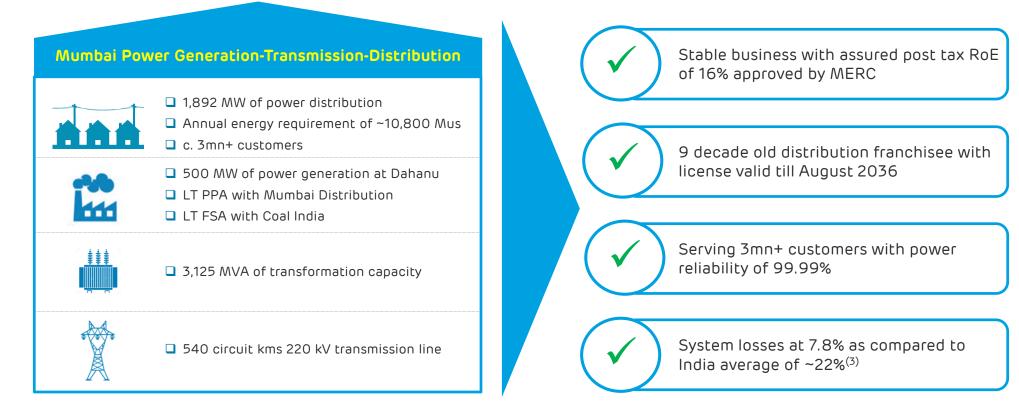
Note: US\$/INR: 69; (1) Revenue excludes Trading Revenue; (2) EBITDA = Profit Before Tax + Depreciation + Net Finance Costs - Other Income. Margin is for Transmission Business only. (3) Debt excludes intra group debt.





Adani Electricity: Integration into Distribution Sector

One of the largest private sector power distribution players in the country supplying power to 3 mn+ customers.



Adani Electricity marks ATL's foray into distribution space with access to 3+ mn customers providing diversification and stable long term cash flows



Robust Business Characteristics and Strategy

Distribution business provides the benefits of a long term asset with regulated returns and high cash flow visibility, while also giving the potential of leveraging multiple operational and technological upsides.

Business Characteristics

- High barriers to entry
- Regulated returns
- Perpetuity likeConcession
- Among the lowest
 losses in industry

Focus on Operations

- Increasepenetration
- Focus on high return customers
- Enhance
 efficiency (AT&C,
 Finance, Heat Rate
 and Availability)
- Low cost supply

Customer Focus

- 3mn+ retail customers
- Strong creditprofile
- High propensity to pay / stickiness
- Upsell/ cross sell
 of FMCG/ solutions

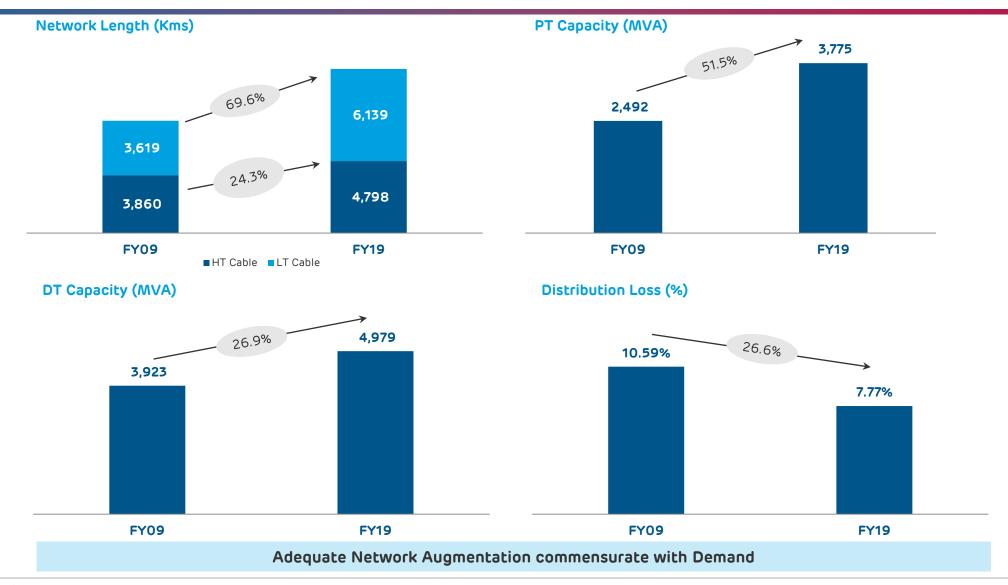
Enhancing Portfolio

- Smart grid / metering
- Ancillary services
 (e.g. EV charging)
- Assets sweating
- Fibre + Tower leasing
- Develop real estate

Potential to enhance efficiencies and returns through investments. Cross sell opportunities providing non regulated return avenues

Distribution: Leveraging Distribution Network and Efficiencies to Deliver Superior Service





Embedded Power Plant: One of India's best run stations (efficiency and capacity utilization)





Commissioning Year	1995
Capacity	500
No. of units & Size (MW)	2 X 250

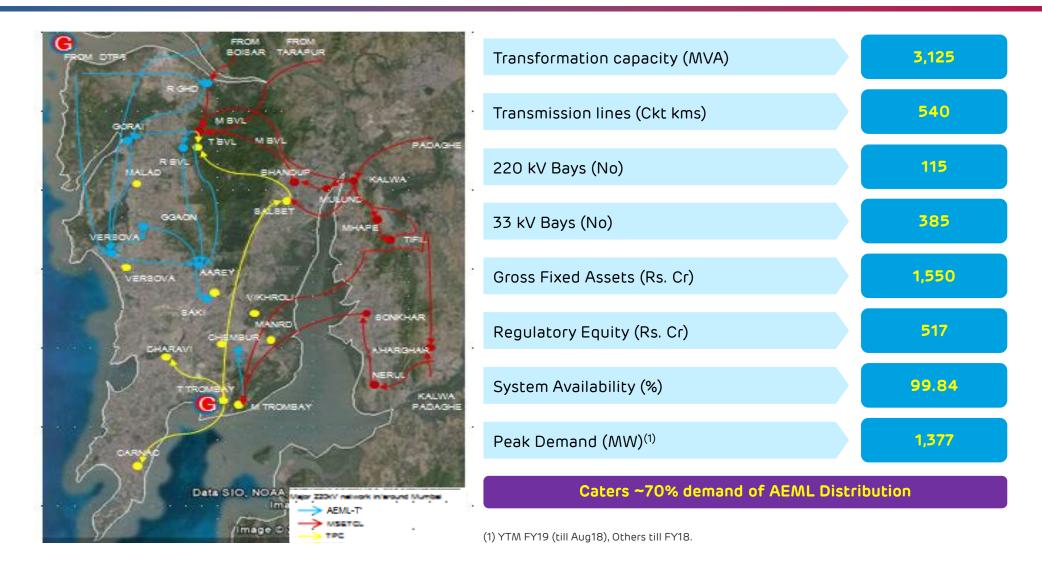
Plant Performance for last 15 years (FY04 - FY18)



Average PLF (%)	96.51
Average Availability (%)	95.65
Gross SHR (kCal/kWh)	2290
Sp. Oil Consumption(ml/kwh)	0.122
Aux Power without FGD(%)	7.67
Aux Power with FGD(%)	8,93
Sp. DM Make up (%)	0.30

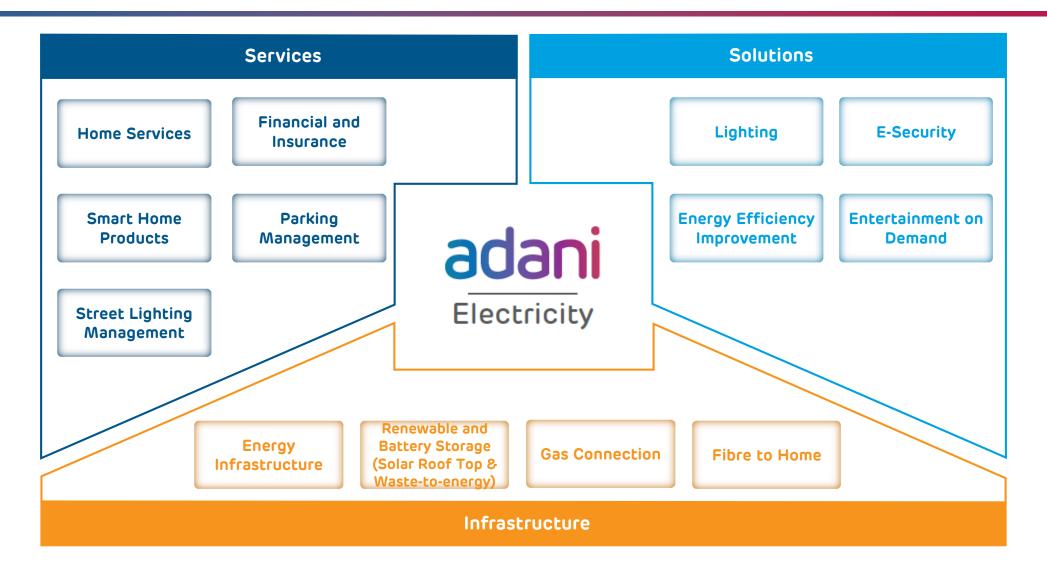


Mumbai: Transmission Business



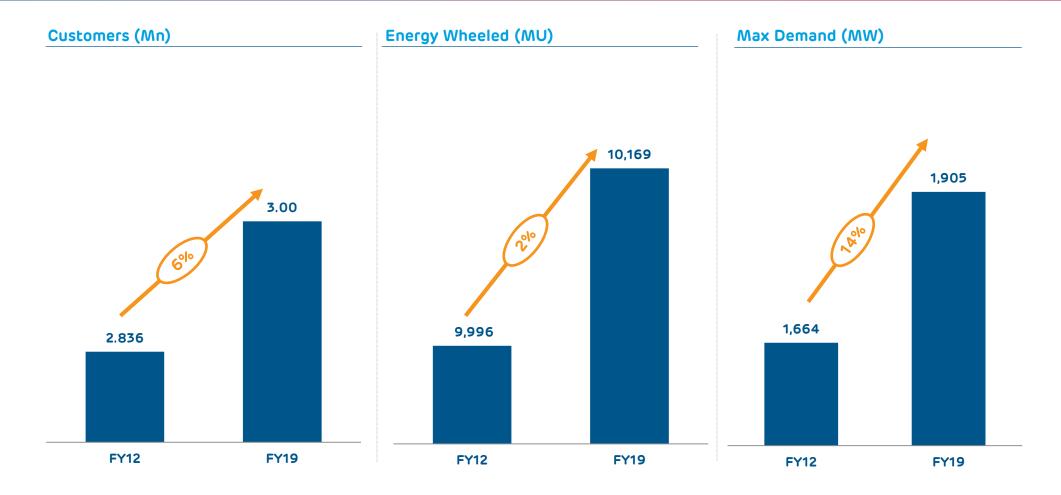


Distribution Business: Focus on Consumer-Centric Services



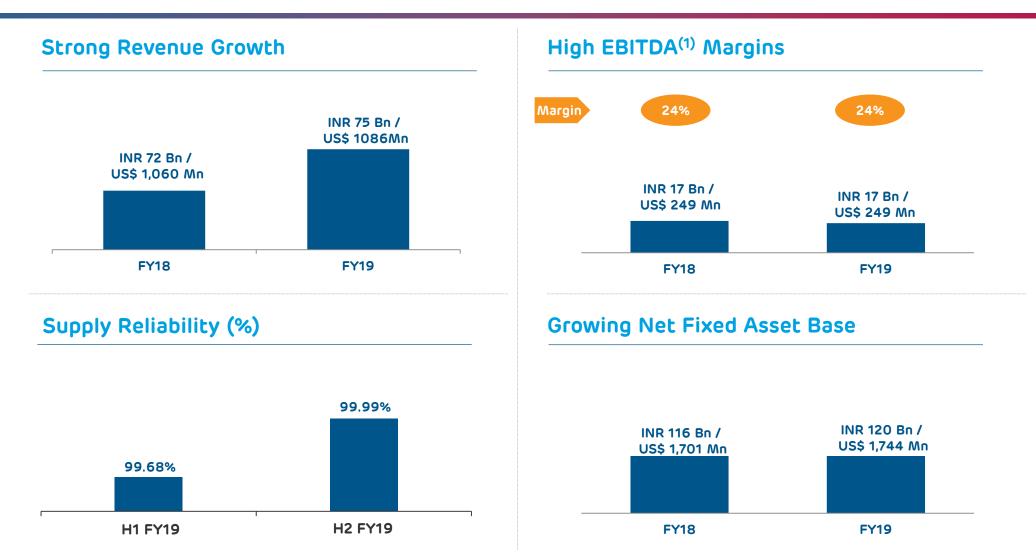
Distribution business: Large Customer Base, Growing Energy Consumption







AEML (Distribution): Historical Performance

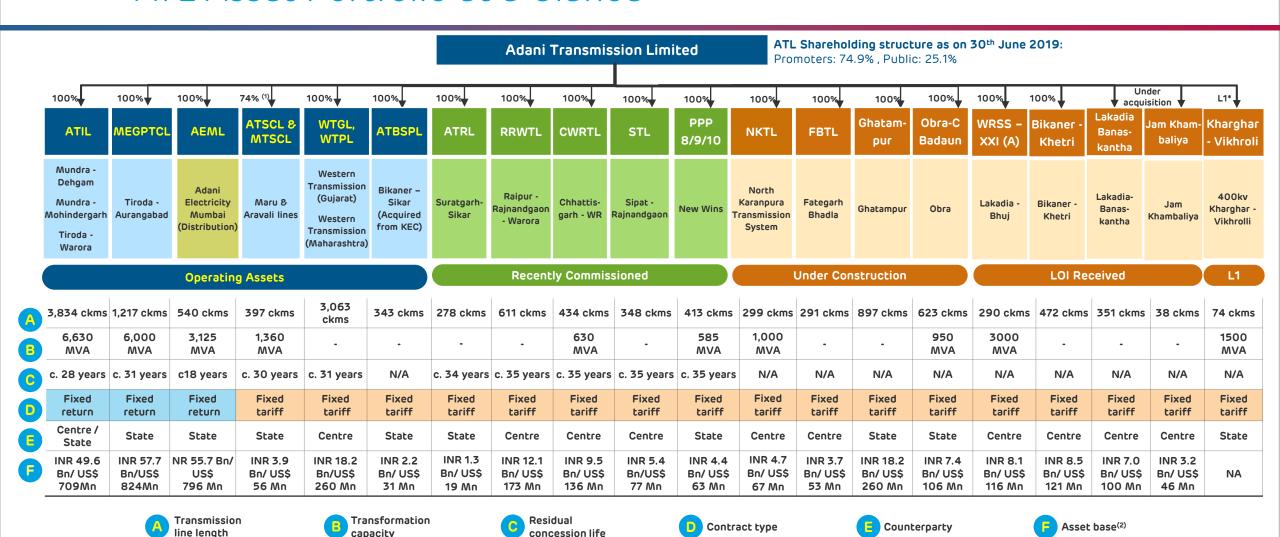


Note: US\$/INR: 68; Per Indian Accounting Standard (IndAS); (1) EBITDA = PBT + Depreciation + Net Finance Costs - Other Income





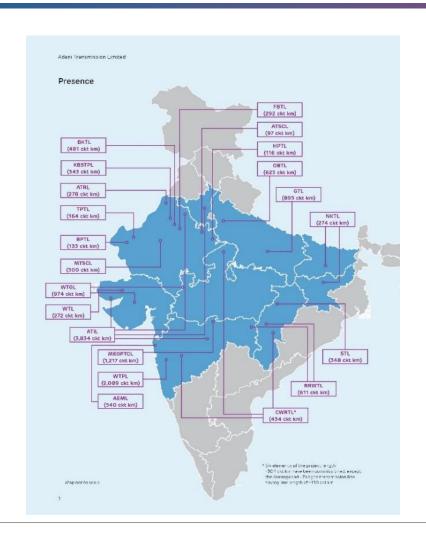
ATL Asset Portfolio at a Glance



Note: USD/INR: 70; ATIL - Adani Transmission (India) Limited; MEGPTCL - Maharashtra Eastern Grid Power Transmission Co. Limited; AEML: Adani Electricity Mumbai Limited (Distribution business); ATBSPL: Adani Transmission Bikaner Sikar Private Limited; STL - Sipat Transmission Limited; RRWLT - Raipur Rajnandgaon Warora Transmission Limited; CWTL – Chhattisgarh WR Transmission Limited; ATRL – Adani Transmission (Rajasthan) Limited; NKTL – North Karanpura Transco Limited; ATSCL – Aravali Transmission Service Company Limited, WRSS M – Western Region System Strengthening Scheme Gujarat, FBTL – Fategarh Bhadla Transmission Limited. (1) Option to acquire balance 26% in Aravali in a manner consistent with TSA and applicable consents; (2) Asset base for operational assets as of July-2019; Under-construction assets – as per proposed funding plan. *LOI awaited for Kharghar-Vikroli project.

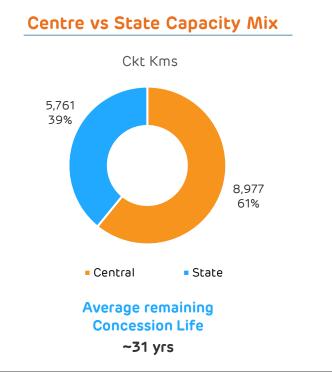


ATL: Fastest growing footprint in India

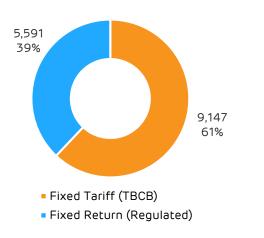




Projects Under Execution - 3,261 ckm & 7,450 MVA



Fixed Return vs Fixed Tariff Mix Ckt Kms²



Note: US\$/INR: 70; (1). Including under-construction and under-acquisition assets on project cost basis and existing assets on book value basis





Highly Experienced Board and Management Team

Esteemed Board Membership



Mr. Gautam Adani (Chairman)



Mr. Rajesh S. Adani



Mr. Anil Sardana (MD and CEO)



Mr. K. Jairaj



Dr. Ravindra H. Dholakia



Mrs. Meera Shankar

Strong Sponsorship

Managing Director

Independent Directors

Skilled and Experienced Management Team



Mr. Anil Sardana (MD and CEO)



Mr. Kaushal Shah (CFO)



Mr. Kandarp
Patel
(CEO
Distribution)



Mr. Vivek
Singla
(BD Head)

Strong governance framework with focus on transparency and independence