



CHIRAG SHAH & ASSOCIATES

Company Secretaries

1213, Ganesh Glory, Nr. Jagatpur Crossing,
Besides Ganesh Genesis,

Off. S.G. Highway, Ahmedabad - 382 481.

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The Shareholders,
Adani Transmission Ltd
CIN: L40300GJ2013PLC077803
Adani Corporate House, Shantigram,
Near Vaishnav Devi Circle,
S. G. Highway, Khodiyar,
Ahmedabad, Gujarat, 382421

Sub.: Certificate under Regulation 163(2) of the SEBI (ICDR) Regulations, 2018.

Pursuant to the requirements of sub Regulation 2 of Regulation 163 of Part III of chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations'), it is our responsibility to obtain limited assurance and conclude as to whether the details of the proposed preferential issue of Securities is in accordance with the requirements of the ICDR Regulations as applicable to the preferential issue of Securities. Accordingly, our scope of work did not include verification of compliance with other requirements of the ICDR Regulations, Companies Act, 2013, Rules and Regulations framed thereunder, other circulars, notifications, etc. as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the company.

In respect of the proposed issuance of 15,682,600 (fifteen million six hundred eighty-two thousand six hundred) equity shares of face value of Rs. 10/- each of Adani Transmission Ltd (CIN: L40300GJ2013PLC077803) (hereinafter referred to as the "Issuer" or "ATL") having its registered office at Adani Corporate House, Shantigram, Near Vaishnav Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat, 382421. in terms of Notice dated 8th April, 2022 convening the Extra Ordinary General Meeting of the Company (hereinafter referred to as the "EGM Notice"), We, Chirag Shah & Associates, Practicing Company Secretaries, have verified the relevant records and documents of the Issuer and state that:

In respect of Agenda item of the EGM Notice i.e proposed preferential issue of Equity Shares of ATL, based on information, Explanations and representations provided by the Company we certify that the proposed preferential issue is in compliance with the provisions of Chapter V of ICDR Regulations.

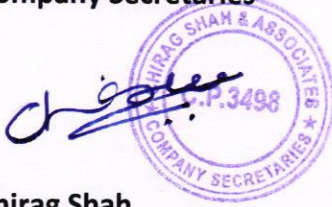


Managements' Responsibility for the Statement

The Management is responsible for ensuring that the Company complies with the below requirements of the ICDR Regulations:

- i. Determine the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue;
- ii. Determination of the minimum price of equity shares in accordance with Regulation 164 of the ICDR Regulations.
- iii. Compliance with requirements of the other ICDR Regulations.

**For, Chirag Shah & Associates
Company Secretaries**



**Chirag Shah
Partner
FCS No. : 5545
C.P No. : 3498**

**Place: Ahmedabad
Date : April 26, 2022
UDIN : F005545D000214721**