

30th May, 2023

В	SE Limited
Ρ	J Towers,
D	alal Street,
N	1umbai – 400001
D	alal Street,

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

Scrip Code: 539254

Scrip Code: ADANITRANS

Dear Sir,

Sub: Annual Secretarial Compliance Certificate for the year ended 31st March, 2023.

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed herewith the Annual Secretarial Compliance Certificate for the financial year ended 31st March, 2023 issued by M/s. Chirag Shah & Associates, Practising Company Secretaries.

You are requested to take the same on your record.

Thanking you.

Yours faithfully, For Adani Transmission Limited

JALADHI ATULCHANDRA SHUKLA Digitally signed by JALADHI ATULCHANDRA Date: 2023.05.30 17:19:52 +05'30'

Jaladhi Shukla Company Secretary

Encl: as above.

Adani Transmission Ltd Adani Corporate House Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad 382 421 Gujarat, India CIN: L40300GJ2013PLC077803 Tel +91 79 2555 7555 Fax +91 79 2555 7177 info@adani.com www.adanitransmission.com

Registered Office: Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382 421

CHIRAG SHAH & ASSOCIATES

Company Secretaries 1213, Ganesh Glory, Nr. Jagatpur Crossing, Besides Ganesh Genesis, Off. S.G. Highway, Ahmedabad - 382 481. Ph.: 079-40020304, 6358790040/41/42 E-mail : chi118_min@yahoo.com

SECRETARIAL COMPLIANCE REPORT OF ADANI TRANSMISSION LIMITED FOR THE YEAR ENDED 31ST MARCH, 2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Adani Transmission Limited (hereinafter referred as the listed entity'), having its Registered Office at Adani Corporate House, Shantigram Near Vaishno Devi Circle, S. G. Highway, Khodiyar Ahmedabad 382421 Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, Chirag Shah and Associates, Practising Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by the listed entity,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity i.e. www.adanitransmission.com,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,



for the year ended **31**st **March**, **2023** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations, 2015");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; -Not Applicable
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) the Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

and circulars / guidelines issued thereunder.

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:



(a) The Listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: **

Sr. No. Compliance		Regulati-	Deviations	Action taken Type of Details of Fine	Type of	Details o	f Fine	Observations/	Management	Remarks
Requirement		on/ Circul-		by	action	Violation	Amount	Remarks of the	response	
	10	ar no.			-			Practicing Company		
								Secretary		
Regulation	7(3) F	Regulation 7(3) Regulation Delay	Delay in	No action NA	NA	Delay ir	in NA	As informed to us The said delay was	The said delay was	NA
of SEBI(LODR) 7(3)	ODR)		of submission of has	has been		submission		Delay in submission Due to	Due to some	
Regulations,		SEBI(LODR)	SEBI(LODR) Compliance	taken by the				of Compliance technical issues.	technical issues.	
2015	-	Regulations, Certificate.	Certificate.	stock				Certificate by The filings made	The filings made	
		2015		Exchanges				Company occurred by the Company	by the Company	
	н							due to some was taken on	was taken on	
				9		12		technical issues. The record in	record in the	
								said delay in	concerned	
			5			ž	1	submission does not compliance	compliance tab	
				1		z ¹⁰		affect the interest of post completion	post completion	
								any stake holders.	of the prescribed	
			11						timeframe.	

(B) The listed entity has taken the following actions to comply with the observations made in previous reports: There was no observation made in previous report for the financial year ended on March 31, 2022.

Sr.	Sr. Compliance	Regulati-	Deviat-	Action	Type of	of Details of Fine	Fine	Observations/	Remarks Manage-	Manage-	Remarks
No	Requirement	on/Circul-	ions	taken by	action	Violation	Amount	of the Practicing		ment	
		ar No.	12 21 25	2				Company Secretary		response	
				2							

(C) The listed entity has not taken any actions to comply with the following observations made in previous reports: Not Applicable



II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18thOctober, 2019: There was no event of appointment/ re-appointment/ resignation of statutory auditor of the Company during the review period.

Sr.	Particulars	Compliance	Observations
No.		Status	/Remarks by
		(Yes/No/	PCS*
		NA)	
1.	Compliances with the following conditions while appo	inting/re-appoir	nting an auditor
	i. If the auditor has resigned within 45 days from the		<
	end of a quarter of a financial year, the auditor	NA	No such
	before such resignation, has issued the limited		instance
	review/ audit report for such quarter; or		
	ii. If the auditor has resigned after 45 days from the	NA	No such
	end of a quarter of a financial year, the auditor before such resignation, has issued the limited		instance
	review/ audit report for such quarter as well as the		11 x
	next quarter; or		
	iii. If the auditor has signed the limited review/ audit		No such
	report for the first three quarters of a financial	NA	instance
	year, the auditor before such resignation, has		Instance
	issued the limited review/ audit report for the last		
	quarter of such financial year as well as the audit	-	
2.	report for such financial year. Other conditions relating to resignation of statutory a	uditor	
۷.			
	i. Reporting of concerns by Auditor with respect to	NA	No such
	the listed entity/its material subsidiary to the Audit Committee:		instance
	committee.		
	a. In case of any concern with the management of		ан а
	the listed entity/material subsidiary such as non-		
	availability of information / non-cooperation by	NA	No such
	the management which has hampered the audit		Instance
	process, the auditor has approached the		
	Chairman of the Audit Committee of the listed		
	entity and the Audit Committee shall receive such concern directly and immediately without		
	specifically waiting for the quarterly Audit		
	Committee meetings.		
	b. In case the auditor proposes to resign, all		
	concerns with respect to the proposed	NA	No such
	resignation, along with relevant documents has		Instance
	been brought to the notice of the Audit		a isi antan a
	Committee. In cases where the proposed		and a subsection of the
	resignation is due to non-receipt of information /		GOULATES * SSI
	explanation from the company, the auditor has informed the Audit Committee the details of		408 A
	information/explanation sought and not		L'SEC

NO AC

	 provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: 	NA	No such Instance
	The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI /NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	No such instance

III. I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr.	Particulars	Compliance	Observations/Remarks
No.	and the second	status	
		(Yes/No/NA)	
1.	Secretarial Standards:	Yes	NA
	The compliances of the listed entity are in		
	accordance with the applicable Secretarial		
	Standards (SS) issued by the Institute of		
	Company Secretaries India (ICSI), as notified by		
	the Central Government under section		
	118(10)of the Companies Act, 2013 and	a a a 205	
	mandatorily applicable.		
2	Adoption and timely updation of the Policies:	Yes	NA
	• All applicable policies under SEBI Regulations		
2 0 0	are adopted with the approval of board of		
	directors of the listed entities	· · · ·	
	• All the policies are in conformity with SEBI		
	Regulations and have been reviewed &		
	updated on time, as per		
	theregulations/circulars/guidelines issued by		
	SEBI		



3	Maintenance and disclosures on Website:	Yes	NA
	• The Listed entity is maintaining a functional website		
	• Timely dissemination of the documents/information under a separate section on the website		5
	• Web-links provided in annual corporate governance reports under Regulation 27(2)		
	are accurate and specific which re- directs to the relevant document(s)/ section of the website		
4	Disgualification of Director:	Yes	NA
	None of the Director(s) of the Company is/are		
	disqualified under Section 164 of Companies		
5	Act, 2013 as confirmed by the listed entity. Details related to Subsidiaries of listed	Yes	NA
5	entities have been examined w.r.t.:	165	
	(a) Identification of material subsidiary		
	companies		
	(b) Disclosure requirement of material as well		
	as other subsidiaries		
6	Preservation of Documents:	Vec	NA
	The listed entity is preserving and maintaining	Yes	
	records as prescribed under SEBI Regulations and disposal of records as per Policy of		
	Preservation of Documents and Archival policy		
	prescribed under SEBI LODR Regulations, 2015.		
7	Performance Evaluation:	Yes	NA
	The listed entity has conducted performance		0
	evaluation of the Board, Independent Directors		
	and the Committees at the start of every		
	financial year/during the financial year as prescribed in SEBI Regulations.		
8	Related Party Transactions:	Yes	NA
0	(a) The listed entity has obtained prior		
	approval of Audit Committee for all related		
	party transactions; or		
	(b) The listed entity has provided detailed		
	reasons along with confirmation whether		
	the transactions were subsequently approved/ratified/rejected by the Audit		
	Committee, in case no prior approval has		
	been obtained.		INTES # A
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9	Disclosure of events or information:	Yes	NA
	The listed entity has provided all the required		
	disclosure(s)under Regulation 30 along with		
	Schedule III of SEBILODR Regulations, 2015		
	within the time limits prescribed thereunder.		
10	Prohibition of Insider Trading:	Yes	NA
	The listed entity is in compliance with		
	Regulation 3(5) &3(6) SEBI (Prohibition of		
	Insider Trading) Regulations,2015.		
11	Actions taken by SEBI or Stock Exchange(s), if	Yes	NA
	any:		
	No action(s) has been taken against the listed		*
	entity/its promoters/ directors/ subsidiaries		
	either by SEBI or by Stock Exchanges (including		
	under the Standard Operating Procedures		
	issued by SEBI through various circulars) under		
8	SEBI Regulations and circulars/guidelines		л ла
	issued there under except as provided under	а.	
10	separate paragraph herein (**).	NIA	NIA
12	Additional Non-compliances, if any:	NA	NA
	No additional non-compliance observed for all		
	SEBI regulation/circular/guidance note etc.	n Records and the second	P

Assumptions & Limitation of scope and Review:

- 1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- This Report is solely for the intended purpose of compliance in terms of Regulation 24A
 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For, Chirag Shah and Associates Practising Company Secretary



Place: Ahmedabad Date:29.05.2023