

ADANI TRANSMISSION LIMITED

Registered office: "Adani House", Near Mithakhali Six Roads,
Navrangpura, Ahmedabad - 380 009, Gujarat (India).

Phone No. : +91-79-26565555 Fax No. : +91-79-25555500

CIN : U40300GJ2013PLC077803, Website : www.adanitransmission.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) that the resolution appended below is proposed to be passed as a Special Resolution by way of Postal Ballot.

The Member's consideration and approval is being sought for the Special Resolution annexed hereto. A Statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the said resolution, setting out material facts and the reasons thereof is annexed hereto alongwith the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Chirag Shah, Practising Company Secretary, as Scrutinizer for conducting the postal ballot (physical & e-voting) process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on **Saturday, 7th November, 2015** at the Registered Office of the Company at 1.00 p.m. The result of the postal ballot will be posted on the Company's website viz. www.adanitransmission.com and on CDSL's website viz. www.cdslindia.com besides communicating to the Stock Exchanges where the shares of the Company are listed.

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By order of the Board
For **Adani Transmission Ltd.**

Jaladhi Shukla
Company Secretary

Date: 10th August, 2015

Encl : Postage Pre-paid Envelope

TEXT OF THE PROPOSED SPECIAL RESOLUTION ALONGWITH EXPLANATORY STATEMENT

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Memorandum of Association of the Company and subject to the necessary registration, approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, the consent of the Company be and is hereby accorded for alteration of the Main Object Clause of the Memorandum of Association of the Company by inserting the following new clause after existing Sub Clause No. 1 of Clause III(A) therein :

2. To carry on the business of purchase, sale, supply, import, distribute, export, or transfer / exchange and to deal as trader, agent, broker, representative or otherwise deal in all forms of electricity and in other forms of energy from any source whatsoever, both conventional and non-conventional and any other commodities, products, goods etc.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment."

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NOTES:

1. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.
3. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than **6.00 p.m. on Thursday, 5th November, 2015** or before. Any postal ballot form received after this date and time shall be treated as if the reply from the shareholders has not been received.
4. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman or any one of the Directors of the Company on **Saturday, 7th November, 2015** at 1.00 p.m. at the Registered Office of the Company. The results along with the Report will be posted on the website of the Company: www.adanitransmission.com and on CDSL's website viz. www.cdslindia.com besides communicating to the Stock Exchanges where the shares of the Company are listed. The last date of receipt of the Business Reply Envelope with postal ballot form, i.e. Thursday, 5th November, 2015, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
6. The Notice is being sent electronically by e-mail, to those shareholders who have registered their e-mail addresses with the Depositories and by courier to all the remaining Shareholders whose names appear in the Company's Register of Members as at the close of business hours on 30th September, 2015 and any recipient of this Notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
7. Resolution passed by the Members through postal ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members.

8. Please see the instructions for voting by postal ballot (including e-voting) which have been printed herein.
9. In case of e-voting on the website: www.evotingindia.com. Voting will commence from **9.00 a.m. on Wednesday, 7th October, 2015 and end at 6.00 p.m. on Thursday, 5th November, 2015.**
10. The Notice is also placed on the website of the Company: www.adanitransmission.com and website of CDSL: www.cdslindia.com.

Instructions for Voting:

1. Voting through Physical Postal Ballot Form

A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by Courier or by Registered Post at the expense of the Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer before the closure of working hours i.e. 6.00 p.m. on or before **Thursday, 5th November, 2015**. Any Postal Ballot Form received after 30 days of dispatch of this notice (**after 6.00 p.m. on Thursday, 5th November, 2015**) shall be treated as if the reply from the Shareholders has not been received.

2. E-Voting Facility :

In pursuance of Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an alternative, for its shareholders to enable them to cast their vote electronically instead of dispatching Postal Ballot. The instructions for members for voting electronically are as under:

SECTION A : E-VOTING PROCESS –

Step 1 : Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.

Step 2 : Now click on "Shareholders" to cast your votes.

Step 3 : Now, fill up the following details in the appropriate boxes:

- User-ID
- a) For CDSL : 16 digits beneficiary ID
 - b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID
 - c) Members holding shares in physical form should enter the Folio Number registered with the Company.

Step 4 : Next, enter the Image Verification as displayed and Click on Login.

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If you are holding shares in demat form and had logged on to then your existing password is to be used.

Step 5 : If you are a first time user follow the steps given below:

For members holding shares in demat form and physical form:	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or the Company records for the said folio. If the details are not recorded with the Depository or Company, please enter the number of Shares held by you in the bank account column.

Please enter the DOB or dividend bank details in order to login.

Step 6 : After entering these details appropriately, click on "SUBMIT" tab.

Step 7 : Members holding shares in physical form will then directly reach the Company selection screen. However, first time user holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that the Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

If Demat account holder has forgotten the changed password then Enter the user ID and the image verification code and click on Forgot Password and enter the details as prompted by the System.

Step 8 : For members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

Step 9 : Click on EVSN of the Company i.e. **150908065** to vote.

Step 10: On the voting page, you will see Resolution Description and against the same, the option "YES/NO" for voting. Select the relevant option as desired YES or NO and click to submit.

Step 11 : Click on the resolution file link if you wish to view the entire Notice.

Step 12 : After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

Step 13 : You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

Step 14: Note for Non-Individual Members and Custodians:

- Non-Individual Members (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
- After receiving the login details, a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts, they would be able to cast their vote.
- A scan copy of the Board Resolution and Power of Attorney ("POA") which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

SECTION B : OTHER E-VOTING INSTRUCTIONS

1. The e-voting period commences on **Wednesday, 7th October, 2015 (9.00 a.m.)** and ends on **Thursday, 5th November, 2015 (6.00 p.m.)**. During this period shareholders of the Company, holding shares either in physical form or in the dematerialized form, as on cut off date (record date) of Wednesday, 30th September, 2015 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on

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a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- II. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- III. CS Chirag Shah, Practising Company Secretary (Membership No.: FCS 5545; CP No: 3498) (Address: 808, Shiromani Complex, Opp. Ocean Park, S.M. Road, Satellite, Ahmedabad - 380 015, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-voting process.
- IV. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com

Contact Details

Company	: Company Secretary Adani Transmission Limited Regd. Office: Adani House, Near Mithakhali Six Roads, Navrangpura, Ahmedabad-380 009, Gujarat, India CIN: U40300GJ2013PLC077803 E-mail: jaladhi.shukla@adani.com
Registrar and Transfer Agent	: Sharepro Services (India) Private Limited 416-420, 4 th Floor, Devnandan Mall, Opp. Sanyash Ashram, Ellisbridge, Ahmedabad – 380 006, Tel. No.: +91-79-26582381 to 84 Fax : +91-79-26582385
E-Voting Agency	: Central Depository Services (India) Limited E-mail: helpdesk.evoting@cdslindia.com Phone: +91-22-22723333/8588
Scrutinizer	: CS Chirag Shah Practising Company Secretary E-mail: pcschirag@gmail.com

A STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

The Company is presently engaged in the business of establishing, commissioning, operating and maintaining electric power transmission systems. The Directors consider it advisable, by way of abundant caution, to alter the present Clause III (A) of the Company's Memorandum of Association to expressly empower the Company to carry on the activities mentioned at the altered clause. To this end, it is proposed to alter clause III (A) of the Company's Memorandum of Association, by inserting therein, after the present sub-clause (1) thereof, new sub-clause (2) set out in the text of the Special Resolution submitted with the Notice.

Having regard to the technical experience and financial resources of the Company, the Directors consider that the business activities set out in the Special Resolution are capable of being conveniently or advantageously combined with the business presently carried on by the Company, economically and efficiently.

The Directors consider that the proposed alteration would be in the best interests of the Members. The Members are therefore requested to approve the proposed alteration to the Memorandum of Association.

Section 13 of the Companies Act, 2013 requires a Special Resolution for the alteration of the Main Object Clause of the Memorandum of Association of the Company.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, consent of the Members of the Company is sought through Postal Ballot by way of Special Resolution.

A copy of the existing Memorandum and Articles of Association of the Company along with the proposed draft amendments are available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m. upto the date of declaration of results by the Chairman on Saturday, 7th November, 2015.

The Board of Directors recommend the resolution for the approval of members of the Company as a Special Resolution.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

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Date: 10th August, 2015

By order of the Board
For **Adani Transmission Ltd.**

Jaladhi Shukla
Company Secretary

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POSTAL BALLOT FORM

Sr. No.

1. Name and Registered address of the Sole-First named Shareholder.	
2. Name(s) of the Joint Shareholder(s).	
3. Registered Folio No./ DP ID */Client ID * (*applicable to investors holding shares in demat form).	
4. No. of Share(s) held.	
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated August 10, 2015 of the Company by sending my/our assent or dissent to the said Resolution by placing tick (✓) mark at the appropriate box below :	

Description of the Resolution	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
Special Resolution under Section 13 of the Companies Act, 2013 for alteration of the Main Object Clause of the Memorandum of Association of the Company.			

Place :

Signature : _____

Date :

Name : _____

Email Id : _____

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot, may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot if sent by Courier or Registered Post at the expense of the Registered Shareholder will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the Shareholder. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his/her absence, by the next named Shareholder.
4. Unsigned/Incomplete Postal Ballot Forms will be rejected.
5. A members may request for a duplicate Postal Ballot Form, if so required. The Postal Ballot Form can also be downloaded from the Company's website viz. www.adanitransmission.com.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the closure of working hours **i.e. at 6.00 p.m. on Thursday, 5th November, 2015**. All Postal Ballot Forms received after this date, will be strictly treated as if reply from such Shareholder has not been received.
7. In case of shares held by Companies, Trust, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/POA preferably with attested specimen signature(s) of the duly authorized person(s) giving requisite authority to the person voting on the Postal Ballot Form.
8. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholders on the cut off date i.e. 30th September, 2015.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. The Postal Ballot shall not be exercised by a Proxy.
11. The Members can opt for only one mode of voting, i.e. either by postal ballot or e-voting. In case Members cast their votes through both the modes, voting by e-voting shall prevail and votes cast through postal ballot form will be treated as invalid.