BEFORE THE MAHARASHTRA ELECTRICITY REGULATORY COMMISSION, MUMBAI

Filing No: ____________

Case No: ____________

IN THE MATTER OF:

Adani Electricity Navi Mumbai Limited
[formerly known as AEML Infrastructure Limited]
Adani Corporate House, Shantigram,
Near Vaishno Devi Circle, S. G. Highway,
Khodiyar Ahmedabad
Gujarat-382421. … **PETITIONER NO. 1**

Adani Transmission Limited
Adani Corporate House, Shantigram,
Near Vaishno Devi Circle, S. G. Highway,
Khodiyar Ahmedabad,
Gujarat-382421. … **PETITIONER NO. 2**

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THROUGH

Petitioner No.1

Petitioner No.2

PLACE: Mumbai
DATE: 10.11.2022

BEFORE THE MAHARASHTRA ELECTRICITY REGULATORY COMMISSION, MUMBAI

FILING NO: __________

CASE NO: __________

IN THE MATTER OF:

Petition under Section 14 and Section 15 of Electricity Act, 2003 read with Maharashtra Electricity Regulatory Commission (General Conditions of Distribution License) Regulations, 2006 read with Distribution of Electricity License (Additional Requirements of Capital Adequacy, Creditworthiness and Code of Conduct) Rules, 2005, as amended in 2022, for grant of Distribution License for the entire geographically contiguous area comprising of Mulund, Bhandup, part of Thane District, Navi-Mumbai, Panvel, Kharghar, Taloja and Uran.

Adani Electricity Navi Mumbai Limited
[formerly known as AEML Infrastructure Limited]
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Near Vaishno Devi Circle, S. G. Highway,
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Gujarat-382421. … **PETITIONER NO. 2**

MOST RESPECTFULLY SHOWETH:

1. The present Petition is being filed under Section 14 and Section 15 of Electricity Act, 2003 read with Maharashtra Electricity Regulatory Commission (General Conditions of Distribution License)

Regulations, 2006 read with Distribution of Electricity License (Additional Requirements of Capital Adequacy, Creditworthiness and Code of Conduct) Rules, 2005, as amended in 2022, for grant of Distribution License to the Petitioner No. 1 as detailed in the present petition.

The License **Application Form** as required under MERC (General Conditions of Distribution License) Regulations, 2006, is being enclosed herewith as **Exhibit-I**.

2. The Petitioner No.1 (hereinafter **"AENML"**) which was formerly known as AEML Infrastructure Limited and was recently renamed as Adani Electricity Navi Mumbai Ltd. w.e.f. 21.10.2022, was incorporated under the provisions of the Companies Act, 2013 on 12.12.2018 and is a fully owned subsidiary of Adani Transmission Limited/ Petitioner No. 2. A copy of Certificate of Incorporation pursuant to name change dated 21.102.2022, is annexed herewith and marked as **Exhibit-II.**

3. The Petitioner No. 2 (hereinafter **"ATL"**) is one of the largest private sector power transmission companies of the country with a presence across all the regions of India. ATL owns and operates various High voltage AC transmission lines and substations and also High Voltage DC transmission lines and substations. Presently, ATL has portfolio of more than 18,500 ckt km of transmission lines and around 38,600 MVA of power transformation capacity.

4. ATL has consistently been engaged in diversifying its business portfolio. One of its subsidiaries namely Adani Electricity Mumbai Ltd. (hereinafter "**AEML"**) which was formed post acquisition of

integrated Generation, Transmission and Distribution utilities of Reliance Infrastructure Limited, is continuously and relentlessly catering to the power demand of the consumers of Suburban Mumbai and Mira-Bhayander Municipal Corporation (MBMC) area for over nine decades.

5. In order to fulfil its Universal Supply Obligation as a Distribution Licensee, in terms of the Electricity Act, 2003 (hereafter **"EA, 2003**"), AEML has established a vast distribution network across the city so much so that it spans over 400 Sq. kms for catering to the electricity needs of over 3.1 million customers with 99.99% reliability, which is among the highest in the country. Pertinently, the area lying in the Suburban Mumbai being served by AEML, spans from Bandra to Mira-Bhayander on the western side, and Sion to Mankhurd on the eastern Side. As such, AEML meets approximately 2000 MW of power demand in Mumbai's largest and the most efficient power distribution network.

6. Evidently, ATL and its subsidiary AEML which has been engaged in the business of power distribution for over nine decades and has laid enormous distribution network of 400 sq. kms. across the city, possess sufficient knowledge and experience to manage the distribution business. AENML, the Petitioner No. 1 herein, while taking benefit of the expertise of its sister concerns i.e., ATL and AEML, seeks to develop the distribution network in adjoining areas of Mumbai and cater to the ever-increasing power demand of various consumers of those area.

7. In view of further expanding its footprint and to provide reliable and competitive power to the consumers, the present petition is being

filed by AENML/ Petitioner No. 1, which is also a 100% owned subsidiary of ATL, for seeking grant of *Distribution License* with respect to the entire geographically contiguous area comprising of *Mulund, Bhandup, part of Thane District, Navi-Mumbai, Panvel, Kharghar, Taloja and Uran.* Accordingly, the present petition under 6th proviso of Section 14 of Electricity Act, 2003 ("**EA, 2003"**) read with provisions of Maharashtra Electricity Regulatory Commission (General Conditions of Distribution License) Regulations, 2006 is being filed for the aforesaid areas, which are more particularly delineated in the Annexures- 11 & 12 of Application Form.

8. The Petitioner No. 1 has proposed present license area comprising of Mulund*, Bhandup, part of Thane District, Navi-Mumbai, Panvel, Kharghar, Taloja and Uran,* mainly due to following reasons/synergies.

(i) Securing the area contiguous to existing License area having similar consumer mix shall provide advantage of using existing experience, managerial bandwidth and organizational structure for managing the new area efficiently and effectively without starting from scratch.

(ii) A new Airport, namely 'Navi-Mumbai International Airport' at Navi Mumbai, is coming up which will require bulk power as the said airport is one of the largest and state of the art.

(iii) Many Data Centres, who too requires bulk power, in and around Navi Mumbai area, are being developed.

(iv) The above businesses require reliable and quality supply for maintaining International Standards. In addition to this, the aforesaid businesses will also get choice of supplier to optimize their costs.

(v) In addition to above, many residential and commercial complexes are also being developed in this area.

9. Further, it is submitted that, the proposed license area comprising of Mulund, Bhandup, part of Thane District, Navi-Mumbai, Panvel, Kharghar, Taloja and Uran, for which AENML vide the present Petition is seeking Distribution License, presently falls within the distribution area of Maharashtra State Electricity Distribution Company Limited (hereinafter "**MSEDCL**"). Pursuant to the grant of Distribution License by this Hon'ble Commission to AENML, for the said areas, it shall hold the Distribution License in terms of 6^{th} proviso to Section 14 of EA, 2003.

10. The Petitioners seeks to submit that EA, 2003 envisages and clearly provides a mechanism for operation of multiple licensees within the same area of supply. In this regard, reference may be made to 6th proviso to Section 14 of EA 2003 which empowers this Hon'ble Commission to grant a license to 2 (two) or more persons for distribution of electricity within the same area of supply, subject to the compliance of the additional conditions or provisions framed by the appropriate authorities. For the sake of ready reference, 6^{th} proviso to Section 14 is reproduced herein below:

> "***Section 14. (Grant of licence):***
>
> *The Appropriate Commission may, on an application made to it under section 15, grant a licence to any person –*
>
> … … … …

> *Provided also that the* ***Appropriate Commission may grant a licence to two or more*** *persons for distribution of electricity* ***through their own distribution system within the same area****,* ***subject to the conditions*** *that the applicant for grant of licence within the same area shall, without prejudice to the other conditions or requirements under this Act,* ***comply with the additional requirements relating to the capital adequacy, credit-worthiness, or code of conduct as may be prescribed by the Central Government****, and* ***no such applicant, who complies with all the requirements for grant of licence, shall be refused grant of licence on the ground that there already exists a licensee in the same area for the same purpose****:"*
>
> (Emphasis Added)

11. From a reading of the above, it can reasonably be inferred that the license can be issued to other entity, besides the existing licensee, provided the Petitioner No. 1 complies with the additional requirements prescribed by the Central Government in relation to the capital adequacy, credit-worthiness, or code of conduct. In this context, reference may be made to the Rules framed by the Central Government *viz.* Distribution of Electricity License (Additional Requirements of Capital Adequacy, Creditworthiness and Code of Conduct) Rules, 2005 ("**Distribution License Rules**"), which provide for the additional requirements as regards the capital adequacy, creditworthiness or code of conduct.

12. That, Rule 3 of Distribution License Rules specified the following requirements of capital adequacy and creditworthiness:

> "**3. Requirements of capital adequacy and creditworthiness**

> *(1) The **Appropriate Commission shall**, upon receipt of an application for grant of licence for distribution of electricity under sub-section (1) of section 15 of the Electricity Act, 2003, **decide the requirement of capital investment for distribution network after hearing the applicant and keeping in view the size of the area of supply and the service obligation** within that area in terms of section 43.*
>
> *(2) The **applicant for grant of licence shall be required to satisfy** the Appropriate Commission **that on a norm of 30% equity on cost of investment as determined under sub-rule (1), he including the promoters, in case the applicant is a company, would be in a position to make available resources for such equity of the project on the basis of networth and generation of internal resources of his business including of promoters in the preceding three years after excluding his other committed investments**.*
>
> *Explanation: - **For the grant of a licence for distribution of electricity within the same area in terms of sixth proviso to section 14 of the Act, the area falling within a Municipal Council or a Municipal Corporation as defined in the article 243(Q) of the Constitution of India or a revenue district shall be the minimum area of supply**."*
>
> (Emphasis Added)

13. The aforesaid Rule 3 of Distribution License Rules was recently amended on 08.09.2022, wherein the Explanation provided under Rule 3(2) was modified, to state as follows:

> *"Explanation - <u>For grant of a license for distribution of electricity within the same area in terms of sixth proviso to section 14 of the Act, the area falling within either</u> a Municipal Corporation as defined in article*

243Q of the Constitution or three adjoining revenue districts, <u>or a smaller area as may be notified by the Appropriate Government shall be the minimum area of supply</u>."

It is stated that the Petitioner No. 1 qualifies with the terms and conditions of the aforesaid amendment, as the proposed licensed area includes within itself atleast one municipal corporations, as detailed hereinafter.

14. In view of the above, this Hon'ble Commission analyses the following eligibility criterion of the Applicant for grant of distribution licence in terms of 6th proviso to Section 14 of EA, 2003: (a) Minimum area of supply (b) Capital adequacy (c) Credit worthiness and (d) Code of conduct.

15. As a matter of fact, it is submitted that the Petitioner No. 2 i.e., ATL, the parent company of AENML, duly satisfies the criteria laid down under Rule 3 of Distribution License Rules. In this regard, reference may be made to Order dated 28.06.2018 passed in Case No. 140 of 2017 wherein this Hon'ble Commission upheld the eligibility of ATL in terms of Distribution License Rules. The relevant observation of this Hon'ble Commission is reproduced herein below for ready reference:

"**<u>Capital Adequacy Requirement</u>**

81. The Networth as on March 31, 2017 is Rs. 2,946.53 crore, which is the maximum in the preceding 3 years. Its maximum IRG over the last 3 years is Rs. 811.90 crore in FY 2016-17.

82. Further, from the submissions of the Petitioner, the Commission notes that ATL does not have committed investments tied up in other projects. Therefore, according to the test determined by the Commission, the Networth, adjusted for the committed equity investments elsewhere, is computed as Rs. 2,946.53 crore. However, ATL is required to satisfy the Commission that the minimum of Rs. 362 crore for this licensed business is potentially available. Thus, ATL's Networth of Rs.2,946.53 crore is far greater than the equity requirement of Rs. 362 crore. Therefore, the Commission is of the opinion that ATL satisfies the Networth criteria.

83. Additionally, according to the test determined by the Commission, the IRG, adjusted for the equity investments committed elsewhere, was computed to be Rs. 4,059.50 crore. ATL needs to satisfy the Commission that minimum of Rs. 362 crore for this licensed business is potentially available. The adjusted IRG is far greater than the equity requirement of Rs. 362 crore. Hence, ATL satisfies the IRG criteria.

84. Therefore, ATL has met the eligibility requirement for Capital Adequacy as it has passed the tests for both Networth and Internal Resource Generation."

Creditworthiness Requirement

85. The Electricity Licence Rules 2005 do not elaborate on the method of Creditworthiness assessment. While granting the licence to RInfra, the Commission has relied on the Judgment of the Hon'ble APTEL in Appeal No. 7 of 2010. In this Judgment, the Hon'ble APTEL observed as under:

"The Capital Adequacy is determined on the above basis; and on the basis of the Capital Adequacy so determined the ability of the Applicant to raise finances and funds has to be determined. The creditworthiness of the Applicant will have to be tested by considering whether external borrowings from Banks or Financial institutions will be available to the Applicant based on the fulfilment of the Capital Adequacy norms”

[…] 89. The debt requirement of ATL in the proposed business is 70% of the total capital investment requirement of Rs. 4,640 Crore, which is about Rs. 3,248 crore. The Applicant should be able to raise this debt. Based on the solvency certificate, ATL can be treated as solvent. In addition, the rating received indicates that ATL has comfortable liquidity and has strong financial flexibility. Based on the credit rating report and solvency certificate, the Commission is satisfied that ATL meets the requirement of Creditworthiness.

Code of Conduct Requirement

[..]92. The Commission directed the Petitioner to submit a declaration from ATL, under affidavit, as required under the requirement of Code of Conduct (Rule 4) of the Electricity Licence Rules 2005. The Petitioner submitted the said affidavit from ATL dated January 25, 2018 to the Commission. Based on the information submitted under affidavit, the Commission is satisfied that ATL is not in violation of the Code of Conduct and meets the requirement of Rule 4 of Electricity Licence Rules 2005.

Management and Technical Expertise

[…] 101. Further, the Adani Group already has significant experience in the distribution business, by virtue of being the Distribution Licensee at the Mundra SEZ and having City Gas Distribution at 13 prominent cities, as elaborated earlier. Additionally, Adani Group has dedicated its senior most hand-picked resources from its core team for the Mumbai Power Business, having insights of the business by virtue of having worked in the sector for most of their career.

102. Hence, ATL qualifies in terms of management and technical experience for undertaking the licensed distribution business.

103. ***In view of the above, the Commission concludes that ATL is eligible to be assigned the Distribution Licence of RInfra, after taking over 100% shareholding in REGSL***."

16. It is evident from Order dated 28.06.2018 that ATL duly complies with the requirements of capital adequacy and creditworthiness in terms of Distribution License Rules. Despite that, the Petitioner No.1, which is 100% owned subsidiary of Petitioner No. 2/ ATL, hereby seeks to re-establish the capital adequacy and credit worthiness of ATL.

(i) Capital Adequacy requirement

In order to comply with the Capital Adequacy requirement laid down in the Distribution License Rules, the entity should have the ability to make available the equity to the extent of 30% of the capital investment requirement for distribution in the proposed area of supply. In view of this requirement, the Petitioner No. 1 is enclosing herewith the certificates of Net worth and internal resource generation of business and promoters in the preceding three years after excluding other committed investment, as **Exhibit-III & IV** respectively.

(ii) Creditworthiness requirement

The Distribution Licence Rules do not elaborate on the method of Creditworthiness assessment. However, as per the Order passed in Appeal No. 7 of 2010 by Hon'ble APTEL *the creditworthiness of the Applicant will have to be tested by considering whether external borrowings from Banks or Financial institutions will be available to the Applicant based on the fulfilment of the Capital Adequacy norms.* With respect to this requirement, the Petitioner No. 1 submits that it relies on the credentials of its parent company i.e., ATL. Therefore, the Petitioners are hereby enclosing the solvency certificate of ATL as **Exhibit-V** and credit rating report of ATL as **Exhibit-VI** to assess the creditworthiness.

(iii) Minimum area of supply requirement

As per the amended Explanation of Rule 3(2) of Distribution Licence Rules, for grant of a Distribution Licence in terms of sixth proviso to section 14 of EA, 2003, the area falling within <u>*either*</u> *a* <u>*Municipal Corporation*</u> *as defined in article 243Q of the Constitution or three adjoining revenue districts,* <u>*or a smaller area as may be notified by the Appropriate Government, shall be the minimum area of supply.*</u>

At this stage, it is pertinent to mention that the Explanation of Rule 3 (2) (as existed before amendment) came for <u>*interpretation*</u> before the Hon'ble Supreme Court in Civil Appeal Nos. 3607-3610 of 2008, titled as *Jindal Steel and Power Limited v. CSERC & Ors.* wherein a recent judgment dated 29.09.2022 has been passed. The relevant extract of the said judgment of the Hon'ble Supreme Court is reproduced hereinbelow:

> *"37. In order to answer the aforesaid contention, it would be necessary to consider the sixth proviso to Rule 14 in light of the definition of 'area of supply' and the Explanation to Rule 3 of the 2005 Rules. On a conjoint reading of the same, it is noted that the sixth proviso to Section 14 applies to a situation where the appropriate Commission may grant a licence to two or more persons for distribution of electricity through their own distribution system within the same area subject to the applicant JSPL complying with the additional requirements. Therefore, it is clear that within the same area, there could be two or more persons for distribution of electricity. As to what is the area within which there could be grant of licence to two or more persons is concerned under the sixth proviso to Section 14, the Explanation to Rule 3 prescribes the area falling within a Municipal Council or a Municipal Corporation as defined under Article 243 (Q) of the Constitution of India or Revenue District.* ***The area of supply authorised by the Appropriate Commission shall be the minimum area is supply****.*
>
> *38. The 'area of supply' is defined under subsection 3 of Section 2 to mean that area within which the distribution licensee is authorised by his licence to supply electricity.* ***This 'area of supply' must fall 'within'*** *a Municipal Council or a Municipal Corporation as defined under Article 243 (Q) of the Constitution of India or a Revenue District. That means that the 'area of supply' must fall '****within'*** *the local authority of a Municipal*

Council or a Municipal Corporation as defined in subsection 41 of Section 2 of the Act or a Revenue District, as the case may be, and within which area of supply, licence is granted for distribution of electricity. Therefore, the expression ***area*** *in the sixth proviso of Section 14 is explained as the* ***'area falling within'*** *a Municipal Council or a Municipal Corporation as defined under Article 243 (Q) of the Constitution of India or a Revenue District which shall be the 'area of supply'. As already noted, within such area, there could be two or more persons who are granted a licence to distribute electricity which is in terms of the provision granting license.* ***The 'area within which they are authorised to supply electricity' is the 'area of supply' and such 'area of supply' in respect of which authorisation is granted under the licence is the "minimum area of supply****.*

39. Therefore, when two or more persons are granted licence within an area forming a Municipal Council or a Municipal Corporation or a Revenue District, the authorisation to supply electricity granted to a distribution licensee within the aforesaid area is the actual area of supply and the actual area of supply in respect of which the authorisation is granted under the licence is called the minimum area of supply.

40. Thus, on a conjoint reading of the aforesaid provisions, it is clear that the ***'minimum area of supply" would fall 'within the area' which is comprising of a Municipal Council or a Municipal Corporation or a Revenue District but it does not imply that the licence to supply electricity for an area or an 'area of supply which is the 'minimum***

area of supply' must extend to the 'entire area falling within' a Municipal Council or a Municipal Corporation or a Revenue District*.*

41. But if the interpretation as suggested by the respondent No.2 is to be accepted, then the expression 'area falling within' in the Explanation would become otiose or redundant. The object of providing a Municipal Council or a Municipal Corporation or a Revenue District as an area is to provide a standard area, within which area, two or more persons could distribute electricity. ***It does not mean that the licensee must distribute electricity in the entire standard area****. The words used are 'the area falling within' a Municipal Council or a Municipal Corporation or a Revenue District. The same does not mean that the area comprising of or an area equivalent to a Municipal Council or a Municipal Corporation or a Revenue District. It is only in an* ***'area falling within' a Municipal Council or a Municipal Corporation or a Revenue District that two or more persons could be granted licence*** *for distribution of electricity which interpretation is supported by the use of the expressions 'within the same area' used twice in the sixth proviso to Section 14 of the 2003 Act. Also, the use of the expression 'within the same area' in the sixth proviso as well as in the Explanation to Rule 3 have to carry the same meaning.*

42. Moreover, the expression 'within the same area' in the sixth proviso to Section 14 of the 2003 Act and the Explanation is analogous to the expression 'the area falling within' a Municipal Council or a Municipal Corporation or a Revenue District in the Explanation. ***Thus, the expression 'within the same area' cannot***

refer to the entire Municipal Council or a Municipal Corporation or a Revenue District *but 'the area falling within' a Municipal Council or a Municipal Corporation or a Revenue District in respect of which a distribution licensee is authorised by its licence to supply electricity. Therefore, by the aforesaid interpretation* ***it is held that the authorised 'area of supply' shall be 'the minimum area of supply'****.*

…

45. In view of the aforesaid interpretation, we find no substance in the contentions advanced on behalf of the respondent No.2. On the other hand, on a reading of the order passed by the respondent No.1Commission in C.A. Nos. 36073610 of 2008, we find that there has been an application of mind to the licence that was granted to the appellant for distribution of the electricity.

46. In view of the aforesaid discussion, we find that the Appellate Tribunal was not right in cancelling/setting aside the licence granted to the appellant JSPL and hence, the impugned judgment is liable to be set aside."

(Underline and Emphasis Supplied)

Notably, the aforesaid interpretation is qua the Explanation of Rule 3(2) as it stood prior to the amendment dated 08.09.2022. However, the same is also squarely applicable to the amended Explanation, as the words "*area falling within*" is same as in the previous Explanation.

In view of the judgment passed by the Hon'ble Supreme Court, it is invariably clear that the 'minimum area of supply' as defined under amended Explanation of Rule 3(2), would mean, *inter-alia*, falling 'within the area' which is comprising of a Municipal Corporation.

In this context, it is submitted that the area of supply proposed by the Petitioner No. 1 contains, *inter-alia*, the following:

a) Municipal Corporation of Greater Mumbai (MCGM);

b) Thane Municipal Corporation

c) Navi Mumbai Municipal Corporation

d) CIDCO

e) Jawaharlal Nehru Port Trust (JNPT)

f) Navi Mumbai Special Economic Zone (NMSEZ)

g) Maharashtra Industrial Development Corporation (MIDC)

Therefore, it is clearly evident that the Petitioners duly comply with the requirement of 'minimum area of supply' as laid down under Rule 3(2) of Amended Distribution License Rules. The test laid down by the Hon'ble Supreme Court in the aforementioned judgment is that the area can be within a municipal corporation, however, the case of the Petitioners stands on a much greater footing as the proposed area is much more than a municipal corporation, and in fact includes more than one municipal corporation. Thus, there is no impediment for grant of distribution license to the Petitioner

No. 1 under 6th proviso of section 14 of the EA 2003 qua the minimum area requirement.

(iv) Code of Conduct requirement

In terms of Rule 4 of Distribution License Regulations, the Petitioners are hereby attaching the requisite declarations. As such the Petitioners have not been found guilty or have not been disqualified or no order has been passed under any of the following statutory provisions within the last three years, viz. Companies Act, 1956, Income Tax Act, 1961, Securities and Exchange Board of India Act, 1992, Excise Act, 1944 and Customs Act, 1962. The declaration issued under Rule 4 of Distribution License Rules, is annexed herewith and marked as **Exhibit-VII** for AENML and **Exhibit-VIII** for ATL.

(v) Management and Technical Expertise

As a matter of fact, the Adani Group already has significant experience in the distribution business, by virtue of being the Distribution Licensee at the Mundra SEZ, Mumbai and having City Gas Distribution at 13 prominent cities.

Further, in order to fulfil its Universal Supply Obligation as a Distribution Licensee, in terms of EA, 2003, AEML has established a vast distribution network across the city so much so that it spans over 400 Sq. kms for catering to the electricity needs of over 3.1 million customers with 99.99% reliability, which is among the highest in the country. Pertinently, the area lying in the Suburban Mumbai being served by AEML, spans from Bandra to Mira-

Bhayander on the western side, and Sion to Mankhurd on the eastern Side. As such, AEML meets approximately 2000 MW of power demand in Mumbai's largest and the most efficient power distribution network.

17. In view of above, it is submitted that the Petitioner No. 2/ ATL duly complies with all the requirements specified under 6^{th} proviso to Section 14 of EA, 2003 read with Distribution Licence Rules notified by the Central Government. Therefore, the Petitioner No. 1, the wholly owned subsidiary of ATL, qualifies for grant of Distribution License by this Hon'ble Commission in terms of 6^{th} proviso to Section 14 of EA, 2003.

18. At this stage, it is pertinent to deal with the issue of distribution network roll-out plan to be adopted by the Petitioners in order to cause supply of power to various consumers of proposed geographical areas, post grant of Distribution License by this Hon'ble Commission. As such, the primary objective of the Petitioners for planning the electrical distribution network in the proposed license area, is to provide world class reliability and quality of supply of power. While the power shall be received from transmission licensee, the Petitioners propose the downstream to be distributed across 33kv level, 11kv level & LT level voltages. The network element is designed in such an efficient manner that the consumers across different voltages have been provisioned to have alternate source of supply in the event of any disturbance in the normal flow of supply.

19. In the process of achieving the objective of building a robust distribution network in the proposed license area, the Petitioners

shall ensure non-discriminatory treatment to various category of consumers. The Petitioners seek to briefly submit their approach to roll-out the distribution network in the proposed license area:

(i) All customers who opt for supply from the Petitioner No. 1 shall be served without any discrimination/ differentiation. The network roll out in the entire area would take approximately 5 years. The "Network Rollout Plan" defined in MERC (Distribution License Conditions), Regulations, 2004 is as under:

> *"(j) "Network Rollout Plan" means a plan describing the rollout of the distribution system of the Distribution Licensee or of the proposed distribution system of the applicant, as the case may be, including geographical coverage of such distribution system, phasing of the rollout and such other details as may be required by the Commission;"*

(ii) The network Rollout Plan as approved by the Hon'ble Commission shall be strictly adhered to by the Petitioners, subject to timely availability of right of way, land for substations and outlets from Transmission EHV substations. It is also envisaged that periodical report of network laying, shall be submitted to the Hon'ble Commission for its review.

(iii) Hon'ble Commission has issued Maharashtra Electricity Regulatory Commission (Approval of Capital Investment Schemes) Regulations, 2022 on 22.07.2022 of which applicability is as under:

> *"1.3 <u>These Regulations shall be applicable to</u> existing and <u>future</u> Generation Businesses/ Companies, Transmission Businesses/ Licensees, <u>Distribution</u> Businesses/ <u>Licensees</u>, State Transmission Utility (STU),*

Maharashtra State Load Despatch Centre (MSLDC), and their successors [Regulated Power Entities] for approval of Capital Investment, in all matters covered under these Regulations:" (Emphasis Added)

(iv) In view above it is submitted that on grant of Distribution License and Network rollout plan, the Petitioner 1 shall comply with the provisions of the above Regulations, and submit Detailed Project Report (DPR) based on the Network rollout plan. On receipt of In-principle approval of Hon'ble Commission, the Petitioner No. 1 shall proceed with execution of works on site.

(v) Network rollout shall be planned in small, localized pockets and such pockets shall be declared 'Universal Supply Obligation (USO)' compliant upon completion of laying of the network. In such pockets, any consumer who applies to the Petitioner No. 1, supply shall be released as per prevailing MERC Regulations/protocols, which will ensure appropriate consumer mix without any discrimination whatsoever. However, for consumers requiring supply at Extra High Voltage USO can be met on grant of license subject to grant of connectivity by STU. Similarly, supply USO for consumers requiring supply at 33 kV or 11 kV can be declared on larger areas as compared to small pockets proposed for LT consumer USO.

(vi) To address the apprehension of discrimination or cherry picking of pockets, the Petitioners shall select pockets starting from all four sides of supply area and move inwards. The Petitioners shall lay 33 kV feeders from EHV sub-station of the Transmission Licensee and connect various Distribution Substations (DSS) and shall also connect to the required Consumer Substations (CSS). The Petitioner No. 1 has clearly specified its network laying philosophy in its network roll out plan, as discussed in the Proposed Business Plan which has been annexed as Annexure-11 of Application Form.

20. Further, Regulation 4 of MERC (General Conditions of Distribution License) Regulations, 2006 Specifies Eligibility Conditions/ Disqualifications for an applicant seeking Distribution License:

> *"The Commission may specify eligibility conditions and disqualifications for being entitled to grant of licence under these regulations. Notwithstanding the generality of the foregoing, no applicant shall be qualified for grant of license under these regulations, if, the Commission is of the opinion that conditions or circumstances exist that cast a doubt on the ability of the Applicant to perform its duties and obligations under the Act."*

21. It is submitted that the Applicant/ Petitioner No. 1 and its group entities are one of the leading companies in the Indian Power Sector having a strong presence in generation, transmission, and distribution of electricity. As such, in the distribution business, Hon'ble Commission has granted Distribution License No. 01 of 2011 dated 11.08.2011 to Adani Electricity Mumbai Limited/ AEML, the subsidiary of ATL/ Petitioner No. 2.

22. As a matter of fact, AEML supplies electricity of about 10,000 MUs to more than 3 million consumers in the Suburban area of Mumbai and Mira-Bhayander Municipal Corporation area. In fact, by way of its operational excellence in the distribution business, AEML has created world class power distribution infrastructure, including the creation of extensive underground network, in its areas of operation in Mumbai, while further being able to achieve power availability of

above 99.99 % and Distribution Losses of 6.55 %, which are comparable to global benchmarks across the world.

23. In view of the above and the detailed business plan furnished by the Petitioners, it is evident that the Petitioner No. 1 is eligible for grant of distribution license for the proposed license area comprising of *Mulund, Bhandup, part of Thane District, Navi-Mumbai, Panvel, Kharghar, Taloja and Uran,* in terms of 6th proviso of Section 14 of EA, 2003 read with Distribution of Electricity License (Additional Requirements of Capital Adequacy, Creditworthiness and Code of Conduct) Rules, 2005 and MERC (General Conditions of Distribution License) Regulations, 2006.

24. The Applicant craves leave for furnishing any further information/ data/ documents, if required, at a later stage, in the interest of justice. It is submitted that the present application/ petition is bonafide and made in the interest of justice.

PRAYER

In view of the foregoing, the Petitioners most respectfully prays that this Hon'ble Commission may be graciously pleased to:

(a) grant Distribution License to the Petitioner No. 1 for the proposed license area comprising of Mulund, Bhandup, part of Thane District, Navi-Mumbai, Panvel, Kharghar, Taloja and Uran (as delineated in the Annexure- 12 of Application Form), for a period of 25 years, in terms of 6th proviso to Section 14 of EA, 2003 read with Distribution of Electricity License (Additional Requirements of Capital Adequacy, Creditworthiness and Code of Conduct) Rules, 2005, as amended in

2022, and MERC (General Conditions of Distribution License) Regulations, 2006 and based on the information provided under APPLICATION FORM (Exhibit-I) and in the present petition;

(b) allow addition, alteration, changes, modifications to the application if deemed necessary;

(c) allow or grant any other relief, order or direction which the Hon'ble Commission may deem fit; and

(d) condone any inadvertent omissions/ error/ shortcomings in the application.

PETITIONER NO. 1

PETITIONER NO. 2

PLACE: Mumbai

DATE: 10.11.2022

BEFORE THE HON'BLE MAHARASHTRA ELECTRICITY REGULATORY COMMISSION, MUMBAI

CASE NO. ________ OF 2022

IN THE MATTER OF:

Petition under Section 14 and Section 15 of Electricity Act, 2003 read with Maharashtra Electricity Regulatory Commission (General Conditions of Distribution License) Regulations, 2006 read with Distribution of Electricity License (Additional Requirements of Capital Adequacy, Creditworthiness and Code of Conduct) Rules, 2005, for grant of second/ parallel Distribution License for the entire geographically continuous area comprising of Mulund, Bhandup, part of Thane District, Navi-Mumbai, Panvel, Kharghar, Taloja and Uran.

AND IN THE MATTER OF:

Adani Electricity Navi Mumbai Ltd.
[Formerly known as AEML Infrastructure Limited]
Adani Corporate House, Shantigram,
Near Vaishno Devi Circle, S. G. Highway,
Khodiyar Ahmedabad
Gujarat- 382421 ...**PETITIONER NO. 1**

Adani Transmission Limited
Adani Corporate House, Shantigram,
Near Vaishno Devi Circle, S. G. Highway,
Khodiyar Ahmedabad,
Gujarat-382421 ...**PETITIONER NO. 2**

And office for communication at

CTS 407/A (New), 408 (Old)
Village Eksar, Devidas Lane, Off SVP Road,
Borivali (West), Mumbai 400 103

AFFIDAVIT VERIFYING THE PETITION

I, Kishor Rajaram Patil, S/o. Late Rajaram Ramu Patil, aged about 61 years, Authorized Representative of the Petitioner No. 1, residing at

JAGDISH TRYAMBAKRAO DONGARDIVE
GOVT. OF INDIA
Reg. No. 10302
NOTARY

E-302, Vasant Pride, Thakur Complex, Kandivali-East, Mumbai- 400 101, do solemnly affirm and say as follows:

1. I am the Authorized Representative of the Petitioner No. 1 in the above matter and am duly authorized and competent to make this affidavit.

2. The statements made in paragraphs 1 to 24 of the Petition are true to my knowledge and belief and statements made in paragraphs 1 to 24 are based on information and I believe them to be true.

3. I say that there are no proceedings pending in any court of law/ tribunal or arbitrator or any other authority, wherein the Petitioner is a party and where issues arising and/or reliefs sought are identical or similar to the issues arising in the matter pending before the Commission.

JAGDISH TRYAMBAKRAO DONGARDIVE GOVT. OF INDIA Reg. No. 10302 NOTARY

DEPONENT

VERIFICATION

Solemnly affirm at Mumbai on this 10th day of November, 2022 that the contents of the above affidavit are true to my knowledge, no part of it is false and nothing material has been concealed therefrom.

DEPONENT

Identified before me

BEFORE ME

Mumbai

Dated: 10/11/2022

JAGDISH TRYAMBAKRAO DONGARIVE
ADVOCATE & NOTARY(GOVT OF INDIA)
Ganesh Chawl Committee, Kranti Nagar,
Akurli Road, Kandivali (East),
Mumbai - 400101.

10 NOV 2022

NOTARIAL NOTARIAL NOTARIAL NOTARIAL NOTARIAL

JAGDISH TRYAMBAKRAO DONGARDIVE GOVT. OF INDIA Reg. No. 10302 NOTARY

BEFORE THE HON'BLE MAHARASHTRA ELECTRICITY REGULATORY COMMISSION, MUMBAI

CASE NO. ________ OF 2022

IN THE MATTER OF:

Petition under Section 14 and Section 15 of Electricity Act, 2003 read with Maharashtra Electricity Regulatory Commission (General Conditions of Distribution License) Regulations, 2006 read with Distribution of Electricity License (Additional Requirements of Capital Adequacy, Creditworthiness and Code of Conduct) Rules, 2005, for grant of second/ parallel Distribution License for the entire geographically continuous area comprising of Mulund, Bhandup, part of Thane District, Navi-Mumbai, Panvel, Kharghar, Taloja and Uran.

AND IN THE MATTER OF:

Adani Electricity Navi Mumbai Ltd.
[Formerly known as AEML Infrastructure Limited]
Adani Corporate House, Shantigram,
Near Vaishno Devi Circle, S. G. Highway,
Khodiyar Ahmedabad
Gujarat- 382421 ...**PETITIONER NO. 1**

Adani Transmission Limited
Adani Corporate House, Shantigram,
Near Vaishno Devi Circle, S. G. Highway,
Khodiyar Ahmedabad,
Gujarat-382421 ...**PETITIONER NO. 2**

And office for communication at

CTS 407/A (New), 408 (Old)
Village Eksar, Devidas Lane, Off SVP Road,
Borivali (West), Mumbai 400 103

AFFIDAVIT VERIFYING THE PETITION

I, Manish Kumar, S/o. Late Braj Kishore Prasad, aged about 33 years, Authorized Representative of the Petitioner No. 2, residing at A-12,

JAGDISH TRYAMBAKRAO DONGARDIVE
GOVT. OF INDIA
Reg. No. 10302
NOTARY

Yogiswami Cooperative Housing Society, Borivali West, Mumbai-400091, do solemnly affirm and say as follows:

1. I am the Authorized Representative of the Petitioner No. 2 in the above matter and am duly authorized and competent to make this affidavit.

2. The statements made in paragraphs 1 to 24 of the Petition are true to my knowledge and belief and statements made in paragraphs 1 to 24 are based on information and I believe them to be true.

3. I say that there are no proceedings pending in any court of law/ tribunal or arbitrator or any other authority, wherein the Petitioner is a party and where issues arising and/or reliefs sought are identical or similar to the issues arising in the matter pending before the Commission.

DEPONENT

VERIFICATION

Solemnly affirm at Mumbai on this 10th day of November, 2022 that the contents of the above affidavit are true to my knowledge, no part of it is false and nothing material has been concealed therefrom.

DEPONENT

Identified before me

BEFORE ME

Mumbai

Dated: 10/11/2022

JAGDISH TRYAMBAKRAO DONGARIVE
ADVOCATE & NOTARY(GOVT OF INDIA)
Ganesh Chawl Committee, Kranti Nagar,
Akurli Road, Kandivali (East),
Mumbai - 400101.

10 NOV 2022

JAGDISH TRYAMBAKRAO DONGARIVE
GOVT. OF INDIA
Reg. No. 10302
NOTARY

NOTARIAL NOTARIAL NOTARIAL NOTARIAL NOTARIAL

APPLICATION FORM FOR DISTRIBUTION LICENCE IN THE STATE OF MAHARASHTRA

[Pursuant to Regulation 5.1 of MERC (General Conditions of Distribution Licence) Regulations, 2006, dated 27th November 2006.]

PART A: GENERAL INFORMATION

1. Name of Distribution Licensee to appear on License:	**Adani Electricity Navi Mumbai Limited (AENML)**

2. Primary Contact	
a. Name:	Shri Kishor Patil
b. Designation:	Sr. Vice President
c. Contact Address:	▪ Registered Office: Adani Electricity Navi Mumbai Limited "Adani Corporate House", Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad 382421 ▪ Operational Office: Devidas Lane, Off SVP Road, Near Devidas Telephone Exchange, Borivali (W), Mumbai - 400 103
d. Phone Number:	+ 91 – 22 - 50549999
e. Fax Number:	+ 91 – 22 - 50548852
f. E-Mail Address:	kishor.patil@adani.com

3. Full name of Applicant:	**Adani Electricity Navi Mumbai Limited (AENML)** [formerly known as AEML Infrastructure Limited]
4. Registration number under applicable statute:	CIN: U40106GJ2018PLC105571
5. Date of incorporation and registration:	12.12.2018
6. Address of Registered office:	Adani Electricity Navi Mumbai Limited (AENML), "Adani Corporate House", Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad 382421

7. Details of Ownership	100% Subsidiary of Adani Transmission Limited (ATL).
a. Company / Firm / Association of persons / Co-operative Society / Others (specify)	Company
b. Company Incorporation/ Registration:	
Place of Incorporation/ Registration:	Ahmedabad, Gujarat
Year of Incorporation:	2013
Registration Number:	L40300GJ2013PLC077803
c. Name and address of Directors / Principal Shareholders / Partners/ Members, Names of promoters, along with their respective ownership pattern / shareholding pattern.	• The name and address of Directors of ATL is enclosed as **Annexure-1A**. and name and address of Directors of AENML is enclosed as **Annexure-1B.** • The name of promoters along with their respective ownership pattern of ATL is enclosed as **Annexure-2A** and name of promoters along with their respective ownership pattern of AENML is enclosed as **Annexure-2B**.

PART B: CORPORATE, FINANCIAL AND TECHNICAL INFORMATION

Documents (attested copies) to be submitted along with the License application:

1. Memorandum and Articles of Association (in case of a company) as in force on the date of application / Deed of partnership (in case of a partnership firm) as in force on the date of application / similar organization Documents / deed or charter of incorporation, if any (in other case) as in force on the date of application.

   The applicant being a Company, the Memorandum and Articles of Association of ATL are enclosed as **Annexure-3A** and the Memorandum and Articles of Association of AENML are enclosed as **Annexure-3B**.

2. An organization chart detailing the management structure of the Applicant, which shall include information (in respect of operations, projects, commercial, finance, regulatory, IT and HR functions):

Proposed function wise organization chart pertaining to AENML is enclosed as **Annexure-4.**

a. Senior Executive Management (along with curriculum vitae)

The requisite details of Senior Executive Management (along with curriculum vitae) in respect of Operations, Projects, Commercial, Finance, Regulatory, IT and HR function is enclosed as **Annexure-5.**

b. Board of Directors

The requisite details of the Board of Directors for ATL are provided in **Annexure-1A** and details of the Board of Directors for AENML are provided in **Annexure-1B.** The curriculum vitae of Board of Directors of AENML is enclosed as **Annexure-5.**

c. Number of middle / lower management personnel of AENML:

AENML shall engage the middle and lower management personnel as and when required. AENML shall also adopt the Service Level Agreement (SLA) based contracting method for execution of various works on site.

d. Relationship (including intending relationship, where applicable between the Applicant and key service providers in terms of the management and running of the Electricity Distribution Business, including the details of all existing or intended management agreements or technical service agreements between key service providers, their associates and the Applicant. Copies of any such draft or executed agreements should be provided as an attachment to the application for grant of License.

- ATL and its subsidiary (AEML) has sufficient knowledge and experience to manage the distribution business. AENML, with the help of ATL and AEML, shall develop required skill manpower to manage day to day activities.

- Further, AENML shall use the services of OEMs and expert service providers as and when required and as per need.

3. Details of Income Tax PAN / TAN:

The AENML details are as under:

PAN: AARCA6682Q **TAN:** AHMA18211D

The copy of PAN issued to AEML Infrastructure Limited (Now Known as AENML) is attached as **Annexure-6** and TAN issued to AEML Infrastructure Limited (Now Known as AENML), is provided in Certificate of Incorporation, attached as **Annexure 7.**

AENML, pursuant to the name change, has applied for copy of the PAN and TAN. The same will be brought on record before this Hon'ble Commission, as and when the same are issued.

4. Details of import Licence, if any:

Not Applicable.

5. Bank references asserting that the Applicant is financially solvent;

AENML being a new company, accordingly, the solvency certificate of parent company ATL is attached as **Annexure-8**.

6. Annual Audited Reports for the past 3 years for the Applicant and for any Holding Company, Subsidiary or affiliated company (if any).

The financial statements for ATL from FY 2019-20 to FY 2021-22 are enclosed as **Annexure-9A, Annexure-9B and Annexure-9C.** The financial statements of AENML (formerly AEML Infrastructure Ltd.) from FY 2019-20 to FY 2021-22 are enclosed as **Annexure-10A, Annexure-10B, Annexure-10C.**

7. Any other documentary evidence to substantiate the financial capabilities / technical competence and others.

The requisite financial details are provided in financial statements provided above and the details for technical competence are provided in Part C section.

8. Details of the actual or proposed location of the system of electric lines and electrical plant by means of which the applicant intends to enable distribution of electricity, indicating which

plant and lines are to be constructed and which are existing plant and liens, and the area to which the application for License relates.

The proposed Business Plan prepared on the basis of estimates / projections is attached herewith as **Annexure-11.**

9. Detailed electrical distribution map or maps of the proposed geographical area of supply, on a scale of not less than 10 centimeters to a kilometer, or if no such maps are available, of not less than that of the largest scale of ordnance maps, available, depicting the proposed distribution system of the applicant (including information on substations and configuration of the system). The map shall clearly distinguish between the existing system and new facilities that shall be required for meeting the obligation under the licence and shall indicate:

   Maps of the proposed geographical area of supply is attached as **Annexure-12**.

   a. List of the whole or any part of any cantonment, aerodrome, fortress, arsenal, dockyard or camp or any building or place in the occupation of the Government for defence purposes located within the proposed area of supply.

      List of the whole or any part of any cantonment, aerodrome, fortress, arsenal, dockyard or camp, etc. is attached as **Annexure-13**.

   b. Names of streets or parts of streets which are repairable by a person other than the Central Government, State Government or local authority and of railways, tramways, canals and waterways for which the applicant has obtained authorization to undertake works.

      As of now, no such streets or part of streets are identified. However, AENML assures that as and when required, for development of network, AENML shall obtain appropriate approval in compliance with respective rules and regulations.

   c. A list of all local authorities vested with the administration of any portion of the area of distribution.

      List of all local authorities vested with the administration of any portion of the area of distribution is attached as **Annexure-14**.

d. An approximate Statement describing any lands, which the Applicant proposes to acquire under the provisions of Land Acquisition Act, 1894 (Act 1 of 1984) for the purpose of the Licence and the means of such acquisition.

Currently, no such acquisition proposed. AENML submits that the required land shall be acquired as and when required while developing distribution network.

10. Data relating to the Applicant's Proposed Business:

a. Business Plan (with 5 years projection) for the proposed business for which licence is sought (which should contain year wise load growth, year wise distribution loss reduction proposal along with specific action plan, metering plan, investment plan (including investment in Generating Stations or a Trading Company), treatment of previous losses, debt restructuring plan, program for rural electrification, cost reduction plan, projected profit and loss account, projected balance sheets, projected cash flow statements and projected important financial parameters).

b. Five year annual forecasts of costs, sales, revenues, project financing and funding arrangements (clearly specifying assumptions involved).

c. Indicative investment plan and Network rollout plan for the next five years, detailing year-wise and area-wise rollout of the distribution system.

The aforesaid are provided in the proposed Business Plan (prepared on the basis of estimates / projections) enclosed herewith as **Annexure-11**.

11. Copy of Receipt evidencing payment of license application processing fee.

The copy of the receipt is enclosed as **Annexure-15**.

12. Supporting information on compliance with the additional requirements prescribed by the Central Government, as may be applicable.

Provided as Exhibits to Main Petition.

I / We certify that the particulars submitted herewith are true, complete and correct, to the best of my / our knowledge and belief at the time of submission and does not contain any untrue statement of a material fact or omits to state a material fact necessary to make the statement / particulars contained herein not misleading.

Petitioner No. 1:

Place: Mumbai Sign:

Date: 10.11.2022 Name and Designation: Kishor Patil, Sr. Vice President

PART C: FORMAT FOR ASSESSING COMPETENCE OF APPLICANT

(This form to be filled by an Applicant applying for a distribution Licence under Regulation 5.1 of MERC (General Conditions of Distribution Licence) Regulations, 2006, dated 28th November 2006*)*

1. Previous Experience (Past 5 years details for Related Business)

[To be filled in by the applicant or by each participant separately in case of JVC/consortium (As applicable)]

AENML proposes to use the expertise of AEML. The detailed write-up on AEML capabilities is attached as **Annexure-16**. The details of AEML in required format are as under.

General Information	
Name and Address of the Distribution project(s) developed	The sample distribution projects (DPRs) developed for Mumbai Licensed Area for the period from FY 2016-17 to FY 2020-21 along with the description and the benefits achieved is enclosed as **Annexure 16**.
Brief description of projects developed	
Cost of the project developed – Rs Lakhs	The total cost of the project developed for the Mumbai Licensed area pertaining to Distribution and Retail Supply implies the capitalization incurred. The data provided is inclusive of the expenses and interest capitalized. The capitalization is as follows: FY 2016-17: Rs. 41,814 Lakh FY 2017-18: Rs. 35,851 Lakh FY 2018-19: Rs. 44,041 Lakh FY 2019-20: Rs. 71,226 Lakh FY 2020-21: Rs. 1,00,204 Lakh FY 2021-22: Rs. 1,04,579 Lakh
Name & Address of the Client Company for whom the project were developed	Consumers of Adani Electricity Mumbai Limited – Distribution (AEML-D)
Name, Designation and Address of	Sh Suraj Phalak

Reference person of Client Company	Head (Network Management) Adani Electricity Mumbai Limited Contact: Mobile – 9322218741 Email ID: suraj.phalak@adani.com				
Details of Distribution / Transmission project(s) managed in the last 5 years – Commercial Operations	**2020-21**	**2019-20**	**2018-19**	**2017-18**	**2016-17**
	Data provided is for AEML-Distribution Mumbai Licensed Area.				
Assets					
Transformers (Nos.)					
630 kVA & above	5184	5053	4939	4894	4850
500 kVA	90	87	84	84	86
400 kVA	1510	1512	1523	1523	1504
315 kVA	50	52	53	54	60
250 kVA	144	102	95	89	96
200 kVA	1	1	1	1	1
100 kVA					
63 kVA					
25 kVA	2	2	2	2	2
10 kVA					
Others					
HT Line (Overhead) (Ckt. Kms.)					
220 kV					
110 kV					
66 kV					
33 kV	48	48	48	48	48
22 kV					
11 kV	6	6	6	6	6
LT Line (Ckt. Kms)					
440 Volts	-	-	-	-	-
HT Cable (U/G) (Ckt. Kms)					
220 kV					
110 kV					
66 kV					
33 kV	894	840	828	806	733
22 kV	141	189	189	208	235
11 kV	3789	3708	3492	3483	3397

LT Cable (Ckt. Kms) – including service line cable					
440 Volts	17840	17626	17383	17079	17091
Number of Contracts with details	N.A.	N.A.	N.A.	N.A.	N.A.
Transmission					
Domestic	-	-	-	-	-
International	-	-	-	-	-
Distribution					
Domestic	-	-	-	-	-
International	-	-	-	-	-
Specific details of Projects (Top 5 Projects)	(Name of the Project)	(Name of the Project)	(Name of the Project)	(Name of the Project)	(Name of the Project)
Timelines	These details for AEML-Distribution Mumbai Licensed Area are covered under **Annexure-16.**				
Commencement of Construction					
Scheduled Date					
Actual Date					
Commissioning					
Scheduled Date					
Actual Date					
Commercial Operations					
Scheduled Date					
Actual Date					
Project Cost	These details for AEML-Distribution Mumbai Licensed Area are covered under **Annexure-16.**				
Estimated Cost					
Actual Cost on Completion					
Consumer Base (Nos.) – (End of the year)	**2020-21**	**2019-20**	**2018-19**	**2017-18**	**2016-17**
	Details for AEML-Distribution Mumbai Licensed area Retail consumers are as under:				
EHT					
HT Industrial	167	170	195	197	191
HT Others	413	401	383	360	365
LT Industrial	20871	17575	18031	18098	17991
Commercial	430369	431979	432546	429513	423849
Domestic	2040978	2018925	2008947	1991852	1957302

Others	5276	6448	6380	5664	5368
Quantum of Energy Distributed	**2020-21**	**2019-20**	**2018-19**	**2017-18**	**2016-17**
	Details for AEML-Distribution Mumbai Licensed area Retail consumers are as under:				
Total Million Units	8819	10327	10169	10243	9857
Metered Sales (%)	100%	100%	100%	100%	100%
Revenue Collection	**2020-21**	**2019-20**	**2018-19**	**2017-18**	**2016-17**
	Revenue details for AEML-Distribution Mumbai Licensed area are as under:				
Amount (Rs. Lakhs)	573095	835059	807319	784951	721609
Collection Efficiency (%)	100.55%	99.17%	100.55%	99.37%	100.65%
Financial Information (Rs. Lakhs)	**2020-21**	**2019-20**	**2018-19**	**2017-18**	**2016-17**
Fixed Assets – Mumbai Licensed Business – at the end of FY	Fixed Assets details for AEML-Distribution Mumbai Licensed area are as under:				
Gross Fixed Assets	813003	716545	650024	609869	579199
Accumulated Depreciation	345003	304905	278772	253315	230210
Net Fixed Assets	468000	411640	371252	356554	348990
Equity – Regulated equity for Mumbai Licensed Business – at the end of FY	271775	242087	223731	212326	203953
Promoters'	N.A.	N.A.	N.A.	N.A.	N.A.
Government / Financial Institutions	N.A.	N.A.	N.A.	N.A.	N.A.
Public	N.A.	N.A.	N.A.	N.A.	N.A.
Others	N.A.	N.A.	N.A.	N.A.	N.A.
Liabilities – Regulated normative debt for Mumbai Licensed Business – at the end of FY					
Long Term	208031	179924	162073	159409	155298
Short Term					
Income					
Sale of Power	526608	775281	750992	718112	667395
Others	46486	59778	56326	66839	54214
Expenses					
Administration and General Expenses	286.20	30507	31034	21169	19351
Repairs and Maintenance	34678	28926	26448	25771	28539
Employee Cost	67148	73025	69663	70536	81150
Depreciation	400.98	27901	26186	24384	22195

Interest and Financial Charges					
Long Term	158.92	14709	15930	16845	16697
Short Term	5844	4062	2132	-	-
Others (income tax, bad-debts, contribution to reserve, other expenses)	10102	87143	78543	40642	31964
Profits and Returns					
Net Profits – Regulated return on equity pertaining to Mumbai Licensed area	48705	36428	34201	32642	31148
Dividends Paid (incl. tax)	N.A.	N.A.	N.A.	N.A.	N.A.

Note: Figures for FY 2019-20 and FY 2020-21 provisional.

2. Details of Proposed Project (Business for which Licence is sought)

[To be filled in by the applicant or by each participant separately in case of JVC/consortium (As applicable)]

(i) Is the applicant acquiring Existing Assets or Creating New Assets?

The applicant proposes to carry the distribution business in the proposed area by creating new assets.

(ii) Acquiring of Existing Assets / Construction of New Assets

Funding	
Proposed means of Finance *Equity (Rs. Lakhs)* *Applicant* *Co-promoters* *Other (specify)* *Debt* *Domestic (Rs. Lakhs)* *Indian Financial Institutions* *Commercial Banks* *Others (specify)* *International (FC Million)*	As proposed under **Annexure-11** (Proposed Business Plan- prepared on the basis of estimates / projections)

Supplier's Credit *Direct Borrowing* *Others (specify)* *Equivalent INR (with Exchange rate used)* *Others (specify)*	
In case Asset Procurement / Project is proposed to be jointly funded by an External Agency *Name and Address of the Agency, and contact details of the reference person of the Agency (name, address, telephone/fax numbers, email etc.,)* *Proposed Equity from the Agency (Rs. Lakhs)* *Agency's equity as a percentage of total equity (%)* *Nature of proposed tie-up between Applicant and the other agency.*	NO
Details of debt proposed for the Asset Procurement / Project *Details of Lenders (name & address).* *Details of Loan packages indicating the loan amount, currency, Term of loan, interest rate, up-front fees,*	As proposed under **Annexure-11** (Proposed Business Plan- prepared on the basis of estimates / projections)

Commitment charges etc. *Whether any guarantee is being sought for the loans from any agency. If Yes, provide details*	

(iii) For Applicants creating New Assets

EPC	
Whether the Applicant is proposing to employ an EPC Contractor. *If Yes, Name, Address and contact details of the same.* *Proposed Contract Value* *Foreign Currency Equivalent INR (with Exchange rate used)*	NO

(iv) For Applicants employing other contractors

Other Contracts	
Whether the Applicant is proposing to employ any Contractor for Operation and Maintenance work. *If Yes, Name, Address & contact details of the same.* *Period of the Contract.* *Details of the experience of the O&M contractor in similar business*	NO

Note:

Consent letters of the other Agency and Contractors to associate with the Applicant for the above project to be enclosed.

Necessary approvals and no objections to be obtained at appropriate time and forwarded to the Commission.

3. Appropriate Expertise (Personnel)

Name of Personnel	*Qualification*	*Specialisation*	*Years of Experience*	*Status in the Firm*

Note: At least one full time professional, having experience in each of the following disciplines like Power Systems Operation, Finance should be part of the Core team.

Kindly refer to the data already provided for in Part B (Annexure 5).

4. Revenue Potential (Business for which license is sought)

General Information	
In case of acquired assets	
Quantum energy distributed during previous financial year (MU)	Not Applicable
Expected life of assets acquired (in years)	
In case of construction of new Assets	
Quantum energy distributed during previous financial year on parallel network already existing (MU)	As proposed under **Annexure-11** (Proposed Business Plan-prepared on the basis of estimates / projections).

Consumer Base (Nos.) *EHT* *HT Industrial* *HT Commercial* *LT Industrial* *LT Commercial* *Domestic* *Agricultural* *Others (specify)* *HT- Housing Societies* *HT- Temporary*	As proposed under **Annexure-11** (Proposed Business Plan- prepared on the basis of estimates / projections).
Sale of Electricity *Expected Quantum (MU)* *Anticipated growth in demand (%)*	As proposed under **Annexure-11** (Proposed Business Plan- prepared on the basis of estimates / projections)
Commercial Information	
Average Tariff (Rs. / Unit) *EHT* *HT Industrial* *HT Commercial* *LT Industrial* *LT Commercial*	The tariff shall be proposed under separate ARR proceedings to be initiated post grant of License. Till such time the tariff of existing license in the proposed area of supply shall be applicable.

Domestic *Agricultural* *Others (specify)* *HT- Housing Societies* *HT- Temporary*	
Revenue *Realization (Rs. Lakhs)* *Collection Efficiency (%)*	As proposed under **Annexure-11** (Proposed Business Plan-prepared on the basis of estimates / projections)
Financial Information	
Capital Base (Rs. Lakhs) *Annual Expected Turnover (Rs.Lakhs)*	As proposed under **Annexure-11** (Proposed Business Plan- prepared on the basis of estimates / projections)

5. Financial Soundness (other Subsidiary Business Units)

[To be filled in by the applicant or by each participant separately in case of JVC/consortium (As applicable)]

General Information	
Names of Subsidiary Business Units	*Products Manufactured / Services*
1. *2.* *3.* *4.* *5.*	*1.* *2.* *3.* *4.* *5.*

Financial Indicators	Year 1	Year 2	Year 3	Year 4	Year 5
Fixed Assets *Gross Fixed Assets* *Accumulated Depreciation* *Net Fixed Assets*					

Equity *Promoters'* *Government / Financial Institutions* *Public* *Others*					
Liabilities *Long Term* *Short Term*					
Income *Sale of Power* *Others* (specify)					
Expenses *Administration and General Expense* *Repairs and Maintenance Employee Cost* *Depreciation* *Interest and Financial Charges* *Long Term* *Short Term* *Others* (specify)					
Financial Indicators	Year 1	Year 2	Year 3	Year 4	Year 5
Overall Turnover (Rs. Lakhs)					
Profits and Returns (Rs. Lakhs) *Net Profits* *Dividends paid*					
Operating Ratios *Return on Equity* *Return on Capital Employed* *Return on Fixed Assets*					
Liquidity Ratio *Debt Service Coverage Ratio* *Current Ratio* *Quick Ratio*					
Capital Adequacy and Credit worthiness *Debt / Networth* *Debt / Equity*					
Turnover Ratio *Total Asset Turnover* *Fixed Asset Turnover*					

Please refer the details of AEML-Distribution are provided under Part-C, Sr. No. 1.

6. Baseline Information (Business for which License is sought)

General Information	
Assets *Transformers (Nos.)* *630 KVA & above* *500 kVA* *400 kVA* *315 kVA* *250 kVA* *100 kVA* *63 kVA* *25 kVA* *10 kVA* *Others* *HT Line (Overhead) (Ckt. Kms)* *220 kV* *110 kV* *66 kV* *33 kV* *22kV* *11 kV* *LT Line (Ckt. Kms)* *440 Volts* *HT Cable (Underground)(Ckt. Kms)* *220 kV* *110 kV* *66 kV* *33 kV* *22kV* *11 kV* *LT cable (Ckt. Kms)* *440 Volts*	As proposed under **Annexure-11** (Proposed Business Plan- prepared on the basis of estimates / projections).
Commercial Information	
Metering Status *Metered Consumers (as a % of total Consumers)*	Will be 100%

Billing Status *Billing (as a % of Total Input)*	NA
Revenue Realization *Revenue Realization per Unit Sale (Rs. /Unit)* *Collection Efficiency (%)*	As proposed under **Annexure-11** (Proposed Business Plan- prepared on the basis of estimates / projections).
Loss *Technical Loss (%)* *Commercial Loss (%)*	As proposed under **Annexure-11** (Proposed Business Plan- prepared on the basis of estimates / projections).

Note:

1. Certificates / documents in support of all the credentials detailed above, from the Owner / Client for whom the project were promoted should be submitted along with the application.

2. Wherever conversion factor is used (for currency conversion and others), mention the conversion factor used for this purpose.

Petitioner No. 1:

Place: Mumbai Sign:

Date: 10.11.2022 Name and Designation: Kishor Patil, Sr. Vice President

ANNEXURE-1A

adani Transmission

ADANI TRANSMISSION LIMITED
LIST OF DIRECTORS AS ON 30TH JULY, 2022

Sr No	Name of Directors	Designation	Residential Address
1	Mr. Gautam S. Adani	Chairman	Shantivan Farm House, B/h. Karnavati Club, Mohemadpura Village Ahmedabad – 380057
2	Mr. Rajesh S. Adani	Director	Shanti Sagar Bunglow Rajpath Club to Bopal Road, Near Kantam Party Plot Cross Road, Bodakdev Ahmedabad - 380059
3	Mr. Anil Sardana	Managing Director & CEO	22 A/B, New Akash Ganga Co-operative Housing Society Ltd., 89, Bhulabhai Desai Road, Mumbai – 400 026
4	Mr. K. Jairaj	Director (Non-Executive & Independent)	Vaishnavi Splendour, A-1003, #12/44, 3rd Cross, Poojari Layout, Geddala Halli, RMV Extension, 2 stage, Bangalore - 560094, Karnataka
5	Dr. Ravindra H. Dholakia	Director (Non-Executive & Independent)	A-1 / 302, Meadows, Adani Shantigram Township, Near Vaishnodevi Circle, S. G. Highway, Ahmedabad - 382 421
6	Mrs. Meera Shankar	Director (Non-Executive & Independent)	Tower 34, Flat No. 202, Commonwealth Games Village, Delhi – 110 092
7	Mrs. Lisa Caroline MacCallum	Director (Non-Executive & Independent)	6 Cowper street, Brighton, 3186 Victoria, Australia

Certified True Copy
For **Adani Transmission Limited**

Jaladhi Shukla
Company Secretary

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

ANNEXURE-1B

List of Directors as on 20th October 2022

Sr. No	Name of the Director	DIN	Date of Appointment	PAN	Address
1	Anil Kumar Sardana	00006867	19/10/2022	AAMPS0961N	22 A/B, New Akash Ganga Co-operative Housing Society Ltd., 89, Bhulabhai Desai Road, Mumbai – 400 026 Maharashtra
2	Rohit Soni	09336186	19/10/2022	AFHPR0780G	Flat No-C 14, Sai Kripa Apartments, Shanmugam Nagar, Coimbatore North, Coimbatore – 641025 Tamil Nadu
3	Mehul Tejpal Rupera	09627825	19/10/2022	ADTPR7587B	C1/903, Meadows Shantigram, Nr. Vaishnodevi Circle, S G Highway, Khodiyar, Ahmedabad – 382421, Gujarat

ANNEXURE-2A

adani Transmission

ADANI TRANSMISSION LIMITED
SHAREHOLDING PATTERN AS ON 30H JULY, 2022

Sr. No.	Name of the Shareholder	No. of Equity Shares of Rs. 10/- each	Total shareholding as % of total no of equity shares
Promoter and Promoter Group			
1.	Gautambhai Shantilal Adani	1	0.00
2.	Rajeshbhai Shantilal Adani	1	0.00
3.	Shri Gautam S. Adani/Shri Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	630034660	56.48
4.	Adani Tradeline Private Limited	99491719	8.92
5.	Afro Asia Trade and Investments Limited	30249700	2.71
6.	Fortitude Trade and Investment Limited	30249700	2.71
7.	Worldwide Emerging Market Holding Limited	30249700	2.71
8.	Flourishing Trade And Investment Ltd.	3688000	0.34
Total Shareholding of Promoter and Promoter Group (A)		**823963481**	**73.87**
Total Public Shareholding (B)		**291529202**	**26.13**
Total Shareholding (A + B)		**1115492683**	**100.00**

Certified True Copy
For **Adani Transmission Limited**

Jaladhi Shukla
Company Secretary

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

ANNEXURE-2B

adani

List of Shareholders as on 30th June 2022

Sr. No.	Name of the shareholder	No of shares held
1	Adani Transmission Limited	9994
2	Mr. Pranav Adani (Nominee of Adani Transmission Limited)	1
3	Mr. Gunjan Taunk (Nominee of Adani Transmission Limited)	1
4	Mr. Jatin Jalundhwala (Nominee of Adani Transmission Limited)	1
5	Mr. Kamlesh Patel (Nominee of Adani Transmission Limited)	1
6	Mr. Pritesh Shah (Nominee of Adani Transmission Limited)	1
7	Mr. Krutarth Thakkar (Nominee of Adani Transmission Limited)	1
	Total	10,000

Adani Electricity Navi Mumbai Limited
""Adani Corporate House", Shantigram,
Near Vaishno Devi Circle, S. G. Highway, Khodiyar,
Ahmedabad 382421
CIN: U40106GJ2018PLC105571
Email: aeml.mcafiling@adani.com

Tel +079 26565555
Fax +079 25555500

ANNEXURE-3A

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ADANI TRANSMISSION LIMITED

सत्यमेव जयते

प्रारुप 1
पंजीकरण प्रमाण–पत्र

कॉर्पोरेट पहचान संख्या : U40300GJ2013PLC077803 2013 - 2014

मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स

ADANI TRANSMISSION LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी लिमिटेड है।

यह निगमन–पत्र आज दिनांक नौ दिसम्बर दो हजार तेरह को अहमदाबाद में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U40300GJ2013PLC077803 2013 - 2014

I hereby certify that ADANI TRANSMISSION LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is limited.

Given at Ahmedabad this Nineth day of December Two Thousand Thirteen.

Registrar of Companies, Gujarat, Dadra and Nagar Havelli

कम्पनी रजिस्ट्रार, गुजरात, दादरा एवं नगर हवेली

*Note: The corresponding form has been approved by Deepak Persoya, Assistant Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.
The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:
ADANI TRANSMISSION LIMITED
Adani House, Nr. Mithakhali Six Roads,, Navrangpura,
Ahmedabad - 380009,
Gujarat, INDIA

Ministry of Corporate Affairs
Office of Registrar of Companies

सत्यमेव जयते

व्यापार प्रारंभ करने का प्रमाण–पत्र

कम्पनी अधिनियम 1956 की धारा 149(3) के अनुसरण में

कॉर्पोरेट पहचान संख्या : U40300GJ2013PLC077803

मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स
ADANI TRANSMISSION LIMITED

जिसका निगमन, कम्पनी अधिनियम, 1956(1956 का 1) के अंतर्गत दिनांक नौ दिसम्बर दो हजार तेरह को किया गया था और जिसने निर्धारित प्रपत्र में घोषणा प्रस्तुत की है या विधिवत सत्यापित किया है कि उक्त कम्पनी ने, अधिनियम की धारा 149(2) (क) से (ग) तक की शर्तों का अनुपालन कर लिया है और व्यापार करने के लिए हकदार है।

यह प्रमाण–पत्र आज दिनांक सत्राह दिसम्बर दो हजार तेरह को अहमदाबाद में जारी किया जाता है।

Certificate for Commencement of Business

Pursuant of Section 149(3) of the Companies Act, 1956

Corporate Identity Number : U40300GJ2013PLC077803

I hereby certify that the ADANI TRANSMISSION LIMITED which was incorporated under the Companies Act, 1956(No. 1 of 1956) on the Nineth day of December Two Thousand Thirteen , and which has this day filed or duly verified declaration in the prescribed form that the conditions of the Section 149(2)(a) to (c) of the said act, have been complied with and is entitled to commence business.

Given at Ahmedabad this Seventeenth day of December Two Thousand Thirteen.

Registrar of Companies, Gujarat, Dadra and Nagar Havelli

कम्पनी रजिस्ट्रार, गुजरात, दादरा एवं नगर हवेली

*Note: The corresponding form has been approved by Deepak Persoya, Assistant Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.
The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:

ADANI TRANSMISSION LIMITED
Adani House, Nr. Mithakhali Six Roads,, Navrangpura,
Ahmedabad - 380009,
Gujarat, INDIA

Ministry of Corporate Affairs
Office of Registrar of Companies

THE COMPANIES ACT, 1956
[COMPANY LIMITED BY SHARES]

MEMORANDUM OF ASSOCIATION

OF

ADANI TRANSMISSION LIMITED

I. The name of the Company is **"ADANI TRANSMISSION LIMITED."**

II. The Registered Office of the company will be situated in the State of Gujarat.

III. The objects for which the Company is established are:

[A] THE MAIN OBJECT OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION IS:

1. To carry on in India or abroad the business of establishing, commissioning, setting up, operating and maintaining electric power transmission systems/ networks, power systems, generating stations based on conventional/ nonconventional resources for evacuation, transmission, distribution or supply of power through establishing or using stations, tie-lines, sub-stations and transmission or distribution lines in any manner including build, own and transfer (BOT), and/or build, own and operate (BOO) and/or build, own, lease and transfer (BOLT) and/or build, own, operate and transfer (BOOT) basis or otherwise, and to acquire in any manner power transmission systems/networks, power systems, generation stations, tie-lines, sub-stations and transmission or distribution systems from State Electricity Boards, Vidyut Boards, Power Utilities, Generating Companies, Transmission Companies, Distribution Companies, Central or State Government Undertakings, Licensees, other local authorities or statutory bodies, other captive or independent power producers and distributors and to do all the ancillary , related or connected activities as may be considered necessary or beneficial or desirable for or along with any or all of the aforesaid purposes which can be conveniently carried on these systems, networks or platforms.

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.

   [Sub-clause 2 inserted by passing Special Resolution by the Members of the Company on 5th November, 2015 through Postal Ballot process.]

3. To provide assets such as dark fibres, Right of Way, duct space and towers to the telecom service providers licensed U/S 4 of Indian Telegraph Act, 1885 on mutually agreed terms & conditions as also offering utility services related to Telecommunications, E-Security, Entertainment, Gas, Fibre connectivity, Water and adjunct services associated with electricity retail supply, to customers.

   [Sub-clause 3 inserted by passing Special Resolution by the Members of the Company on 7th August, 2018 at its Annual General Meeting.]

[B] THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS ARE:

1. To acquire, build, construct, improve, develop, give or take in exchange or on lease, rent, hire, occupy, allow, control, maintain, operate, run, sell, dispose of, carry out or alter as may be necessary or convenient any lease-hold or freehold lands, movable or immovable properties, including building, workshops, warehouse, stores, easement or other rights, machineries, plant, work, stock in trade, industrial colonies, conveniences together with all modern amenities and facilities such as housing, schools, hospitals, water supply, sanitation, townships and other facilities or properties which may seem calculated directly or indirectly to advance the company's objects and interest either in consideration of a gross sum of a rent charged in cash or services.

2. To apply for, purchase, acquire, and protect, prolong and renew in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the company and to use and turn to account and or grant licences or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the company may acquire or proposes to acquire.

3. To establish, provide, maintain and conduct or subsidise research laboratories and experimental workshops for scientific and technical researches, experiments and tests of all kinds and devices and/or to sponsor or draw out programmes for promoting scientific, technical, social, economic and educational research and development and assist in the execution and promotion of such programmes either directly or through an independent agency or in any other manner, directly or indirectly and to secure such approvals, exemptions and/or recognitions under the Income Tax Act, 1961 and any other law for the time being in force and to promote studies and researches both scientific and technical investigations, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants to students and generally to encourage, promote inventions of any kind that may be considered useful to the company.

4. To form incorporate, promote, purchase, acquire, undertake or takeover, the whole or any part of the business, profession, goodwill, assets, properties (movable or immovable), contracts, agreements, rights, privileges, effects, obligations and liabilities of any persons, firm or company or companies carrying on all or any of proposing to carry on or ceasing to carry on any business, profession or activities which the company is authorised to carry on or the acquisition of all or any of the properties, rights and assets of any company or subject to the provisions of the Companies Act, 1956, the control and management of the company or the undertaking of the acquisitions of any other object or objects which in the opinion of the Company could or might directly or indirectly be beneficial or advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation or takeover or acquisition and to remunerate any person, firm or company in any manner, it shall think fit for services rendered or to be rendered for and in respect of such promotion or incorporation or takeover or acquisition or in obtaining subscription of or the placing of any shares, stocks, bonds, debentures, obligations or securities of any such company or companies, subject to the provisions of the Companies Act, 1956.

5. Subject to the provisions of applicable law to procure registration, incorporation or recognition of the Company in any country state or place and to establish and regulate agencies for the purpose of the company's business and to apply or join in applying to any parliament, local government, municipal or other authority or body, Indian or foreign for any rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.

6. To enter into partnership or any arrangement for sharing or pooling profits, amalgamations, union of interest, co-operation, joint venture, reciprocal concessions or to amalgamate with any person or company carrying on or engaged in or about to carry on or engaged in any business, undertaking or transactions which this company is authorised to carry on or engaged in any business, undertaking or transactions which may seem capable of being carried on or conducted, so as directly or indirectly, to benefit the company.

7. To acquire or amalgamate, absorb or merge with any other company or companies or to form, promote subsidiaries having objects altogether or in part similar to those of this company.

8. Subject to provisions of sections 391 to 394 of the Companies Act, 1956 to evolve scheme for restructuring or arrangement, to amalgamate or merge or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture of reciprocal concession with any person or persons, partnership firm/firms, or company carrying on or engaged in any business or transaction with the company is authorised to carry on or engaged in.

9. To manage, sell, dispose off, let, mortgage, exchange, redeem, underlet, grant leases, licences, easements or turn to account or otherwise dispose off in any manner the whole of the undertaking or any properties (movable or immovable), assets, rights, and effects of the Company or any part thereof, on such terms and for such purposes and for such consideration as the company may think fit and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company and in the event of winding up of the Company to distribute among the members in specie or kind any properties or assets of the Company or any proceeds of sale or disposal of any properties of the Company, subject to the provisions of the Companies Act, 1956.

10. To enter into arrangements with any government or authorities municipal, local or any persons or company in India or abroad that may seem conducive to the objects of the company or any of them and to apply for, secure, acquire, obtain from such government, authorities, persons or company any right, privileges, powers, authority, charters, contracts, licences, concessions, grants, decrees, rights which the Company may think desirable.

11. To pay all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and charges in connection therewith and/ or make donations (by cash or other assets) to remunerate by allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture-stocks or securities of this or any other company or in any other manner, whether out of the Company's capital or profits to any person, firm, company assisting to place or guaranteeing the subscription of other security of the company in or about the formation or promotion of the Company or for any other reason which the company may think fit subject to the provisions of the Companies Act, 1956.

12. To promote or join in the promotion of any company or companies including subsidiary companies (wholly owned or partly owned) for the purpose of acquiring all or any of the properties, rights and liabilities of the company or for any other purposes which may seem directly or indirectly calculated to benefit the Company and to underwrite shares and securities therein.

13. To do all or any of the above things in India or in any part of the world as principals, agents, contractors or trustees and either alone or in conjunction with others.

14. Subject to Section 58A of the Companies Act, 1956 and the rules framed thereunder and the directives issued by the Reserve Bank of India, to borrow or raise money or to take money on loan on interest from banks, financial institutions, government agencies, co-operative societies, persons, companies, firm, in such manner as the Company may think fit and in particular by the issue of debentures or debenture-stock, perpetual including debentures or debenture stock convertible into shares of this Company or perpetual annuities and in security of any such money borrowed, raised or received to mortgage, pledge, hypothecate, or charge the whole or any part of the properties (movable or immovable) assets or revenue of the Company present or future including its uncalled capital by special assignments or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may be deemed expedient and to purchase, redeem or pay off any such securities. The Company shall not carry on any banking or insurance business which may fall within the purview of Banking Regulations Act, 1949 or the Insurance Act, 1938, respectively.

15. To make, draw, accept, endorse, discount, execute, negotiate, assign, and issue cheques, promissory notes, drafts, hundies, bonds, railway receipts, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instrument.

16. To guarantee the payment of money secured or unsecured by or payable under or in respect of any promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, central, state, municipal, local or of any person whomsoever whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations of any person, firm or company and to guarantee the repayment of loan with interest availed from Financial institution/s, Banks, Private Financiers, availed by any person, company, firm, society, trust or body corporate.

17. To guarantee or become liable for the performance of the obligations and the payment of interest on any debentures or securities of any company, corporation or association or a persons in which such guarantees may be considered beneficial or advantageous, directly or indirectly to further the objects of the Company or the interest of the members.

18. Subject to the provisions of the Companies Act, 1956 to accumulate funds and to invest or deal in with and invest money belonging to the Company in any deposits, shares, stocks, debentures, debenture-stocks, kinds obligations, or securities by original subscription, participation in syndicates having similar objects and to tender, purchase, exchange and to subscribe for the same and to guarantee the subscription thereof and to exercise and enforce all the rights and powers conferred by or incidental to the ownership thereof.

19. To carry on the business of investment company and to invest in and acquire and hold shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any company, firm, person, local authority or institution whether in India or elsewhere and also carry on the business for to buy and invest in National Saving Certificate, Unit Trust of India, Public Provident Fund and other government schemes existing from time to time.

20. To open and operate current, overdrafts, loan, cash credit or deposit or any other type of accounts with any banks, company, firm, association or person.

21. To establish, continue and support or aid in the establishment of cooperative societies, association and other institutions, funds, trusts, amenities and conveniences calculated to benefit or indemnify or insure employees or ex-employees of the Company or Directors or ex-Directors of the Company or the dependants or connections of such persons and at its discretion to construct, maintain, buildings, houses, dwelling or chawls or to grant bonus, pensions and allowance and to make payments towards insurance and to pay for charitable or benevolent objects, also to remunerate or make donations by cash or other assets or to remunerate by the allotment of shares credited as fully or partly paid for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital or any debentures, debenture-stock or other securities of the company in or about the formation or promotion of the Company or for the conduct of its business.

22. To undertake, carry out, promote and sponsor rural or semi urban or urban development including any programme for promoting the social and economic welfare or uplift of the public in any such area and to incur any expenditure on any programme of rural, semi-urban and urban development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner.

23. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for the discharging of social and moral responsibilities of the Company to the public or any section of the public as also any activities to promote national welfare or social, economic and without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activities for publication of any books, literature, news-papers or for organising lectures or seminars likely to advance these objects or for giving merit awards or scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, funds or trusts having any one of the aforesaid objects as one of its objects by giving donations and/or contributions, subsidies and/or grants or in any other manner.

24. To donate, gift, contribute, subscribe, promote, support or aid or assist or guarantee money to charitable, benevolent, religious, scientific, national, public or to other institutions, funds or objects, or for any public, general or other objects and to accept gifts, bequests devices and donations from any firm, company or persons as may be thought appropriate or conducive to the interest of the Company.

25. To create any depreciation fund, reserve funds, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures, redeemable preference shares or gratuity or pension or for any other purpose conducive to the interest of the Company.

26. Subject to Section 78 of the Companies Act, 1956, to place, reserve, distribute, as dividend or bonus or to apply as the Company may from time to time determine any moneys received in payment of dividend or money arising from the sale of forfeited shares or any money received by way of premium on shares or debentures issued at a premium by the Company.

27. To engage, employ, train, either in India or elsewhere, suspend and dismiss any agents, managers, superintendents, assistants, clerks, coolies other employees and to remunerate any such persons at such rate as shall be thought fit and to grant pensions or gratuities to any such person or to his widow or children and generally to provide for the welfare of employees.

28. To refer or agree to refer any claims, demands, disputes or any other questions by or against company or in which the company is interested or concerned and whether between the Company and the member or members or his or their representatives or between the Company and third party to arbitration in India or at any place outside India and to observe, perform and to do all acts, deeds, matters and things to carry out or enforce the awards.

29. To use trademarks, trade names or brand names for the business activities products and goods and adopt such means of making known the business and products in which the company is dealing as may seem expedient and in particular by advertising on radio, television, newspapers, magazines, periodicals, by circulars, by opening stalls and exhibition, by publication of books and periodicals, by distributing samples and by ranting prizes, rewards and awards.

30. To undertake the payment of all rent and the performance of all convenants, contracts, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or acquired by the Company.

31. To become members of or to enter into any agreement with any institution, association or company carrying on or which may carry on research and other scientific work of investigation in connection with any business of Company or other trades or industries allied therewith or ancillary thereto and to acquire shares in any such institutions, association or company and contribute towards the capital or funds, thereof.

32. To undertake and execute any trust which may be beneficial to the Company directly or indirectly.

33. To ensure properties, assets, undertakings, contracts, guarantees, liabilities, risks or obligations of the Company of every nature and kind.

34. To receive donations, gifts, contributions, subsidies, grants, and other mode of receipts of money for the furtherance of the objects of the Company.

35. To invest the funds of the Company not immediately required in Government or Semi Government corporations, companies or firms.

36. To pay a share in the profit of the company or commission to brokers sub-agents, agents or any other company, firm or person including the employees of the Company as may be thought fit for services rendered to the Company.

37. To employ experts, to investigate and examine into the conditions prospects, value character and circumstances of any business concerns and undertaking and generally of any assets, concessions, properties and/or rights.

38. To open establish, maintain and to discontinue in India or overseas any offices, branch offices, regional offices, trade centres, exhibition centres, liaison offices and to keep local or resident representative in any part of the world for the purpose of promoting the business of the company.

39. To enter into arrangement for technical collaboration and/or other form of agreement including capital participation with a foreign or Indian company for the purpose of manufacture, quality control and product improvements and for marketing of the products which the Company is empowered to manufacture and/or market and to pay or to receive for such technical assistance or collaborations, royalties or other fees in cash or by allotment of shares of the Company credited as paid up or issue of debentures or debentures-stock, subject to the provisions of laws for the time being in force.

40. To secure contracts for supply of the products manufactured by the company to military, civil and other departments of the government or semi-government bodies, corporations, public or private contracts, firms or persons and to recruit trained persons including persons retired from defence, police, military and paramilitary forces to employ detectives.

41. To take part in the management, supervision and control of the contracts, rights, turnkey jobs, operations or business of any company or undertaking entitled to carry on the business which the company is authorised to carry on.

[C] OTHER OBJECTS OF THE COMPANY NOT INCLUDED IN 'A' AND 'B' ABOVE.

1. To carry on the business as manufacturers, producers, processors, buyers, sellers, importers, exporters and dealers in every kind and description of food and foodstuff, milk and milk products including cream, butter, ghee, cheese, condensed milk, malted milk powders, skimmed milk, ice-cream, milk foods, canned foods, and the foods made from any substances and the business of food processing.

2. To carry on the business of farming, agriculture and horticulture in its branches and to grow, produce, manufacture, process, prepare, refine, extract, manipulate, hydrolize, buy, sell, market or deal in all kinds of agricultural, horticultural, dairy, and farm produces and products including foodgrains, cereals, seeds, soyabeans, corn, corn oils, cash crops, plants, flowers, vegetables, edible oils, foods and food products.

3. To cultivate any plantation or other agricultural produces in all its branches and carry on the business as cultivators, buyers and dealers in vegetables, grains, vanaspaties and all other agricultural produces and to prepare, manufacture and render marketable any such produces and to sell, market, dispose off or deal in any such produces either in its prepared, manufactured or raw state and to purchase, hold, develop, cultivate any agricultural, barren land for the purpose herein mentioned.

4. To carry on the business as travel agents, selling agents, buying agents, marketing agents, commission agents, advertising agents, clearing and forwarding agents, estate agents, insurance agents, brokers or representatives of any company, corporation, firm or individual and to transact and carry on all kinds of agency business.

5. To carry on the business as printers, lithographers, stereotypers, electrotypers, photographic printers, photolithographers, chromolitho engravers, block makers, die-makers, envelop makers, type founders, photographers, manufacturers, dealers and designers in playing, visiting, railways, festives, complementary and fancy cards, tickets, stamps and parchments board, straw board, leather board, mill board, corrugated board, duplex board, triplex board, hard board, plywood board, art board, chromo card and photo card.

6. To establish, maintain, conduct, provide and make available services as consultant, advisers of every kind including commercial, statistical, financial accountancy, computer expert, programmer, technical services, medical, legal, social services and to take such steps as may be necessary for the purposes and to undertake for consideration on behalf of any client the work of examining, inspecting and carrying out tests on any products and to issue certificates in respect of such products.

7. To perform and undertake activities and carry on business pertaining to leasing, giving on hire or hire purchase, warehousing, factoring, providing financial assistance by means of leasing, giving on lease, hire or hire purchase, lending, reselling or disposing off all forms of immovable and movable properties and assets including buildings, godowns, warehouses and real of any kind, nature or user and all types of agricultural, industrial, domestic and other plants, equipments and machineries, computers, electronic data processors, tabulators, air-conditioners, medical equipments, domestic equipments or appliances or any system or products whether industrial or consumer and all types of automobiles, aircrafts, vehicles and ships.

8. To carry on the business as manufacturers, fabricators, assemblers, processors, finishers, repairers, buyers, sellers, importers, let on hire, purchase and dealers in any kind of machine tools, machine tools including drilling, boring and tapping machines, milling machines, lathe machines, grinding machines, gear cutting and gear grinding machines, and tools for metal cutting and metal working, hammers, and forging machines, welding machines and equipments, welding electrodes, press, sheet, metal shaping machines and equipments, wire working and converting machines, weighing machines and weights,

printing machines, cutting machines wood working machines, sewing machine and machine tools of all types, sizes and description.

9. To carry on business of storing of goods, articles, food stuffs, commodities of all kinds in refrigerators, ice chambers, deep freeze, cold storage or warehouses and for this purpose to construct, purchase, hire, take on refrigerators, ice chambers, deep freeze and cold storage of lease, develop ware houses, premises, buildings or units.

10. To carry on the business of textile engineers and manufacturers and dealers in textile machinery and to manufacture, produce, repair, alter, convert, recondition, resale, hire, import, export, market, let on hire, trade and deal in spares, plants, accessories, fittings, engineering goods, rolling stock, hardware required for textile industries.

11. To carry on business as manufacturers, buyers, sellers, dealers, distributors, stockists, importers, exporters, resellers clearing agents, transporters, processors in all kind of cements including ordinary, white, coloured, portland, lime cement and cement products of all kinds including pipe fittings, poles, roofs, bricks, prefabricated walls, blocks, tiles, covers, asbestos sheets and by-products and joint products thereof.

12. To carry on the business as manufacturers, sellers, dealers, distributors, stockists, importers, exporters, resellers, transporters, cleaning agents, processors of lime, bauxite, gypsum, asbestos, limestones, fixing materials, sand, plasters, jute bags, paper bags, gunny bags, HDPE/PP valves, and woven bags, plastic bags, packaging materials potteries, earthenwares, sanitary wares, refractories, ceramicwares, and products thereof.

13. To carry on in India or elsewhere the business of mining, quarries and to prospect for, search for find, get, work, process, crush, smelt, manufacture, refine, blend, clean, convert, store, transport, buy, sell, import, export, distribute, market and deal in all kinds of mineral oil of all kinds, minerals of all kinds, fuels of all kinds, their by-products, joint products, derivatives, mixtures, semifinished products and ores.

14. To manufacture, buy, sell, exchange, alter, improve, import, export, market or deal in all kinds of wires, bars and conductors including insulated wires, PVC wires, flexible wires, flexible cords, cotton or silk braided wires, conduct wires, low and high tension paper, copper conductors, aluminium conductors, copper bars, aluminium bus bars and their accessories.

15. To manufacture, buy, sell, distribute, import, export, market and deal in welding electrodes, welding machines, welding fluxes, gas cylinders of all types and sizes, power batteries and cells, torches, cooking range and other domestic appliances.

16. To carry on business as timber merchants and timber growers and to buy, sell, grow, process, prepare for market, manipulate, import, export, market and deal in timber and woods of all kinds and to manufacture and deal in wooden articles such as furnitures, fixtures, toys, wooden packing cases, domestic appliances, agricultural implements, windows, doors, articles required for construction work, wooden plants and machineries, houses, carriages, sports equipments, chairs, stage materials, exhibition materials, coaches, vehicle bodies and to buy, clear, work, develop and deal in timber estates.

17. To carry on in India or elsewhere, the business of producing, processing, manufacturing, formulating, using, acquiring, storing, refining, packing, transporting, distributing, importing, exporting and dealing in every kind and description of fertilizers, manures, chemicals, organic or inorganic chemicals, flouro chemicals, heavy chemicals, fine chemicals, speciality chemicals, acids, alkalies, agrochemicals, industrial chemicals, laboratory chemicals, fatty acids, cellulose derivatives, furfural and its derivatives, starch derivative, nitrates, flouroides, sulphates, sulpher salts, tanins, chemical auxiliaries, disinfectants, PVC compound, fibre glass, all kinds of gums and gums derivatives, carbon black caustic soda, soda ash, conductive polymers, triopolymers, cellulose polymers, ethyl cellulose, hydroxy ethyl, nitro cellulose, carboxy methyl cellulose and its salts, micro crystalling cellulose powder, heavy waters, radio isotopes, nuclear reactors and atoms.

18. To carry on the business as manufacturers, purchasers, sellers, processors, refiners, exporters, importers, and dealers in every kind or description of gases including oxygen, hydrogen, nitrogen, argon, acetylene and its compounds, by-products, joint products, ancillary products and its derivatives.

19. To carry on the business as civil engineer, mechanical engineer and for the purpose to build, erect, execute, administer, construct, alter, maintain, enlarge, pull down, remove or replace and market, deal in work, manage and control any buildings, structures, offices, factories, mills, shops, machinery, engineers, road ways, bridges, reservoirs, water house, wharves, electric works, tramways, railways, branches, or sidings, docks, harbours, canals, irrigations, reclamation, sewage, drainage and conveniences of all kinds.

20. To carry on in India or elsewhere the business of processing, converting, producing, manufacturing, formulating, using, buying, acquiring, storing, packing, selling, marketing, transporting, importing, exporting and disposing of all types and description of drugs, drug, intermediates synthetic drugs, medicines, vitamins, antibiotics, basic drugs, pharmaceuticals, biological products, food stuffs for human and animal use, gelatine capsules, sugar, agrochemicals, bio-chemicals, pesticides, fungicides, germicides, insecticides, weedicides, dye-stuffs, intermediates, textiles auxiliary, colours, acids, varnishes, paints, pigments, synthetic resins, plasticizers, cosmetics, powders, creams, preparation for the teeth, toilet requisites, detergents, surface active agents, cleaning agents, soaps, glasses, pottery, terracotta, artificial stones, cokes, explosives, photographic materials and industrial chemicals.

21. To provide package of investment services by acting as managers to the public issue of shares, debentures, debenture bonds, securities by underwriting and to act as issue houses.

22. To carry on business as manufacturers, buyers, sellers, dealers, distributors, exporters, importers, hirers, stockists, surveyors, valuers, agents, clearing agents, processors, assemblers, repairers, erection and commissioning of agricultural implements, equipments and machineries of all types and sizes either power driven or hand operated including harvesters, thrashers, winnowers, cultivators, seeds and fertilizer drillers, sprinklers, dairy machines, elevating machines, conveying machines, transmission machines, tractors, sprayers, hullers, hand and industrial blowers, drilling machines, oil engines, diesel engines, kerosene engines, petrol engines, internal combustion engines and their raw materials, components, semifinished goods, accessories and spare-parts.

23. To carry on the business as manufacturers and dealers in all types of electrical, electronic, mechanical, microprocessor based, electro-mechanical computerised equipments including X-ray machines, ultra sound machines, scanners ECG machines, echo cardiographic machines, electro surgical instruments and digital Blood Pressure instruments required for medical, surgical operations, hospitals, dispensaries, medical centres, research laboratories, educational institutions, scientific and other institutions or organisations or companies.

24. To carry on the business as electroplaters, nickelplaters, chromium platers, metalsprayers, oxidisers, anodisers and metalplaters, general painters, varnishers, lacquerers, enamellers, polishers, welders, braziers, gilders, goldsmiths, silversmiths, watchmakers and jewellers.

25. To carry on the business as manufacturers and dealers in metal wares, glass-wares, leatherwares, research equipments and appliances.

26. To manufacture, fabricate, assemble, buy, sell, market, let on hire, import, export, repair, maintain and deal in all kinds and description of automobile, whether propelled or assised by means of petrol, spirit, gas, mineral oil, electricity, animal, atomic or any kind of fuel or power or energy including autocycles, motorcycles, scooters, mopeds, motor cars, auto rickshaws, trucks, tractors, delivery vans, tankers, lorries, buses, minibuses, metador tempo, motor boats, motor launches or other vehicles and their spareparts, components, accessories and ancillary equipments, including automotive equipments, axles, hydraulic jacks, airbrakes equipments, suspension units, pressed steel cabs, bearing, piston rings, crank shafts, truck bodies, tyres and tubes.

27. To set up, operate, fabricate, market and deal in steel furnace, steel rolling mills, steel rolling plant and to re-roll mild, low, medium, high carbon and alloy steel and alloy cold rolled and hot rolled strips, refine alloy and manufacture ingots, skelped billets of special steel and alloy steels and to act as steel makers, steel converters ship breakers and to manufacture metallurgical products in all forms.

28. To manufacture, produce, trade, export, import, market and deal in re-rolled sections of all sizes and specifications of ferrous and nonferrous, including angles, bars, flats, plates, rods, rails, rounds, octagons, hexagons, joint channels, sheets, strips, plates and cold twisted bars and other structures, steel extruded sections, forgings and to manufacture and deal in domestic goods made up of any metals and to manufacture and deal in steel and aluminium furniture and foils manufactured from aluminium and other ferrous and non-ferrous metals.

29. To carry on the business of manufacturers, fabricators, exporters of and dealers in wrought iron, pig iron, copper, brass, aluminium and other metals, metal alloys and scrap metals, skullcap and metallic residue and or compounds or products of any kind or description whatever.

30. To carry in India or elsewhere the business of designing, engineering, fabricating, manufacturing, assembling, marketing, importing, exporting, selling, purchasing, leasing, distributing, supplying on turnkey basis or servicing, maintaining, erecting and commissioning, repairing and dealing in earth moving machineries, road making and construction machineries including power plants, road rollers, mixer machines and weight lifting machineries including chainpulley locks, graded chains, mobile crane, overhead cranes, fork lift, passenger lift, elevators, vibrators, hydraulic jacks, excavators, air compressor, reduction gears, speed reducers, fire fighting equipments and plants, machinery and structures required for refining, processing, testing, storing, converting and transporting of all types of mineral oils, their by-products and ancillary products.

31. To carry on in India or elsewhere the business as manufacturers, producers, fabricators, processors, buyers, sellers, assemblers, importers, exporters and dealers in electrical, electronic or electromechanical or mechanical equipments, appliances, machineries, their components, accessories, spareparts and systems required for industrial, agricultural, domestic or other purposes including all types of meters, measuring instruments, testing instruments, calibrating instruments, protection, auxillary and other relays, sonic or ultra sonic equipments, radars, computers, minicomputers, data processing equipments, micro processor based equipments, microwave equipments, control system or equipments, equipments required for atomic reactors and space applications, control systems, audio visual communication equipments, image and document production equipments, broadcasting and cinematographic equipments, testroom equipments, scientific instruments, medical and surgical equipments, oscilloscopes, electric motors of all types, electric furnaces, cremation furnaces, instrument transformers, current transformers, potential transformers, power line carrier communication equipments, telemetering equipments, bus ducts, tap changers, tensile testing equipments, switches, switch and control boards, control panels, time switches, radio control switches, circuit breaker of all types, switch gears and control gears, porcelain insulators, starters, boosters, rectifiers, low and high voltage transformers, vacuum gauges, television sets, tape recorders, video games, receiver sets, amplifiers, audio systems, calculators, electronic components including capacitors, transistors, electric and electro-mechanical parts, printed circuit boards, diodes, resistors, indicators, transformers, ferrites tubes, television tubes, picture tubes, incandescent lamp, miniature lamps and tubes, integrated circuits, thyristors, lamination sheets, stamping, all types of insulating materials, fuses, floppy disc, magnetic tapes, magnetic disc, record players, changers, zip fasteners, watches, water filters valves, pressure vessels and gauges, heat exchangers, dehumidifiers and corrosion control equipments and arms and ammunition required for defence.

32. To carry on the business as transporters, couriers and carriers of every kind and description of goods, materials, luggages, merchandise, animals or passengers boxes covers, cards, papers and valuable articles from place to place either by air or by land or river or sea or partly by sea or river and partly by land or air and for the purpose own, hire, take on rent, give on rent, sale, purchase, market and deal in motor vehicles, aeroplanes, animal drawn vehicles, car, ships, steamer, trucks, buses, minibuses and to carry on the business of general carriers, railway and forwarding agents, clearing agents, warehousemen, storekeepers, bonded caremen and common caremen and for the purpose to own, hire, lease, take on rent, give on rent any buildings, warehouse or other facilities and to operate, establish, own and maintain garages, service stations, workshops, terminal freight point and to store, repair, rent and lease motors, buses, automobiles or other vehicles.

33. To carry on the business of designing, engineering, fabricating, manufacturing, assembling, marketing, importing, exporting, selling, purchasing, leasing, distributing, supplying, on turnkey basis or servicing, maintaining, erecting and commissioning, repairing and dealing in all kind and description of industrial plants, petro-chemical plants, cement plants including rotary kilns and fluxo packers, fertilizer plants, chemical vessels, sugar plants, edible and non-edible oil extraction plants, pulps, pulp and paper manufacturing plants, pollution control equipments, crystalliser plants, bottling plants, drying plants, power plants, coal and material handling plants, dairy plants, plastic processing machinery, cement machinery, beverage machinery, air conditioning and refrigeration plants and their machineries, components, accessories, ancillary equipments, instruments and appliances.

34. To carry on the business as manufacturers, buyers, purchasers, sellers, processors, producers, importers, exporters, researchers, developers, consultants, advisors and dealers in every kind and description of

ceramics, ceramic products, technical alumina, alumina products, their rawmaterials, by-products, joint products, auxiliary products and allied products including alumina titania ceramic textile thread guides, alumina ceramic seals, alumina nozzles, alumina and zercon granules, industrial grade ceramic wool, ceramic deburring and grinding media, ceramic coating, ceramic cutting tools, oxide ceramics of boron-nitril, titania alumina and zercon based ceramics, assorted alumina products and potteries.

35. To carry on the business of extracting, refining, processing, blending, dealing, purchasing, selling, edible or non-edible oils, rasa, rasayana, fats, basic substances, elements or ingredients from all types of oil seeds, cash crops, seeds, food grains, cereals, nuts, cakes, agricultural produces, vegetables, leaves, roots, flowers, herbs, plants, shrubs and trees and for the purpose to run or carry on extraction plants, processing or refining plants and all other allied activities and to deal in purchase, sell, export, import, or market such resultant products or produces and their derivatives, by-products, joint products, finished products, raw materials or semi-processed materials.

36. To carry on the business as buyers, sellers, exchangers, importers, exporters, assemblers, distributors, repairers, or dealers in all the accessories, raw materials, spare parts and components required for the purpose of the business of the Company.

37. To carry on business as organiser, developer, contractor or owner or dealer of any land, residential buildings, commercial buildings, shops, offices or any other buildings, and for the purposes to purchase, take on lease, acquire, hold, develop, prepare building sites, construct, reconstruct, repair, maintain, pull down, alter, improve, decrease, furnish, sell, market, give on hire, purchase or on instalment or deal in any lands, residential buildings, commercial buildings, shops, offices, club houses, works and sanitary conveniences of all kinds and to lay out roads, drainage pipes, water pipes and electric installations and to set apart lands for pleasure, gardens and recreation grounds or improve the land or any part thereof.

38. To carry on in India or elsewhere, the business of producing, processing, converting manufacturing, formulating, factoring, using, buying, acquiring, storing, refining, packaging, selling, marketing, transporting, distributing, importing, exporting, and dealing in all kinds and description of petrochemicals, petroleum products its by-products, joint products, ancillary products and derivatives thereof whether in liquid, solid, flake or gaseous form, including benzene, ethylene, propylene, polypropylene, propane, ethane, butenes, butadiene, isoprene, rubber, naphtha, methane, methanol, melamine, naphthalene, cyclohexanone, phenol, acetic acid, calcium acetage, vinyl acetates, polyurathanes and polyurathanebased chemicals, polyols and cynides of all kinds, disocynides, phosegene, polycarbonates, ammonig, caprolactram, adipic acid, hexamethylene, diamine, amine compounds of lower and higher olifenes or thoxylene, phthalic anhydride, alkyd resins, polyster fibres and films, mixed xylenes, paraxylene, metaxylene, toluene, cumene, styrene, polymer products of all types including block polymers, graft polymers,random polymers, co-polymers, homo polymers, acrylonitrte co-polymers, butadiene styrene acrylonitrite terpolymers, butadine styrene, polysaccharide of all kinds, synthetic rubbers, acrylonitrite rubber, styrene butadiene rubber, methacrolein, maleic anhydride, methacrylates, urea, formaldehyde, fibres of all kinds, inluding acrylic fibres, carbon fibres, polypropylene fibres, polyvinyl alcohol fibres, opticle fibres, polycarbonate resins, formaldehyderesins, polyvinyl acetate resins, nylons of all kinds, hydrogen cyanide, poly methyl purified terephattalic acid, dimethyl terephtalate, poly vinyl chloride, acetylene, ethylene dichloride, ethylene oxide, ethylene glycol, polyglycols of ethylene, paraxy lenes, poly stryrene, poly propylene, isopropanel, acetone, propyline oxide, propylene glycol, acrylonitrile, acrolein, acrylicesters, ally chloride, epichlorhydrin, epoxy resins, plastics of all types, oxides of all types, chlorinated hydrocarbons, halogenated hydrocarbons, aliphatic and aromatic alcohols, ketones, aromatic acid, anhydrides, linear alkyl benezene, linear alkyl benezene sulfonates, quanternary ammonium compounds, alcohol ephoxylates, alcohol ephoxysulphates, monomer and polymers of vinyl acetate, vinyl choloride, esters of ortho meta and pera and terephthalic acids, lubricating oils, transformer oils, furance oils, and polymers in all their forms like resins, fibred sheets, mouldings and castings.

39. Subject to the provisions of law applicable to carry on in India or elsewhere the business of running hotels, motels, restaurants, coffee houses, eating houses, lodging houses, boarding houses, flight kitchens, club houses, holiday resorts, holiday homes, travels and tours, health clubs, swimming pools, rest houses, entertainment houses and for this purpose to purchase, give on hire, construct, build, manage, improve alter, demolish.

40. To carry on in India or elsewhere the business of manufacturing, producing, processing, sizing, drawing crimping, twisting, texturising, blending, mixing, purchasing all kinds of natural and man-made fibres, fibre yarns, fibre cords, cotton yarns, polyester staple fibres, jute, wool, silk, core, art silk, nylon fibres,

staple fibres, fabrics, plastic fabrics, synthetic and other fibrous materials, cloths, dressing materials, furnishing materials, handicrafts, khadi uniforms, readymade garments, apparels, carpets, blankets, padding, knitted goods, decorative materials, woven bags, hosiery, gloves, sewing threads, ropes, covers and packing materials.

41. To carry on the business as finance industrial enterprises and promote of Companies engaged in industrial and trading business and to manage syndicates in securities, finance and real estate.

42. To carry on the business as importers, exporters, buyers, sellers, dealers, principal or agent in all kinds of plant and machineries, equipments and instruments, articles, apparatus, appliances, accessories and fittings for the objects of the company.

IV. The Liability of the members is limited.

V. The Authorised Share Capital of the Company is Rs. 1500,00,00,000/- (Rupees One Thousand Five Hundred Crores Only) divided into 150,00,00,000 (One Hundred and Fifty Crores) Equity Shares of Rs. 10/- each.

[Altered and substituted by passing Special Resolution by the Members of the Company on 28th July, 2017 through Postal Ballot Process]

We, the several persons, whose name and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the respective number of shares in the capital of the Company set opposite our respective names:

Sr. No.	Names, Addresses, descriptions, occupation and signature of subscribers	Number of equity shares taken by each subscriber	Name, Addresses, Description and occupation of the common witness
1.	**For and on behalf of Adani Enterprises Limited**, having its registered office at "Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380009 vide Board resolution dated October 31, 2013 Parthiv Parikh, S/o Mr. Pravinbhai Parikh residing at 9 Vinanti Appartment, Panchvati, 2nd Lane, Ambawadi Circle, Ahmedabad – 380006 Occupation : Service Sd/-	49,994 (Forty Nine Thousand Nine Hundred Ninety Four)	
2.	**Vneet S Jaain** (Nominee of Adani Enterprises Limited) S/o. Mr. Suresh Chand Jain residing at A-146 Upper Ground Floor, Priyadarshini Vihar, Near Lovely Public School, Delhi – 110092 Occupation : Service Sd/-	1 (One)	Common Witness to all Subscribers **Jaladhi Shukla** S/o. Late Shri Atulchandra Shukla B/52, Mangal Murti Society, Near Rajbag Society, Ghodasar, Maninagar, Ahmedabad-380050, Gujarat Occupation : Service Company Secretary FCS No. : 5606 Sd/-
3.	**Devang Desai** (Nominee of Adani Enterprises Limited) S/o. Mr. Sanat Desai residing at 201, Parikrama, Off. 132 Ring Road, Satellite, Ahmedabad-380015 Occupation: Service Sd/-	1 (One)	
4.	**Deepak Bhargava** (Nominee of Adani Enterprises Limited) S/o Mr. Shankar Nath Bhargava residing at B 601, Ratnakar – 3, Prena Tirth Derasar Road, Satellite, Ahmedabad – 380015 Occupation : Service Sd/-	1 (One)	
5.	**Kandarp Patel** (Nominee of Adani Enterprises Limited) S/o Mr. Suryakant Bhailalbhai Patel residing at A – 804, Safal Parivesh, Opp. Prahaladnagar Garden, Satellite, 100 ft. Road, Ahmedabad – 380015 Occupation : Service Sd/-	1 (One)	

Place: **AHMEDABAD**

Dated this **29th** day of **November, 2013**

Sr. No.	Names, Addresses, descriptions, occupation and signature of subscribers	Number of equity shares taken by each subscriber	Name, Addresses, Description and occupation of the common witness
6.	**Juvenil Jani** (Nominee of Adani Enterprises Limited) S/o Mr. Ashwinkumar Chandrakant Jani residing at A – 203, Sanskar Apartment, A Block, Opp. Karnavati Club, B/h Shalby Hospital, Off. S. G. Highway, Satellite, Ahmedabad – 380015 Occupation : Service Sd/-	1 (One)	Common Witness to all Subscribers **Jaladhi Shukla** S/o. Late Shri Atulchandra Shukla B/52, Mangal Murti Society, Near Rajbag Society, Ghodasar, Maninagar, Ahmedabad-380050, Gujarat Occupation : Service Company Secretary FCS No. : 5606 Sd/-
7.	**Jatin Jalundhwala** (Nominee of Adani Enterprises Limited) S/o Mr. Rameshchandra Jalundhwala residing at 602, Satkrut, Partha Sarthi Avenue, 132ft Ring Road, Near Shyamal Raw House, Ahmedabad – 380015 Occupation: Service Sd/-	1 (One)	
Total		**50,000** **(Fifty Thousand)**	

Place: **AHMEDABAD** Dated this **29th** day of **November, 2013**

THE COMPANIES ACT, 2013
[COMPANY LIMITED BY SHARES]

ARTICLES OF ASSOCIATION

OF

ADANI TRANSMISSION LIMITED

(Incorporated under the Companies Act, 1956)

The following regulations comprised in these Articles of Association were adopted pursuant to the members' resolution passed at the Annual General Meeting of the company held on 8th August, 2014 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

PRELIMINARY AND INTERPRETATION

1. [1] The Regulations contained in Table "F" in Schedule I of the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.

[2] (a) The marginal notes used in these Articles shall not affect the construction thereof.

(b) In the interpretation of these Articles, the following expressions shall have the following meanings, unless repugnant to the subject or context

"Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the Companies Act 1956, so far as may be applicable.

"Articles" means these articles of association of the Company or as altered from time to time.

"Board of Directors" or "Board" means collective body of Directors of the Company.

"Company" means **"ADANI TRANSMISSION LIMITED".**

"Depository" means and includes a Company as defined in the Depositories Act 1996.

"Rules" means the applicable rule for the time being in force as prescribed in relevant sections of the Act.

"Seal" means Common Seal of the Company.

"Secretarial Standards" means standards provided by the Institute of Companies Secretaries of India.

"**Securities**" means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act 1956 and includes perpetual securities, perpetual debt or perpetual bonds containing the terms in the agreement for its issuance which satisfies the conditions of the applicable IND AS for treating the same as a part of the equity and net worth of the company.

[Altered by passing Special resolution by the Members of the Company on 8th August, 2019 at its Annual General Meeting.]

(c) Words importing the masculine gender also include, where the context requires or admits, the feminine and neuter gender.

(d) Words importing the singular number also include, where the context requires or admits, the plural number and vice-versa.

(e) Unless the context otherwise requires, words or expression contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.

SHARE CAPITAL AND VARIATION OF RIGHTS

2. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at par or at a premium or at consideration otherwise than in cash and at such time as they may from time to time think fit. The Company may issue equity with voting rights and/or with differential rights as to dividend, voting or otherwise in accordance with the Rules and preference shares.

3. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue provide,—

(a) one certificate for all his shares without payment of any charges; or
(b) several certificates, each for one or more of his shares, upon payment of such sum as may be prescribed for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

4. Every holder of or subscriber to Securities of the Company shall have the option to receive security certificates or to hold the Securities with a depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any Securities in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities.

5. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of indemnity or such other documents as may be prescribed by the Board, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.

   (ii) The provisions of the foregoing article relating to issue of certificates shall mutatis mutandis apply to debentures or other securities of the company.

6. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

7. (i) The company may exercise the powers of paying commissions conferred under the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required under the Act and rules made thereunder.

   (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under the Act.

   (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

8. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

   (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply.

9. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

10. Subject to the provisions of the Act, any preference shares may be issued on the terms that they are to be redeemed or converted into equity shares on such terms and in such manner as the company before the issue of the shares may, determine.

11. The Board or the Company as the case may be, may, by way of right issue or preferential offer or private placement or any other manner, subject to and in accordance with Act and the Rules, issue further Securities to;

(a) persons who, at the date of the offer, are holders of equity shares of the Company. Such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of other person or;

(b) employees under the employees' stock option or;

(c) any person whether or not those persons include the persons referred to in clause (a) or clause (b) above;

LIEN

12. (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

13. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

14. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

15. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

The provisions of these Articles relating to Lien shall mutatis mutandis apply to any other Securities including debentures of the Company.

CALLS ON SHARES

16. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

17. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments.

18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

19. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

20. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

21. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

TRANSFER OF SHARES

22. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

23. The Board may, subject to the right of appeal conferred by the Act decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

24. The Board may decline to recognise any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under the Act;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

25. On giving not less than seven days' previous notice in accordance with the Act and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

26. The provision of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

26A. If the holders of any Non-Convertible Debentures issued or to be issued by the Company enter into any contract which provides for any pre-emption rights (including, without limitation, any right of first refusal, tag-along or drag-along rights) in relation to such Non-Convertible Debentures, then, subject to the terms of the relevant debenture trust deed and the information memorandum relating to such Non-Convertible Debentures, any transfer of such Non-Convertible Debentures shall be made in accordance with such contracts.

[Article No. 26A inserted pursuant to the Special Resolution passed by the members of the Company in the Annual General Meeting held on 10th August, 2016]

TRANSMISSION OF SHARES

27. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

28. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

29. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

30. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

31. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the company and the company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the company, but the company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto it the Directors shall so think fit.

FOREFEITURE OF SHARES

32. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

33. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

34. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

35. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

36. The option or right to call of shares shall not be given to any person except with the sanction of the Company in the General Meeting.

[Article No. 36 inserted pursuant to the Special Resolution passed by the members of the Company in the Extraordinary General Meeting of the Company held on 18th May, 2015]

37. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

38. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

39. The provisions of these regulations as to forfeiture shall apply in the case of non payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

40. Subject to provisions of the Act the company may, from time to time, increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

41. Subject to the provisions of the Act , the company may, from time to time,—

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

42. Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

43. The company may, subject to provisions of the Act, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

(a) its share capital;
(b) any capital redemption reserve account; or
(c) any share premium account.
(d) any other reserve in the nature of share capital

CAPITALISATION OF PROFITS

44. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

(a) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);

(d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(e) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

45. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

46. Notwithstanding anything contained in these articles but subject to the provisions of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETINGS

47. All General Meetings other than Annual General Meeting shall be called Extra ordinary General Meeting.

48. The Board may, whenever it thinks fit, call an Extra ordinary General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

49. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in the Act.

50. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

51. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

52. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

53. On any business at any general meeting in the case of an equality of votes, whether on a show of hands, electronically or on a poll, the Chairman of the meeting shall have second or casting vote.

ADJOURNMENT OF MEETING

54. (i) The Chairperson may, suomoto and, in the absence of quorum shall adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

55. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll or through voting by electronic means, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

56. A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

57. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

58. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll or through voting by electronic means, by his nominee or other legal guardian, and any such nominee or guardian may, on a poll, vote by proxy.

59. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

60. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

61. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

62. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting

at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for taking of the poll; and in default the instrument of proxy shall not be treated as valid.

63. An instrument appointing a proxy shall be in the form as prescribed in the rules made under the Act.

64. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

65. (i) Until otherwise determined by a General Meeting of the Company and subject to the provisions of the Act, the number of Directors shall not be less than three nor more than fifteen.

(ii) The present Directors of the Company are:

1. **DEVANG SANAT DESAI (DIN: 00005743)**
2. **VNEET S JAAIN (DIN: 00053906)**
3. **DEEPAK BHARGAVA (DIN: 05247943)**

66. Subject to provisions of the Act, the Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.

67. The same individual may, at the same time, be appointed as Chairman as well as Managing Director or Chief Executive Officer of the Company.

68. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

69. The company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of under the Act) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

70. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

71. Every director present at any meeting of the Board or of a committee thereof shall sign against his name in a book to be kept for that purpose.

72. (i) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an Additional Director, provided the number of the Directors and Additional Directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next Annual General Meeting of the company but shall be eligible for appointment by the company as a Director at that meeting subject to the provisions of the Act.

73. (i) The Board may appoint an Alternate Director to act for a Director (herein after in this Article called "the Original Director") during his absence for a period not less than three months from India. No person shall be appointed as an Alternate Director for an Independent Director unless he is qualified to be appointed as an Independent Director under the provisions of the Act.

(ii) An Alternate Director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when Original Director returns to India.

(iii) If the term of office of the Original Director is determined before he return to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not the Alternate Director.

74. (i) If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.

(ii) The Director so appointed shall hold office only upto the date till which the Director in whose place he is appointed would have held office if it had not been vacated.

NOMINEE DIRECTOR

75. Notwithstanding anything to the contrary contained in these Articles, so long as any moneys shall be owing by the Company to the any financial institutions, corporations, banks or such other financing entities, or so long as any of the aforesaid banks, financial institutions or such other financing entities hold any shares/debentures in the Company as a result of subscription or so long as any guarantee given by any of the aforesaid financial institutions or such other financing entities in respect of any

financial obligation or commitment of the Company remains outstanding, then in that event any of the said financial institutions or such other financing entities shall, subject to an agreement in that behalf between it and the Company, have a right but not an obligation, to appoint one or more persons as Director(s) on the Board of Director as their nominee on the Board of Company. The aforesaid financial institutions or such other financing entities may at any time and from time to time remove the Nominee Director appointed by it and may in the event of such removal and also in case of the Nominee Director ceasing to hold office for any reason whatsoever including resignation or death, appoint other or others to fill up the vacancy. Such appointment or removal shall be made in writing by the relevant corporation and shall be delivered to the Company and the Company shall have no power to remove the Nominee Director from office. Each such Nominee Director shall be entitled to attend all General Meetings, Board Meetings and meetings of the Committee of which he is a member and he and the financial institutions or such other financing entities appointing him shall also be entitled to receive notice of all such meetings.

MANAGEMENT UNDER GENERAL CONTROL OF DIRECTORS

76. (i) The general control, management and supervision of the Company shall vest in the Board and the Board may exercise all such powers and do all such acts and things as the Company is by its Memorandum of Association or otherwise authorised except as are required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act, and of these presents and to any regulations not being inconsistent with these presents from time to time made by the Company in General Meeting, provided that no such regulation shall invalidate any prior acts of the Directors which would have been valid if such regulation had not been made.

(ii) Subject to the provisions of the Act, the Director may borrow, raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they may think fit and in particular by the issue of bonds, perpetual or redeemable, debenture or debenture-stock or any mortgage or charge or other security on the undertaking of the whole of any part of the property of the Company (both present and future) including its uncalled capital for the time being.

(iii) Subject to the provisions of the Act, the Company may enter into any contract, arrangement or agreement in which a Director or Directors of the Company are, in any manner, interested.

(iv) A Director, Managing Director, officer or employee of the Company may be or become a Director, of any company promoted by the Company or in which it may be interested as a vendor, member or otherwise, and no such Director shall be accountable for any benefits received as Director or member of such company except to the extent and under the circumstances as may be provided in the Act.

(v) If the Directors or any of them or any other person, shall become personally liable for the payment of sum primarily due from the Company, the Board may subject to the provisions of the Act execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

(vi) A Director may resign from him office upon giving notice in writing to the Company.

PROCEEDINGS OF THE BOARD

77. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A Director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

78. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board shall have a second or casting vote.

79. The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

80. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

81. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

82. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

83. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

84. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.

85. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, whether manually or electronically, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

MANAGING DIRECTORS

86. (i) Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time any of its members as Managing Director or Managing Directors and/or Whole Time Directors of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions, including liability to retire by rotation, as the Board thinks fit, and the Board may by resolution vest in such Managing Director or Managing Directors/Whole Time Director(s), such of the power hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such condition and subject to such restriction as it may determine, the remuneration of such Directors may be way of monthly remuneration and/ or fee for each meeting and/or participation in profits, or by any or all of those modes, or of any other mode not expressly prohibited by the Act.

(ii) The Directors may whenever they appoint more than one Managing Director, designate one or more of them as "Joint Managing Director" or "Joint Managing Directors" or "Deputy Managing Directors" as the case may be.

(iii) Subject to the provisions of the Act, the appointment and payment of remuneration to the above Director shall be subject to approval of the members in the General Meeting and of the Central Government, if required.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

87. Subject to the provisions of the Act,—

(i) A Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A Director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a Director and Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, Chief Executive officer, Manager, Company secretary or Chief Financial Officer.

THE SEAL

88. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least one Director or of the Manager or secretary or such other person as the Board or Committee may appoint for the purpose; and the Director or Manager or Secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in his /her presence.

DIVIDENDS AND RESERVE

89. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board, but the Company in a general meeting may declare a lesser dividend.

90. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares as appear to it to be justified by the profits of the company.

91. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

92. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the

dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

93. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

94. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

(iii) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for any payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

95. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

96. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

97. The waiver in whole or in part of any dividend on any share by any document shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

98. No unpaid dividend shall bear interest against the company.

[Article No. 98 amended and substituted pursuant to the Special Resolution passed by the members of the Company in the Extraordinary General Meeting of the Company held on 18th May, 2015.]

99. No unclaimed dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the Company shall comply with the provisions of the Act in respect of unpaid or unclaimed dividend.

[Article No. 99 inserted pursuant to the Special Resolution passed by the members of the Company in the Extraordinary General Meeting of the Company held on 18th May, 2015.]

ACCOUNTS

100. (i) The books of accounts and books and papers of the Company, or any of them, shall be open to the inspection of Directors in accordance with the applicable provisions of the Act and the Rules.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

WINDING UP

101. Subject to the applicable provisions of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

102. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

GENERAL POWER

103. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is authorised by its Articles, then in that case this Article authorises and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of these Article of Association.

Sr. No.	Names, Addresses, descriptions, occupation and signature of subscribers	Name, Addresses, Description and occupation of the common witness
1.	**For and on behalf of Adani Enterprises Limited**, having its registered office at "Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380009 vide Board resolution dated October 31, 2013 Parthiv Parikh, S/o Mr. Pravinbhai Parikh residing at 9 Vinanti Appartment, Panchvati, 2nd Lane, Ambawadi Circle, Ahmedabad – 380006 Occupation : Service Sd/-	Common Witness to all Subscribers **Jaladhi Shukla** S/o. Late Shri Atulchandra Shukla B/52, Mangal Murti Society, Near Rajbag Society, Ghodasar, Maninagar, Ahmedabad-380050, Gujarat Occupation : Service Company Secretary FCS No. : 5606 Sd/-
2.	**Vneet S Jaain** (Nominee of Adani Enterprises Limited) S/o. Mr. Suresh Chand Jain residing at A-146 Upper Ground Floor, Priyadarshini Vihar, Near Lovely Public School, Delhi – 110092 Occupation : Service Sd/-	
3.	**Devang Desai** (Nominee of Adani Enterprises Limited) S/o. Mr. Sanat Desai residing at 201, Parikrama, Off. 132 Ring Road, Satellite, Ahmedabad-380015 Occupation: Service Sd/-	
4.	**Deepak Bhargava** (Nominee of Adani Enterprises Limited) S/o Mr. Shankar Nath Bhargava residing at B 601, Ratnakar – 3, Prena Tirth Derasar Road, Satellite, Ahmedabad – 380015 Occupation : Service Sd/-	
5.	**Kandarp Patel** (Nominee of Adani Enterprises Limited) S/o Mr. Suryakant Bhailalbhai Patel residing at A – 804, Safal Parivesh, Opp. Prahaladnagar Garden, Satellite, 100 ft. Road, Ahmedabad – 380015 Occupation : Service Sd/-	

Place: **AHMEDABAD** Dated this **29th** day of **November, 2013**

<table>
<tr><th>Sr. No.</th><th>Names, Addresses, descriptions, occupation and signature of subscribers</th><th>Name, Addresses, Description and occupation of the common witness</th></tr>
<tr><td>6.</td><td>Juvenil Jani
(Nominee of Adani Enterprises Limited)
S/o Mr. Ashwinkumar Chandrakant Jani residing at A – 203, Sanskar Apartment, A Block, Opp. Karnavati Club, B/h Shalby Hospital, Off. S. G. Highway, Satellite, Ahmedabad – 380015

Occupation : Service Sd/-</td><td rowspan="2">Common Witness to
all Subscribers

Jaladhi Shukla
S/o. Late Shri Atulchandra Shukla
B/52, Mangal Murti Society,
Near Rajbag Society,
Ghodasar, Maninagar,
Ahmedabad-380050,
Gujarat

Occupation : Service
Company Secretary
FCS No. : 5606
Sd/-</td></tr>
<tr><td>7.</td><td>Jatin Jalundhwala
(Nominee of Adani Enterprises Limited)
S/o Mr. Rameshchandra Jalundhwala residing at 602, Satkrut, Partha Sarthi Avenue, 132ft Ring Road, Near Shyamal Raw House, Ahmedabad – 380015

Occupation: Service Sd/-</td></tr>
</table>

Place: **AHMEDABAD** Dated this **29th** day of **November, 2013**

PAGES : 12 CHARGE :72

U/2741/2015 Read By :

Prepared By : S.D.DANTI

Applied on : 08/05/2015 Examined By : 13-5-15

Prepared on : 13/05/2015

Notified on : 14/5/15

Delivered on : 14/5/15

14/05/15

Dy.S.O. Section Officer

Decree Department Decree Department

IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

COMPANY PETITION 134 of 2015

In COMPANY APPLICATION 57 of 2015

1 ADANI TRANSMISSION LIMITED
REGISTERED OFFICE AT ADANI HOUSE, NEAR MITHAKHALI
SIX ROADS, NAVRANGPURA, AHMEDABAD 380 009.
GUJARAT
380009

Petitioner(s)

VERSUS

1 ..
..

Comp

Respondent(s)

Being - No. 134 of 2015

Appearance on Record:
SINGHI & CO as ADVOCATE for the Petitioner(s) No. 1
MR DEVANG VYAS as ADVOCATE for the Respondent(s) No. 1

COURT'S ORDER :

CORAM :
HONOURABLE MR.JUSTICE S.R.BRAHMBHATT

Date of Decision: 07/05/2015

(COPY OF JUDGEMENT ATTACHED HEREWITH)

IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

COMPANY PETITION NO. 131 of 2015
In
COMPANY APPLICATION NO. 54 of 2015
With
COMPANY PETITION NO. 132 of 2015
In
COMPANY APPLICATION NO. 55 of 2015
TO
COMPANY PETITION NO. 135 of 2015
In
COMPANY APPLICATION NO. 58 of 2015

ADANI ENTERPRISES LIMITED....Petitioner

ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED ....Petitioner

ADANI POWER LIMITED....Petitioner

ADANI TRANSMISSION LIMITED....Petitioner

ADANI MINING PRIVATE LIMITED....Petitioner
Versus
......Respondent

Appearance:
Mr Saurabh Soparkar, Sr. Advocate with Mr. Sandeep Singhi, Advocate, Mr. Parth Contractor, Advocate and Mr. Pranjal Buch, Advocate for SINGHI & CO, ADVOCATE for the Petitioners
MR DEVANG VYAS, Ld ASG for the Respondent No. 1

CORAM: **HONOURABLE MR.JUSTICE S.R.BRAHMBHATT**

Date : 07/05/2015

COMMON ORAL ORDER

1. These are the petitions filed by the five Petitioner Companies for sanctioning of the Composite Scheme of Arrangement between Adani Enterprises Limited and Adani Ports and Special Economic Zone Limited and Adani Power Limited and Adani Transmission Limited and Adani Mining Private Limited and their respective shareholders and creditors (Scheme).

2. The Petitioner of the Company Petition No. 131 of 2015, i.e., Adani Enterprises Limited, had filed an application in this Court being Company Application No. 54 of 2015 for the requisite directions for holding and convening separate meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the said Company. The petitioner company further sought directions of this Court for seeking approval of its public shareholders to the Scheme through Voting by postal ballot and E-voting in compliance with the SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4th February 2013 read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May 2013. This Court vide its order dated 17.3.2015, inter alia, directed convening and holding the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the said Company. This Court vide its order dated 17.3.2015 dispensed with the following a separate procedure for reduction of the securities premium account.

3. The Petitioner of the Company Petition No. 132 of 2015, i.e., Adani Ports And Special Economic Zone Limited, had filed an application in this Court being Company Application No. 55 of 2015 for holding and convening separate meetings of the Equity Shareholders and Preference Shareholders and for dispensing with the convening and holding the meeting of the

Secured Creditors and Unsecured Creditors of the said Company. The petitioner company further sought directions of this Court for seeking approval of its public shareholders to the Scheme through Voting by postal ballot and E-voting in compliance with the SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4th February 2013 read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May 2013. This Court vide its order dated 17.3.2015, inter alia, directed convening and holding the meetings of the Equity Shareholders and preference shareholders and further dispensed with the convening and holding of the meeting of the Secured Creditors and Unsecured Creditors of the said Company. This Court vide its order dated 17.3.2015 dispensed with the following a separate procedure for reduction of the paid up share capital of Adani Ports and Special Economic Zone Limited.

4. The Petitioner of the Company Petition No. 133 of 2015, i.e., Adani Power Limited, had filed an application in this Court being Company Application No. 56 of 2015 for holding and convening meeting of the Equity Shareholders and for dispensing with the convening and holding the meeting of the Secured Creditors and Unsecured Creditors of the said Company. The petitioner company further sought directions of this Court for seeking approval of its public shareholders to the Scheme through Voting by postal ballot and E-voting in compliance with the SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4th February 2013 read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May 2013. This Court vide its order dated 17.3.2015, inter alia, directed convening and holding the meeting of the Equity Shareholders and further dispensed with the convening and holding of the meeting of the Secured Creditors and Unsecured Creditors of the said Company. This Court vide its order dated 17.3.2015 dispensed with the following a separate procedure for reduction

of the paid up share capital of Adani Power Limited.

5. The Petitioner of the Company Petition No. 134 of 2015, i.e., Adani Transmission Limited, had filed an application in this Court being Company Application No. 57 of 2015 for dispensing with the convening and holding the meetings of the Equity Shareholders and the Unsecured Creditors of the said Company. This Court vide its order dated 17.3.2015, inter alia, dispensed with the convening and holding of the meetings of the Equity Shareholders in view of the consent affidavits to the Scheme received from all the Equity Shareholders. This Court vide its order dated 17.3.2015 dispensed with the meeting of the Unsecured Creditors of the said company. This Court noted that there are no Secured Creditors of the said Company. This Court vide its order dated 17.3.2015 dispensed with the following a separate procedure for reduction of the paid up share capital of Adani Transmission Limited.

6. The Petitioner of the Company Petition No. 135 of 2015, i.e., Adani Mining Private Limited, had filed an application in this Court being Company Application No. 58 of 2015 for dispensing with the convening and holding the meetings of the Equity Shareholders, Secured Creditors and the Unsecured Creditors of the said Company. This Court vide its order dated 17.3.2015, inter alia, dispensed with the convening and holding of the meetings of the Equity Shareholders of the said company in view of the consent affidavits to the Scheme received from all the Equity Shareholders. This Court vide its aforesaid order dated 17.3.2015 dispensed with the meetings of the Secured Creditors and Unsecured Creditors of the said company.

7. Notice of meetings was sent individually to the Equity Shareholders, Secured Creditors and Unsecured Creditors of the

Petitioner of Company Petition No. 131 of 2015, i.e., Adani Enterprises Limited, pursuant to the order dated 17.3.2015, together with a copy of the Scheme, copy of the Explanatory Statement required under Section 393 of the Act and the prescribed form of proxy, amongst others. The notice of meetings was also advertised as directed by the order dated 17.3.2015 in English daily, "Indian Express", Ahmedabad Edition and Gujarati daily, "Sandesh", Ahmedabad Edition on 26.3.2015. Mr. Ameet H. Desai, the Chairman of the meetings has already filed the requisite affidavit under Rule 76 of the Companies (Court) Rules, 1959 dated 11.4.2015 in respect of service and appearance of advertisements of the said notice. The arrangement embodied in the Scheme was approved with requisite statutory majority by the Equity Shareholders and unanimously by the Secured Creditors and Unsecured Creditors of the said Company at the meetings held on 20.4.2015. The notice of the postal ballot dated 18.3.2015 was sent to the public shareholders and the public shareholders were advised to send their votes to the appointed scrutinizers on or before 19.4.2015. The Executive Director & CFO of the Petitioner Company has declared the result of the postal ballot and e-voting on 20.4.2015, which result alongwith the scrutinizers report dated 19.4.2015 has been filed in this Court alongwith the Company Petition No. 131 of 2015. In terms of the scrutinizers report dated 19.4.2015 and the result of the postal ballot to the Company petition No. 131 of 2015, the public shareholders of the Petitioner Company have approved the Scheme of the said Petitioner Company.

8. Notice of meetings was sent individually to the Equity Shareholders and to the Preference Shareholders of the Petitioner of Company Petition No. 132 of 2015, i.e., Adani Ports And Special Economic Zone Limited, pursuant to the order

dated 17.3.2015, together with a copy of the Scheme, copy of the Explanatory Statement required under Section 393 of the Act and the prescribed form of proxy, amongst others. The notice of meetings was also advertised as directed by the order dated 17.3.2015 in English daily, "Indian Express", Ahmedabad Edition and Gujarati daily, "Sandesh", Ahmedabad Edition on 26.3.2015. Mr. Sudipta Bhattacharya, the Chairman of the meetings has already filed the requisite affidavit under Rule 76 of the Companies (Court) Rules, 1959 dated 11.4.2015 in respect of service and appearance of advertisements of the said notice. The arrangement embodied in the Scheme was approved with requisite statutory majority by the Equity Shareholders and unanimously by the preference shareholders of the said Company at the meetings held on 20.4.2015. The notice of the postal ballot dated 18.3.2015 was sent to the public shareholders and the public shareholders were advised to send their votes to the appointed scrutinizers on or before 19.4.2015. The Whole Time Director of the Petitioner Company has declared the result of the postal ballot and e-voting on 20.4.2015, which result alongwith the scrutinizers report dated 19.4.2015 has been filed in this Court alongwith the Company Petition No. 132 of 2015. In terms of the scrutinizers report dated 19.4.2015 and the result of the postal ballot to the Company petition No. 132 of 2015, the public shareholders of the Petitioner Company have approved the Scheme of the said Petitioner Company.

9. Notice of meeting was sent individually to the Equity Shareholders of the Petitioner of Company Petition No. 133 of 2015, i.e., Adani Power Limited, pursuant to the order dated 17.3.2015, together with a copy of the Scheme, copy of the Explanatory Statement required under Section 393 of the Act and the prescribed form of proxy, amongst others. The notice

of meeting was also advertised as directed by the order dated 17.3.2015 in English daily, "Indian Express", Ahmedabad Edition and Gujarati daily, "Sandesh", Ahmedabad Edition on 26.3.2015. Mr. Vneet S. Jaain, the Chairman of the meetings has already filed the requisite affidavit under Rule 76 of the Companies (Court) Rules, 1959 dated 11.4.2015 in respect of service and appearance of advertisements of the said notice. The arrangement embodied in the Scheme was approved with requisite statutory majority by the Equity Shareholders of the said Company at the meeting held on 20.4.2015. The notice of the postal ballot dated 18.3.2015 was sent to the public shareholders and the public shareholders were advised to send their votes to the appointed scrutinizers on or before 19.4.2015. The Company Secretary of the Petitioner Company has declared the result of the postal ballot and e-voting on 20.4.2015, which result alongwith the scrutinizers report dated 19.4.2015 has been filed in this Court alongwith the Company Petition No. 133 of 2015. In terms of the scrutinizers report dated 19.04.2015 and the result of the postal ballot to the Company petition No. 133 of 2015, the public shareholders of the Petitioner Company have approved the Scheme of the said Petitioner Company.

10. The Petitioners thereafter filed Company Petition Nos. 131 to 135 of 2015, seeking sanction of the Scheme. This Court by its orders dated 23.4.2015 admitted the aforesaid Company Petitions and directed issuance of notice to the Regional Director in Company Petition Nos. 131 to 134 of 2015 and directed issuance of notice to the Regional Director as well as Official Liquidator in Company Petition No. 135 of 2015. This Court also directed publication of notice of hearing of the petition in English daily, "Indian Express", Ahmedabad Edition and in Gujarati daily, "Sandesh", Ahmedabad Edition in

Company Petition Nos. 131 to 135 of 2015. This Court had dispensed with the publication of the notice in the Gujarat Government Gazette.

11. Pursuant to the order dated 23.4.2015, the Petitioners of Company Petition Nos. 131 to 135 of 2015 have published the notice of hearing of the petition in English daily, "Indian Express", Ahmedabad Edition on 24.4.2015 and in Gujarati daily, "Sandesh", Ahmedabad Edition on 25.4.2015. The affidavits of service, on behalf of all the petitioner companies dated 27.4.2015, have been filed confirming the publication of the notice in the newspapers as directed and also the notice of hearing of the petitions being served upon the Regional Director as well as to the Official Liquidator so far Company Petition No. 135 of 2015 is concerned.

12. In response to the notice to the Regional Director, Ministry of Corporate Affairs, the Regional Director has filed common affidavit dated 1.5.2015. In paragraph 2 (d) and (f) of the said common affidavit it is mentioned by the Regional Director that this Court be pleased to direct the Petitioner Companies to undertake compliance of the observations and comply with the respective statutory provisions in respect of license/permission as required under the law, as per the communication of the Income Tax Department received by the Regional Director. It is further observed by the Regional Director that in respect of one of the complaint received by the Registrar of Companies, Gujarat, it is stated that the Petitioner Companies be directed to ensure the resolution of the same. Mr. Soparkar, learned Senior Advocate appearing for the Petitioner Companies stated that the Petitioner Companies have filed necessary affidavits all dated 6.5.2015 and have undertaken compliance of the observations as per the communication of the Income Tax

Department in accordance with law. Further one of the Petitioner Companies, namely, Adani Power Limited in its affidavit dated 6.5.2015 has stated that in respect of one of the complaint, the said company has already sent its reply to the Registrar of Companies, Gujarat for its resolution and in respect of one another complaint, the said company is in the process of replying the same to ROC for its resolution. In light of the aforesaid, the observations of the Regional Director stands satisfied.

13. In response to the notice to the Official Liquidator in Company Petition No. 135 of 2015, the Official Liquidator has filed his report dated 6.5.2015. On perusal of the said report, the Official Liquidator has submitted that the affairs of the Petitioner Company, viz, Adani Mining Private Limited, have not been conducted in a manner prejudicial to the interest of its members or to the public interest. In respect of the observations made by the official Liquidator in paragraphs 20 and 21 of its report, the said company has filed its affidavit dated 6.5.2015 ensuring compliance in respect of the same.

14. Heard Mr. Saurabh Soparkar, Senior Advocate with Mr. Sandeep Singhi for Singhi & Co, on behalf of the Petitioner Companies, and Mr. Devang Vyas, Assistant Solicitor General of India appearing for the Central Government.

15. Considering the entire facts and circumstances of the case and on perusal of the Scheme and the proceedings, it appears that the requirements of the provisions of sections 391 to 394 of the Companies Act, 1956 are satisfied. The Scheme is genuine and *bonafide* and in the interest of the shareholders and creditors. I, therefore, accordingly allow the Company Petitions and approve the Scheme. The Scheme is hereby sanctioned.

Prayers made in the respective Company Petitions are hereby granted.

The Court has taken note of the observations made in the affidavit of Regional Director, Ministry of Corporate affairs and Official Liquidator and taken note of the assurance of the counsel and therefore, it is specifically observed hereunder that the sanctioning of this scheme of arrangement shall not be construed as either absolving petitioner company, its Directors and officers of their liabilities or exempting them from their duties and liabilities arising out of any statutory provision including the provision of Income Tax or any other statute or regulations or provision of law only on account of passing of this order.

16. The petitions are allowed accordingly. Fees of Mr. Vyas are quantified at Rs.45000/- in all. The said fees would be paid by the Petitioner Companies. The fees of the Official Liquidator is quantified at Rs. 7500/-. The said fees to the Official Liquidator shall be paid by Adani Enterprises Limited.

17. Filing and issuance of drawn up orders are dispensed with. All concerned authorities to act on a copy of this order along with the Scheme duly authenticated by the Registrar, High Court, Gujarat. The Registrar, High Court of Gujarat shall issue the authenticated copy of this order alongwith Scheme within 7 days of passing of this order.

18. Registry is directed to keep copy of this order in each matter.

sd

(S.R.BRAHMBHATT, J.)

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Dy. S. O.

Section Officer's
Decree Department
Dt. 13.5./2015

IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

ORDINARY ORIGINAL JURISDICTION

COMPANY PETITION NO. 131 OF 2015

CONNECTED WITH

COMPANY APPLICATION NO. 54 OF 2015

In the matter of the Companies Act, 1956;

And

In the matter of Sections 391 to 394 and other relevant provisions of the Companies Act, 1956 and the Companies Act, 2013;

And

In the matter of Adani Enterprises Limited;

And

In the matter of the Composite Scheme of Arrangement between Adani Enterprises Limited and Adani Ports and Special Economic Zone Limited and Adani Power Limited and Adani Transmission Limited and Adani Mining Private Limited and their respective shareholders and creditors;

Adani Enterprises Limited,
a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Adani House, Near Mithakhali Six Roads, Navrangpura, Ahmedabad-380 009, Gujarat.

.... **Petitioner Company**

-2-

Authenticated Scheme

IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

ORDINARY ORIGINAL JURISDICTION

COMPANY PETITION NO. 132 OF 2015

CONNECTED WITH

COMPANY APPLICATION NO. 55 OF 2015

In the matter of the Companies Act, 1956;

And

In the matter of Sections 391 to 394 and other relevant provisions of the Companies Act, 1956 and the Companies Act, 2013;

And

In the matter of Adani Ports and Special Economic Zone Limited;

And

In the matter of the Composite Scheme of Arrangement between Adani Enterprises Limited and Adani Ports and Special Economic Zone Limited and Adani Power Limited and Adani Transmission Limited and Adani Mining Private Limited and their respective shareholders and creditors;

Adani Ports and Special Economic Zone Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Adani House, Near Mithakhali Six Roads, Navrangpura, Ahmedabad-380 009, Gujarat.

.... **Petitioner Company**

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Authenticated Scheme

IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

ORDINARY ORIGINAL JURISDICTION

COMPANY PETITION NO. 133 OF 2015

CONNECTED WITH

COMPANY APPLICATION NO. 56 OF 2015

In the matter of the Companies Act, 1956;

And

In the matter of Sections 391 to 394 and other relevant provisions of the Companies Act, 1956 and the Companies Act, 2013;

And

In the matter of Adani Power Limited;

And

In the matter of the Composite Scheme of Arrangement between Adani Enterprises Limited and Adani Ports and Special Economic Zone Limited and Adani Power Limited and Adani Transmission Limited and Adani Mining Private Limited and their respective shareholders and creditors;

Adani Power Limited,
a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Shikhar, Near Adani House, Mithakhali Six Roads, Navrangpura, Ahmedabad-380 009, Gujarat.

.... **Petitioner Company**

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Authenticated Scheme

IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

ORDINARY ORIGINAL JURISDICTION

COMPANY PETITION NO. 134 OF 2015

CONNECTED WITH

COMPANY APPLICATION NO. 57 OF 2015

In the matter of the Companies Act, 1956;

And

In the matter of Sections 391 to 394 and other relevant provisions of the Companies Act, 1956 and the Companies Act, 2013;

And

In the matter of Adani Transmission Limited;

And

In the matter of the Composite Scheme of Arrangement between Adani Enterprises Limited and Adani Ports and Special Economic Zone Limited and Adani Power Limited and Adani Transmission Limited and Adani Mining Private Limited and their respective shareholders and creditors;

Adani Transmission Limited,
a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Adani House, Near Mithakhali Six Roads, Navrangpura, Ahmedabad-380 009, Gujarat.

.... **Petitioner Company**

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IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

ORDINARY ORIGINAL JURISDICTION

COMPANY PETITION NO. 135 OF 2015

CONNECTED WITH

COMPANY APPLICATION NO. 58 OF 2015

In the matter of the Companies Act, 1956;

And

In the matter of Sections 391 to 394 and other relevant provisions of the Companies Act, 1956 and the Companies Act, 2013;

And

In the matter of Adani Mining Private Limited;

And

In the matter of the Composite Scheme of Arrangement between Adani Enterprises Limited and Adani Ports and Special Economic Zone Limited and Adani Power Limited and Adani Transmission Limited and Adani Mining Private Limited and their respective shareholders and creditors;

Adani Mining Private Limited,
a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 10th Floor, Shikhar, Near Adani House, Mithakhali Circle, Navrangpura, Ahmedabad-380 009, Gujarat.

.... **Petitioner Company**

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COMPOSITE SCHEME OF ARRANGEMENT

between

ADANI ENTERPRISES LIMITED

and

ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED

and

ADANI POWER LIMITED

and

ADANI TRANSMISSION LIMITED

and

ADANI MINING PRIVATE LIMITED

and

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

PREAMBLE

This Scheme (*as defined hereinafter*) is presented under Sections 391 to 394 read with Sections 100 to 103 and other relevant provisions of the Act (*as defined hereinafter*) and Sections 13, 52 and other relevant provisions of the Companies Act, 2013 for demerger of the Port Undertaking (*as defined hereinafter*), the Power Undertaking (*as defined hereinafter*) and the Transmission Undertaking (*as defined hereinafter*), respectively, of AEL (*as defined hereinafter*) and transfer of the same to APSEZ (*as defined hereinafter*), APL (*as defined hereinafter*) and ATL (*as defined hereinafter*), respectively, which includes issuance of equity shares by APSEZ, APL and ATL, respectively, to the equity shareholders of AEL; reduction of paid-up equity share capital of APSEZ, APL and ATL, respectively, pursuant to cancellation of equity shares held by AEL in APSEZ, APL and ATL, respectively; reduction of Securities Premium Account of AEL; amalgamation of AMPL (*as defined hereinafter*) with AEL; merger of the Authorised Share Capital of AMPL with the Authorised Share Capital of AEL; alteration of object clause of Memorandum of Association of AEL; and for matters consequential, supplemental and/or otherwise integrally connected therewith.

A. **BACKGROUND**

Adani Group is a global integrated infrastructure conglomerate with business interests in Resources, Logistics, Energy and Agri Business.

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(a) AEL, a flagship company of Adani Group, is a company incorporated on March 2, 1993 under the provisions of the Act in the name of Adani Exports Limited. Subsequently, the name of Adani Exports Limited was changed to Adani Enterprises Limited with effect from August 10, 2006. The equity shares of AEL are listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'). AEL holds 74.99% of the paid-up equity share capital of APSEZ and 68.99% of the paid-up equity share capital of APL. AEL alongwith its nominees also hold 100% of the paid-up equity share capital of ATL and AMPL, respectively. In the circumstances, APSEZ and APL are the subsidiaries of AEL and ATL and AMPL are wholly owned subsidiaries of AEL. The brief description of the major businesses being carried out by AEL alongwith its subsidiaries, joint venture companies and its associates/affiliates is as under:

i. AEL is the largest procurer of thermal coal in India, with major coal sourcing from Indonesia and South Africa and in turn supplies it to various customers in India. Further, AEL through its subsidiaries also carries on coal mining operations in Bunyu Island, Indonesia and at Queensland, Australia. AEL alongwith its wholly owned subsidiary, namely, AMPL have been appointed as Mine Development Operator ('MDO') to undertake activities relating to the development and operations of certain coal blocks in India;

ii. AEL carries on edible oil refining business under the brands "Fortune", "Raag", "King's", "Bullet" and "Fortune Rice Bran" through its 50:50 joint venture company, namely, Adani Wilmar Limited. Further, AEL, through its wholly owned subsidiary Adani Agri Fresh Limited carries on the business of developing integrated storage, handling and transportation infrastructure for horticulture produce. Adani Agri Logistics Limited ('AALL'), a wholly owned subsidiary of AEL, carries on the business of bulk food grains handling, storage and transportation network for Food Corporation of India on a build, own and operate basis. AEL has also been awarded contracts for setting up grain storage silos for Madhya Pradesh Warehousing and Logistics Corporation on design, build, finance, operate and transfer basis;

iii. AEL through its wholly owned subsidiary, Adani Gas Limited ("Adani Gas") supplies Piped Natural Gas ("PNG") to household and industrial consumers and Compressed Natural Gas ("CNG") for use in automobiles. As on December 31, 2014, Adani Gas had set up a gas distribution network of approximately 5700 kms comprising of steel and polyethylene pipeline network spread across Ahmedabad and Vadodara in Gujarat; Faridabad in Haryana and Khurja in Uttar Pradesh including 60 CNG stations at Ahmedabad and Vadodara in Gujarat and at Faridabad in Haryana;

iv. AEL has interest in the operation of Belekeri Port, Karnataka. Further, AEL, through its strategic investment in its subsidiary, namely, APSEZ, carries on the business of development and operations of various ports. AEL is also carrying out certain port handling activities at one or more of the ports developed/ operated/maintained by APSEZ. In addition to the aforesaid, AEL holds 26% of the paid-up equity share capital of Adani Murmugao Port Terminal Private Limited ('AMPTPL'), 26% of the paid-up equity share capital of Adani Kandla Bulk Terminal Private Limited ('AKBTPL') and 31.17% of the paid-up equity share capital of GSPC LNG Limited ('GSPC LNG'). AMPTPL has a single berth at Murmugao, Goa and handles coal cargo. AKBTPL has four berths at Kandla, Gujarat, consisting of a T shaped terminal and handles dry bulk cargo. GSPC LNG is a company promoted by AEL and Gujarat State Petroleum Corporation

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Limited. GSPC LNG is planning to build 5 million tonne per annum capacity LNG terminal at Mundra, Gujarat.

v. AEL has set up and commissioned a 40 Megawatt (MW) Solar Power Project at Bitta-Naliya, Kutch, Gujarat. AEL, through its strategic investment in its subsidiary, namely, APL, and subsidiaries of APL, have set up and commissioned 4,620 MW thermal power plant at Mundra, Gujarat, 3,300 MW thermal power plant at Tiroda, Maharashtra and 1,320 MW thermal power plant at Kawai, Rajasthan. In addition to the aforesaid, AEL, alongwith its nominees, holds 100% paid-up equity share capital in Kutchh Power Generation Limited ('KPGL'), Adani Pench Power Limited ('APPL") and Adani Power Dahej Limited ('APDL'), respectively. KPGL, APPL and APDL are presently contemplating setting up of their respective power plants.

vi. AEL has been awarded a contract by Gujarat Energy Transmission Corporation Limited for engineering, planning and construction of electric transmission line of 400KV D/C from Mundra, Gujarat to Zerda, Gujarat of 330.563 Kms on turnkey basis. Further, AEL through its strategic investment in its subsidiary, namely, Maharashtra Eastern Grid Power Transmission Co. Limited ('MEGPTCL'), is in the business of construction, operation and maintenance of electric transmission lines on Build, Own, Operate and Transfer basis. AEL has also advanced monies to MEGPTCL for the transmission business. AEL is also holding 100% paid-up equity share capital of ATL. Presently, AEL is in the process of transferring its investment in MEGPTCL to ATL. Once the approval for such transfer of investment is given by the equity shareholders of AEL, MEGPTCL will become the wholly owned subsidiary of ATL.

(b) APSEZ is a company incorporated under the provisions of the Act on May 26, 1998 in the name of Gujarat Adani Port Limited. Subsequently, the name was changed to Mundra Port and Special Economic Zone Limited with effect from July 7, 2006 and further changed to Adani Ports and Special Economic Zone Limited with effect from January 6, 2012. The equity shares of APSEZ are listed on BSE and NSE. It is India's largest multi-port operator and developer with presence in various parts of India. It is also engaged in the business of developing multi product Special Economic Zone at Mundra, Gujarat.

(c) APL is a company incorporated on August 22, 1996 under the provisions of the Act in the name of Adani Power Limited. The name was subsequently changed to Adani Power Private Limited with effect from June 3, 2002 and thereafter further changed to Adani Power Limited with effect from April 12, 2007. The equity shares of APL are listed on BSE and NSE. APL, has set up and commissioned 4,620 MW thermal power plant at Mundra, Gujarat. APL through its subsidiaries, namely, Adani Power Maharashtra Limited ('APML') and Adani Power Rajasthan Limited has set up and commissioned 3,300 MW thermal power plant at Tiroda, Maharashtra and 1,320 MW thermal power plant at Kawai, Rajasthan, respectively. Further, APL through its strategic investment in its subsidiary, namely, Adani Transmission (India) Limited ('ATIL'), is in the business of construction, commissioning, operation and maintenance of electric transmission lines. AEL has advanced monies to ATIL for the transmission business. Presently, APL alongwith its subsidiary, APML, are in the process of transferring their investment in ATIL to ATL. Once the approval is given by the equity shareholders of APL for the aforesaid transfer, ATIL will become the wholly owned subsidiary of ATL.

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(d) ATL is a company incorporated on December 9, 2013 under the provisions of the Act. ATL has been incorporated to carry on the business of establishing, commissioning, setting up, operating and maintaining electric power transmission systems. ATL is a wholly owned subsidiary of AEL.

(e) AMPL is a company incorporated on August 31, 2007 under the provisions of the Act. AMPL is a wholly owned subsidiary of AEL and is appointed as MDO to undertake activities relating to the development and operations of certain coal blocks in India.

B. **RATIONALE AND PURPOSE OF THE SCHEME**

(i)(a) Each of the varied businesses carried on by AEL either by itself or through strategic investments in subsidiaries or through associate/affiliate companies including Port Undertaking, Power Undertaking and Transmission Undertaking have significant potential for growth and profitability. The nature of risk and competition involved in each of these businesses is distinct from others and consequently each business or undertaking is capable of attracting a different set of investors, strategic partners, lenders and other stakeholders. There are also differences in the manner in which each of these businesses are required to be handled and managed. In order to enable distinct focus of investors to invest in some of the key businesses and to lend greater/enhanced focus to the operation of the said businesses, AEL proposes to re-organize and segregate by way of a demerger its Port Undertaking, Power Undertaking and Transmission Undertaking.

(b) The demerger would enable greater/enhanced focus of management in these businesses thereby facilitating the management to efficiently exploit opportunities for each of these businesses.

(c) It is believed that the proposed segregation will create enhanced value for shareholders and allow a focus strategy in operations, which would be in the best interest of all the stakeholders and the persons connected with AEL, APSEZ, APL and ATL. The demerger proposed by this Scheme will enable investors to hold investments in businesses with different investment characteristics thereby enabling them to select investments which best suit their investment strategies and risk profiles.

(d) The demerger will also provide scope for independent collaboration and expansion.

(ii) Further it is proposed to merge AMPL, a wholly owned subsidiary of AEL with AEL to facilitate consolidation of core business of mining under one roof so as to provide greater visibility on the performance of coal mining activities.

C. **PARTS OF THE SCHEME**

The Scheme is divided into the following parts:

1. **Part A** *(clauses 1 to 3 of the Scheme)* deals with definitions, date of taking effect and share capital of AEL, APSEZ, APL, ATL and AMPL;

2. **Part B** *(clauses 4 to 12 of the Scheme)* deals with demerger of the Port Undertaking from AEL and its vesting in APSEZ;

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3. **Part C** *(clauses 13 to 21 of the Scheme)* deals with demerger of the Power Undertaking from AEL and its vesting in APL;

4. **Part D** *(clauses 22 to 30 of the Scheme)* deals with demerger of the Transmission Undertaking from AEL and its vesting in ATL;

5. **Part E** *(clause 31 of the Scheme)* deals with Remaining Business of AEL;

6. **Part F** *(clauses 32 to 43 of the Scheme)* deals with amalgamation of AMPL with AEL; and

7. **Part G** *(clauses 44 to 49 of the Scheme)* deals with General Terms and Conditions that would be applicable to the Scheme.

D. TREATMENT OF THE SCHEME FOR THE PURPOSES OF INCOME-TAX ACT, 1961

(a) The provisions of Part B, Part C and Part D of this Scheme have been drawn up to comply with the conditions relating to "Demerger" as defined under Section 2(19AA) of the Income-tax Act, 1961. If any of the terms or provisions of Part B and/or Part C and/or Part D of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said Section of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(19AA) of the Income-tax Act, 1961. Such modifications will however not affect the other parts of the Scheme.

(b) Part F of the Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as specified under Section 2(1B) of the Income-tax Act 1961. If any of the terms or provisions of Part F of the Scheme is/are found or interpreted to be inconsistent with the provisions of Section 2(1B) of the Income-tax Act 1961 at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of Section 2(1B) of the Income-tax Act 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with the provisions of Section 2(1B) of the Income-tax Act 1961. Such modification will however not affect the other parts of the Scheme.

PART A

DEFINITION, DATE OF TAKING EFFECT AND SHARE CAPITAL

1. **DEFINITIONS**

In this scheme, unless inconsistent with the subject or context, the following expressions shall have the meanings respectively assigned against them:

1.1 **"Act"** means the Companies Act, 1956, the rules and regulations made thereunder and shall include any statutory modifications, re-enactments and/or amendments thereof.

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1.2 **"AEL"** means Adani Enterprises Limited, a company incorporated under the provisions of the Act and having its registered office at Adani House, Near Mithakhali Six Roads, Navrangpura, Ahmedabad- 380 009, Gujarat.

1.3 **"AMPL"** means Adani Mining Private Limited, a company incorporated under the provisions of the Act and having its registered office at 10th Floor, Shikhar, Near Adani House, Mithakhali Circle, Navrangpura, Ahmedabad – 380 009, Gujarat.

1.4 **"APL"** means Adani Power Limited, a company incorporated under the provisions of the Act and having its registered office at "Shikhar", Near Adani House, Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009, Gujarat.

1.5 **"Appointed Date"** means 1st April, 2015.

1.6 **"APSEZ"** means Adani Ports and Special Economic Zone Limited, a company incorporated under the provisions of the Act and having its registered office at Adani House, Near Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009, Gujarat.

1.7 **"ATL"** means Adani Transmission Limited, a company incorporated under the provisions of the Act and having its registered office at Adani House, Near Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009, Gujarat.

1.8 **"Board"** or **"Board of Directors"** in relation to AEL, APSEZ, APL, ATL and/or AMPL, as the case may be, shall, unless it is repugnant to the context or otherwise, include a Committee of Directors or any person authorised by the Board of Directors or such Committee of Directors.

1.9 **"Effective Date"** means the last of the dates on which all conditions, matters and filings referred to in clause 46 hereof have been fulfilled and necessary orders, approvals and consents referred to therein have been obtained. References in this **Scheme** to the date of **"coming into effect of this Scheme"** or **"upon the Scheme being effective"** shall mean the Effective Date.

1.10 **"High Court"** means the Hon'ble High Court of Gujarat at Ahmedabad having jurisdiction in relation to AEL, APSEZ, APL, ATL and AMPL and shall include the National Company Law Tribunal, as applicable, or such other forum or authority as may be vested with any of the powers of a High Court in relation to the Scheme.

1.11 **"Port Undertaking"** means all the businesses, undertakings, activities, properties and liabilities, of whatsoever nature and kind and wheresoever situated, pertaining and/or relating to AEL's interest in the operation of Belekeri Port, Karnataka; AEL's strategic investment in its subsidiary, namely, APSEZ through which AEL carries on the business of development and operations of various ports; and certain port handling activities carried on by AEL at one or more of the ports developed/ operated/ maintained by APSEZ (together referred to as 'port business'), including specifically the following:

(a) all immovable properties i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise) including jetty, workshop sheds, DG Room, weighbridge, roads, wharf, laboratory, boundary walls, soil filling works, etc., which immovable properties are currently being used for the purpose of and in relation to the port business and all documents (including panchnamas,

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declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties;

(b) all assets, as are movable in nature pertaining to and in relation to the port business, whether present or future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal (including plant and machinery, barges, fender, buoys, DG set, capital work in progress, electrical fittings, furniture, fixtures, appliances, accessories, office equipments, communication facilities, installations, vehicles, inventory and tools and plants), actionable claims, earnest monies and sundry debtors, financial assets, outstanding loans and advances, recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Government, semi-Government, local and other authorities and bodies, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets, including but not limited to service tax input credits, CENVAT credits, value added/sales tax/entry tax credits or set-offs, advance tax, tax deducted at source and tax refunds;

(c) all permits, licenses, permissions including municipal permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, liberties and advantages (including license to operate Belekeri Port granted under sub-concessionaire agreement, stevedoring license, license granted by relevant Pollution Control Board and other licenses/permits granted/issued/given by any governmental, statutory or regulatory or local or administrative bodies or Maritime Board for the purpose of carrying on the port business or in connection therewith) including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that pertain exclusively to the port business;

(d) all contracts, agreements, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids, tenders, expression of interest, letter of intent, hire and purchase arrangements, lease/licence agreements, barge leasing agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder pertaining to the port business;

(e) all applications (including hardware, software, licenses, source codes, para-meterisation and scripts), registrations, goodwill, licenses, trade names, service marks, copyrights, patents, domain names, designs, trade secrets, research and studies, technical knowhow, confidential information and all such rights of whatsoever description and nature that pertain exclusively to the port business;

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(f) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by AEL pertaining to or in connection with or relating to AEL in respect of the port business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by AEL and pertaining to the port business;

(g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form that pertain to the port business;

(h) all debts, liabilities including contingent liabilities, duties, taxes and obligations of AEL pertaining to the port business and/or arising out of and/or relatable to the port business including:

   i. the debts, liabilities, duties and obligations of AEL which arises out of the activities or operations of the port business;

   ii. specific loans and borrowings raised, incurred and utilized solely for the activities or operations of or pertaining to the port business;

   iii. liabilities other than those referred to in sub-clauses i. and ii. above and not directly relatable to the Remaining Business of AEL, being the amounts of general and multipurpose borrowings of AEL shall be allocated to the Port Undertaking in the same proportion which the value of assets transferred under this Scheme bears to the total value of AEL immediately before giving effect to Part B of the Scheme;

(i) all employees of AEL employed/engaged in the port business as on the Effective Date; and

(j) all legal or other proceedings of whatsoever nature that pertain to the port business.

Explanation:

In case of any question that may arise as to whether any particular asset or liability and/or employee pertains or does not pertain to the port business or whether it arises out of the activities or operations of the port business, the same shall be decided by mutual agreement between Board of Directors of AEL and APSEZ.

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1.12 **"Power Undertaking"** means all the businesses, undertakings, activities, properties and liabilities, of whatsoever nature and kind and wheresoever situated, pertaining and/or relating to AEL's 40 MW Solar Power Project at Bitta village, Gujarat; and AEL's strategic investment in its subsidiary, namely, APL through which AEL carries on the business of generation and distribution of power (together referred to as 'power business'), including specifically the following:

(a) all immovable properties i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise) including roads, drains and culverts, bunk house, civil works, residential premises occupied by the employees engaged for the purpose of Solar Power Project, security cabins, ITC switchgear control room, foundations for civil works, etc., which immovable properties are currently being used for the purpose of the power business and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties;

(b) all assets, as are movable in nature pertaining to the power business, whether present or future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal (including plant and machinery, solar photovoltaic modules, inverter, electrical fittings, submersible pumps, sprinkler system, module cleaning machine, electrical erections, earthing and lighting system, DG set, cables, switchyard, power transformers, distribution transformers, pre combiner boxes, capital work in progress, furniture, fixtures, appliances, accessories, office equipments, communication facilities, installations, vehicles, inventory, tools and plants,) actionable claims, earnest monies and sundry debtors, financial assets, outstanding loans and advances, recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Government, semi-Government, local and other authorities and bodies, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets, including but not limited to service tax input credits, CENVAT credits, value added/sales tax/entry tax credits or set-offs, advance tax, tax deducted at source and tax refunds;

(c) all permits, licenses, permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, liberties and advantages (including pollution clearance granted by Pollution Control Board, grid connectivity approval, approval for commissioning of project and other licenses/clearances granted/issued/given by any governmental, statutory or regulatory or local or administrative bodies / organizations / companies for the purpose of carrying on the power business or in connection therewith) including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that pertain exclusively to the power business;

(d) all contracts, agreements, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids, tenders, tariff policies, expression of interest, letter of intent, hire and purchase arrangements, power purchase agreements,

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lease/licence agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder pertaining to the power business;

(e) all applications (including hardware, software, licenses, source codes, para meterisation and scripts), registrations, goodwill, licenses, trade names, service marks, copyrights, patents, domain names, designs, trade secrets, research and studies, technical knowhow, confidential information and all such rights of whatsoever description and nature that pertain exclusively to the power business;

(f) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by AEL pertaining to the power business or in connection with or relating to AEL in respect of the power business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by AEL and pertaining to the power business;

(g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form that pertain to the power business;

(h) all debts, liabilities including contingent liabilities, duties, taxes and obligations of AEL pertaining to the power business and/or arising out of and/or relatable to the power business including:

i. the debts, liabilities, duties and obligations of AEL which arises out of the activities or operations of the power business;

ii. specific loans and borrowings raised, incurred and utilized solely for the activities or operations of or pertaining to the power business;

iii. liabilities other than those referred to in sub-clauses i. and ii. above and not directly relatable to the Remaining Business of AEL, being the amounts of general and multipurpose borrowings of AEL shall be allocated to the Power Undertaking in the same proportion which the

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value of assets transferred under this Scheme bears to the total value of AEL immediately before giving effect to Part C of the Scheme;

(i) all employees of AEL employed/engaged in the power business as on the Effective Date; and

(j) all legal or other proceedings of whatsoever nature that pertain to the power business.

Explanation:

In case of any question that may arise as to whether any particular asset or liability and/or employee pertains or does not pertain to the power business or whether it arises out of the activities or operations of the power business, the same shall be decided by mutual agreement between Board of Directors of AEL and APL.

1.13 **"Record Date"** shall have the meaning as ascribed to it in clauses 11.1, 20.1 and 29.1 respectively.

1.14 **"Remaining Business"** means all the undertakings, businesses, activities and operations of AEL other than the Port Undertaking, Power Undertaking and Transmission Undertaking but shall include the Undertaking of AMPL upon the sanction of this Scheme.

1.15 **"Scheme"** or **"the Scheme"** or **"this Scheme"** means this Composite Scheme of Arrangement in its present form filed with the High Court or with any modification(s)/ amendment(s) approved or imposed or directed by the High Court or modification(s)/ amendment(s) made under clause 45 hereof.

1.16 **"Transmission Undertaking"** all the businesses, undertakings, activities, properties and liabilities, of whatsoever nature and kind and wheresoever situated, pertaining and/or relating to AEL's contract for supply and erection of 400 KV D/C transmission line from Mundra, Gujarat to Zerda, Gujarat of 330.563 Kms on turnkey basis; and AEL's strategic investment in its subsidiary, namely, ATL, alongwith the money advanced or to be advanced by AEL to ATL, through which AEL carries on the business of transmission (together referred to as 'transmission business'), including specifically the following:

(a) all immovable properties i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise), which immovable properties are currently being used for the purpose of the transmission business and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties;

(b) all assets, as are movable in nature pertaining to the transmission business, whether present or future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal (including plant and machinery, capital work in progress, furniture, fixtures, appliances, accessories, office equipments, communication facilities, installations, vehicles, inventory and tools and plants), actionable claims, earnest monies and sundry debtors, financial assets, outstanding loans and advances, recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cash and bank balances and

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deposits including accrued interest thereto with Government, semi-Government, local and other authorities and bodies, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets, including but not limited to service tax input credits, CENVAT credits, value added/sales tax/entry tax credits or set-offs, advance tax, tax deducted at source and tax refunds;

(c) all permits, licenses, permissions including municipal permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, liberties and advantages (including those granted/issued/given by any governmental, statutory or regulatory or local or administrative bodies for the purpose of carrying on the business of the transmission business or in connection therewith) including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that pertain exclusively to the transmission business;

(d) all contracts, agreements, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids, tenders, expression of interest, letter of intent, hire and purchase arrangements, lease/licence agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder pertaining to the transmission business;

(e) all applications (including hardware, software, licenses, source codes, parameterisation and scripts), registrations, goodwill, licenses, trade names, service marks, copyrights, patents, domain names, designs, trade secrets, research and studies, technical knowhow, confidential information and all such rights of whatsoever description and nature that pertain exclusively to the transmission business;

(f) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by AEL pertaining to the transmission business or in connection with or relating to AEL in respect of the transmission business above and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by AEL and pertaining to the transmission business;

(g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and

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advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form that pertain to the transmission business;

(h) all debts, liabilities including contingent liabilities, duties, taxes and obligations of AEL pertaining to the transmission business and/or arising out of and/or relatable to the transmission business including:

i. the debts, liabilities, duties and obligations of AEL which arises out of the activities or operations of the transmission business;

ii. specific loans and borrowings raised, incurred and utilized solely for the activities or operations of or pertaining to the transmission business;

iii. liabilities other than those referred to in sub-clauses i. and ii. above and not directly relatable to the Remaining Business of AEL, being the amounts of general and multipurpose borrowings of AEL shall be allocated to the Transmission Undertaking in the same proportion which the value of assets transferred under this Scheme bears to the total value of AEL immediately before giving effect to Part D of the Scheme;

(i) all employees of AEL employed/engaged in the transmission business as on the Effective Date; and

(j) all legal or other proceedings of whatsoever nature that pertain to the transmission business.

Explanation:

In case of any question that may arise as to whether any particular asset or liability and/or employee pertains or does not pertain to the transmission business or whether it arises out of the activities or operations of the transmission business, the same shall be decided by mutual agreement between Board of Directors or committee thereof of AEL and ATL.

1.17 **"Undertaking of AMPL"** means AMPL and shall include (without limitation) its entire business and:

(a) all the assets and properties (whether movable or immovable, tangible or intangible, real or personal, in possession or reversion, corporeal or incorporeal, present, future or contingent of whatsoever nature, whether or not appearing in the books of accounts) of AMPL, including, without limitation sheds, godowns, warehouses, offices, plant and machineries, equipments, interests, capital work-in-progress, rolling stocks, installations, appliances, tools, accessories, freehold, leasehold and any other title, interests or right in such immovable assets, buildings and structures, offices, residential and other premises, furniture, fixtures, office equipments, computers and all stocks;

(b) all current assets including inventories, sundry debtors, receivables, cash and bank accounts (including bank balances), fixed deposits, loans and advances, actionable claims, bills of exchanges and debit notes of AMPL;

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(c) all investments (including shares, scripts, stocks, bonds, debentures, debenture stock, units of mutual funds and other securities), if any, including dividends declared or interest accrued thereon of AMPL;

(d) all rights or benefits, benefits of any deposit, receivables, claims against any vendor or advances or deposits paid by or deemed to have been paid by AMPL, financial assets, benefit of any bank guarantees, performance guarantees and letters of credit, hire purchase contracts, lending contracts, rights and benefits under any agreement, benefits of any security arrangements or under any guarantees, reversions, powers, tenancies in relation to the office and/or residential properties for the employees or other persons, vehicles, guest houses, godowns, share of any joint assets and other facilities;

(e) all rights to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situate belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by AMPL or in connection with or relating to AMPL and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by AMPL;

(f) all licences (including the licenses granted by any governmental, statutory or regulatory bodies for the purpose of carrying on the business of AMPL or in connection therewith), approvals, authorizations, permissions including municipal permissions, consents, registrations including import registrations, certifications, no objection certificates, quotas including import quotas, rights, permits including import permits, entitlements, concessions, exemptions, subsidies, tax deferrals, credits (including Cenvat Credits, sales tax credits and income tax credits), privileges, advantages and all other rights and facilities of every kind, nature and description whatsoever of AMPL;

(g) all agreements, contracts, arrangements, understandings, engagements, deeds and instruments including lease/license agreements, tenancy rights, equipment purchase agreements, master service agreements, and other agreements with the customers, purchase and other agreements/contracts with the supplier/ manufacturer of goods/ service providers and all rights, title, interests, claims and benefits there under of AMPL;

(h) all application monies, advance monies, earnest monies and/or security deposits paid or deemed to have been paid and payments against other entitlements of AMPL;

(i) all debts, borrowings, obligations, duties and liabilities, both present and future, whether provided for or not in the books of accounts or disclosed in the balance sheet of AMPL, whether secured or unsecured, all guarantees, assurances, commitments and obligations of any kind, nature or description, whether fixed, contingent or absolute, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or

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unknown, due or to become due, whenever or however arising (including, without limitation, whether arising out of any contract or tort based on negligence or strict liability) pertaining to AMPL;

(j) all intellectual property rights (including applications for registrations of the same and the right to use such intellectual property rights), trade and service names and marks, patents, copyrights, designs, and other intellectual property rights of any nature whatsoever, trade secrets, confidential information, domain names, books. records, files, papers, engineering and process information, software licences (whether proprietary or otherwise), drawings, computer programs, manuals, data, catalogues, quotations, list of present and former customers and suppliers, other customer information, customer credit information, customer pricing information, sales and advertising materials, product registrations, dossiers, product master cards and all other records and documents, whether in physical or electronic form relating to the business activities and operations of AMPL; and

(k) all employees of AMPL.

2. **DATE OF TAKING EFFECT AND OPERATIVE DATE**

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the High Court, shall be effective from the Appointed Date but shall be operative from the Effective Date.

3. **SHARE CAPITAL**

3.1 The share capital of AEL as at December 31, 2014 was as under:

Share Capital	Amount
Authorized Share Capital 320,82,00,000 Equity Shares of Re. 1 each 45,00,000 Preference Shares of Rs. 10 each	320,82,00,000 4,50,00,000
TOTAL	**325,32,00,000**
Issued. Subscribed and Paid-Up Share Capital 109,98,10,083 Equity shares of Re. 1 each	109,98,10,083
TOTAL	**109,98,10,083**

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3.2 The share capital of APSEZ as at December 31, 2014 was as under:

Share Capital	Amount
Authorized Share Capital	
4,97,50,00,000 Equity Shares of Rs. 2 each	995,00,00,000
50,00,000 Non-Cumulative Redeemable Preference Shares of Rs. 10 each	5,00,00,000
TOTAL	**1000,00,00,000**
Issued, Subscribed and Paid-Up Share Capital	
2,07,00,51,620 fully paid up Equity Shares of Rs. 2 each	414,01,03,240
28,11,037 0.01% Non-Cumulative Redeemable Preference Shares of Rs. 10 each fully paid up	2,81,10,370
TOTAL	**416,82,13,610**

3.3 The share capital of APL as at December 31, 2014 was as under:

Share Capital	Amount
Authorised Share Capital	
3,50,00,00,000 Equity Shares of Rs.10 each	3500,00,00,000
50,00,00,000 Cumulative Compulsorily Convertible Participatory Preference shares of Rs.10 each	500,00,00,000
TOTAL	**4000,00,00,000**
Issued, Subscribed and Paid-Up Share Capital	
2,87,19,22,110 fully paid up Equity Shares fully paid up equity shares of Rs.10 each	2871,92,21,100
TOTAL	**2871,92,21,100**

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3.4 The share capital of ATL as at December 31, 2014 was as under:

Share Capital	Amount
Authorised Share Capital 50,000 Equity Shares of Rs.10/- each	5,00,000
TOTAL	**5,00,000**
Issued Subscribed and Paid-Up Share Capital 50,000 Equity Shares of Rs.10/- each	5,00,000
TOTAL	**5,00,000**

3.5 The share capital of AMPL as at December 31, 2014 was as under:

Share Capital	Amount
Authorised Share Capital 16,51,00,000 Equity Shares of Rs.10/- each	165,10,00,000
TOTAL	**165,10,00,000**
Issued Subscribed and Paid-Up Share Capital 12,00,00,000 Equity Shares of Rs. 10/- each fully paid up	120,00,00,000
TOTAL	**120,00,00,000**

PART B

DEMERGER OF THE PORT UNDERTAKING OF AEL AND ITS VESTING IN APSEZ

4. **TRANSFER AND VESTING OF THE PORT UNDERTAKING**

4.1 Upon the coming into effect of this Scheme and with effect from the Appointed Date and subject to the provisions of this scheme in relation to the mode of transfer and vesting, the Port Undertaking shall, without any further act, instrument, deed, matter or thing, be demerged from AEL and transferred to and vested in APSEZ or be deemed to have been demerged from AEL, and transferred to and vested in APSEZ as a going concern, so as to become as and from the Appointed Date, the estate, properties, assets, rights, claims, title, interests and authorities of APSEZ, pursuant to Section 394(2) of the Act.

4.2 In respect of such of the assets of the Port Undertaking as are movable in nature and/or otherwise capable of transfer by manual or constructive delivery and/or by endorsement and delivery, the same shall stand transferred by AEL to APSEZ upon the coming into effect of this Scheme pursuant to the provisions of Section 394 of the Act without requiring any deed or instrument of conveyance for transfer of the same, and shall become the property of APSEZ as an integral part of the Port Undertaking.

4.3 In respect of assets other than those dealt with in clause 4.2 above, including but not limited to sundry debts, actionable claims, earnest monies, receivables, bills, credits, loans, advances and deposits with the Government, semi-Government, local and any other authorities and bodies and /or customers, if any, whether recoverable in cash or in kind or for value to be received, bank balances, etc. the same shall stand transferred to and vested in APSEZ without any notice or other intimation to any person in pursuance of the provisions of Sections 391 to 394 read with other relevant provisions of the Act to the end and intent that the right of AEL to recover or realize the same stands transferred to APSEZ. APSEZ shall, at its sole discretion but without being obliged, give notice in such form as it may deem fit and proper, to such person, as the case may be, that the said debt, receivable, bill, credit, loan, advance or deposit stands transferred to and vested in APSEZ and that appropriate modification should be made in their respective books/records to reflect the aforesaid changes.

4.4 Without prejudice to the generality of the foregoing, upon the coming into effect of this Scheme, all the rights, title, interest and claims of AEL in any leasehold/leave and licence/right of way properties of AEL in relation to the Port Undertaking, shall, pursuant to Section 394(2) of the Act, without any further act or deed, be transferred to and vested in or be deemed to have been transferred to or vested in APSEZ on the same terms and conditions.

4.5 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is expressly clarified that upon the coming into effect of this Scheme, all permits, licenses, permissions, right of way, approvals, clearances, consents, benefits, registrations, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, issued to or granted to or executed in favour of AEL, and the rights and benefits under the same, in so far as they relate to the Port Undertaking and all quality certifications and approvals, trademarks, trade names, service marks, copy rights, domain names, designs, trade secrets, research and studies, technical knowhow and other intellectual properties and all other interests relating to the goods or services being dealt with by the Port Undertaking and the benefit of all statutory and regulatory permissions, environmental approvals and consents, registration or other licenses, and consents acquired by AEL in relation to the Port Undertaking shall be transferred to and vested in APSEZ and the concerned licensors and grantors of such approvals, clearances, permissions, etc., shall endorse, where necessary, and record, in accordance with law, APSEZ on such approvals, clearances, permissions so as to empower and facilitate the approval and vesting of the Port Undertaking of AEL in APSEZ and continuation of operations pertaining to the Port Undertaking of AEL in APSEZ without hindrance and that such approvals, clearances and permissions shall remain in full force and effect in favour of or against APSEZ, as the case may be, and may be enforced as fully and effectually as if, instead of AEL, APSEZ had been a party or beneficiary or obligee thereto.

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4.6 In so far as various incentives, subsidies, exemptions, rehabilitation schemes, special status, service tax benefits, income tax holiday/benefit/losses and other benefits or exemptions or privileges enjoyed, granted by any Government body, regulatory authority, local authority or by any other person, or availed of by AEL are concerned, the same shall, without any further act or deed, in so far as they relate to the Port Undertaking, vest with and be available to APSEZ on the same terms and conditions as if the same had been allotted and/or granted and/or sanctioned and/or allowed to APSEZ.

4.7 All assets, estate, rights, title, interest and authorities acquired by AEL after the Appointed Date and prior to the Effective Date for operation of the Port Undertaking shall also stand transferred to and vested in APSEZ upon the coming into effect of this Scheme.

4.8 Upon coming into effect of this Scheme, all debts, duties, obligations and liabilities (including contingent liabilities) of AEL relating to the Port Undertaking shall without any further act, instrument or deed be and stand transferred to APSEZ and shall thereupon become the debts, duties, obligations and liabilities of APSEZ which it undertakes to meet, discharge and satisfy to the exclusion of AEL and to keep AEL indemnified at all times from and against all such debts, duties, obligations and liabilities and from and against all actions, demands and proceedings in respect thereto. It shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, obligations, duties and liabilities have arisen in order to give effect to the provisions of this clause.

4.9 In so far as loans and borrowings of AEL are concerned, the loans and borrowings and such amounts pertaining to the general and multipurpose loans, and liabilities, if any, which are to be transferred to APSEZ in terms of clause 4.8 above, being a part of the Port Undertaking shall, without any further act or deed, become loans and borrowings of APSEZ, and all rights, powers, duties and obligations in relation thereto shall be and stand transferred to and vested in and shall be exercised by or against APSEZ as if it had entered into such loans and incurred such borrowings.
Thus, the primary obligation to redeem or repay such liabilities shall be that of APSEZ. However, without prejudice to such transfer of proportionate liability amount, if any, where considered necessary for the sake of convenience and towards facilitating single point creditor discharge, APSEZ may discharge such liability (including accretions) by making payments on the respective due dates to AEL, which in turn shall make payments to the respective creditors.

4.10 Subject to clause 4.9 above, from the Effective Date, APSEZ alone shall be liable to perform all obligations in respect of the liabilities of the Port Undertaking as the borrower/issuer thereof, and AEL shall not have any obligations in respect of the said liabilities.

4.11 Where any of the liabilities and obligations of AEL as on the Appointed Date deemed to be transferred to APSEZ, have been discharged by AEL after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of APSEZ and all liabilities and obligations incurred by AEL for the operations of the Port Undertaking after the Appointed Date and prior to the Effective Date shall be deemed to have been incurred for and on behalf of APSEZ and to the extent of their outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to APSEZ and shall become the liabilities and obligations of APSEZ which shall meet, discharge and satisfy the same.

4.12 Any claims, liabilities or demands arising on account of the Port Undertaking of AEL which relates to the period prior to the Appointed Date but arises at any time after the Effective Date shall be entirely borne by APSEZ. In the event that such liability is incurred by or such claim or demand is made upon AEL, then APSEZ shall indemnify AEL for any payments made in relation to the same.

4.13 Subject to the other provisions of this Scheme, in so far as the assets of the Port Undertaking are concerned, the security, pledge, existing charges and mortgages, over such assets, to the extent they relate to any loans or borrowings of the Power Undertaking and/or Transmission Undertaking and/or Remaining Business of AEL shall, without any further act, instrument or deed be released and discharged from the same and shall no longer be available as security, pledge, charges and mortgages in relation to those liabilities of AEL which are not transferred to APSEZ.

4.14 In so far as the assets of the Power Undertaking and/or Transmission Undertaking and/or Remaining Business of AEL are concerned, the security, pledge, existing charges and mortgages over such assets, to the extent they relate to any loans or borrowings of the Port Undertaking shall, without any further act, instrument or deed be released and discharged from such security, pledge, charges and mortgages. The absence of any formal amendment which may be required by a bank and/or financial institution in order to affect such release shall not affect the operation of this clause.

4.15 In so far as the existing security in respect of the loans of AEL and other liabilities relating to the Remaining Business of AEL are concerned, such security shall, without any further act, instrument or deed be continued with AEL only on the assets remaining with AEL.

4.16 Without any prejudice to the provisions of the foregoing clauses, AEL and APSEZ shall enter into and execute such other deeds, instruments, documents and/or writings and/or do all acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the Registrar of Companies, Gujarat at Ahmedabad to give formal effect to the provisions of this clause and foregoing clauses, if required.

4.17 Upon the coming into effect of this Scheme, AEL alone shall be liable to perform all obligations in respect of all debts, liabilities, duties and obligations pertaining to the Remaining Business of AEL and APSEZ shall not have any obligations in respect of the Remaining Business of AEL.

4.18 The foregoing provisions shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security documents, all of which instruments, deeds or writings shall stand modified and/or superseded by the foregoing provisions.

4.19 It is hereby clarified that all assets and liabilities of the Port Undertaking, which are set forth in the closing balance sheet of AEL as on the close of business hours on the date immediately preceding the Appointed Date, shall be transferred at values appearing in the books of account of AEL as on the Appointed Date..

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5. LEGAL PROCEEDINGS

5.1 Upon the coming into effect of this Scheme, all legal or other proceedings (including before any statutory or quasi-judicial authority or tribunal) by or against AEL, under any statute, whether pending on the Appointed Date, or which may be instituted any time in the future and in each case relating to the Port Undertaking shall be continued and enforced by or against APSEZ after the Effective Date. In the event that the legal proceedings referred to herein require AEL and APSEZ to be jointly treated as parties thereto, APSEZ shall be added as a party to such proceedings and shall prosecute and defend such proceedings in co-operation with AEL. In the event of any difference or difficulty in determining as to whether any specific legal or other proceedings relate to the Port Undertaking or not, a decision jointly taken by the Board of Directors of AEL and APSEZ in this regard, shall be conclusive evidence of the matter.

5.2 If proceedings are taken against AEL in respect of the matters referred to in clause 5.1 above, it shall defend the same in accordance with the advice of APSEZ and at the cost of APSEZ, and the latter shall reimburse and indemnify AEL against all the liabilities and obligations incurred by AEL in respect thereof.

5.3 APSEZ shall have all legal or other proceedings initiated by or against AEL with respect to the Port Undertaking, transferred into its name and to have the same continued, prosecuted and enforced by or against APSEZ to the exclusion of AEL.

6. CONTRACTS, DEEDS, ETC.

6.1 Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature in relation to the Port Undertaking to which AEL is a party or to the benefit of which AEL may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall be in full force and effect by or against or in favour of APSEZ, as the case may be, and may be enforced as fully and effectually as if, instead of AEL, APSEZ had been a party or beneficiary or obligee thereto.

6.2 Notwithstanding the fact that vesting of the Port Undertaking occurs by virtue of this Scheme itself, APSEZ may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement to which AEL is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. APSEZ will, if necessary, also be a party to the above. APSEZ shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of AEL and to carry out or perform all such formalities or compliances referred to above on the part of AEL to be carried out or performed.

7. SAVING OF CONCLUDED TRANSACTIONS

7.1 The transfer and vesting of the assets, liabilities and obligations of the Port Undertaking under clause 4 hereof and the continuance of the proceedings by or against APSEZ under clause 5 hereof shall not affect any transactions or

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proceedings already completed by AEL on or after the Appointed Date, to the end and intent that APSEZ accepts all acts, deeds and things done and executed by and/or on behalf of AEL as acts, deeds and things made, done and executed by and on behalf of APSEZ.

8. **EMPLOYEES**

8.1 Upon the coming into effect of this Scheme, all the employees relating to the Port Undertaking that were employed by AEL, immediately before the Effective Date, shall become employees of APSEZ without any break or interruption of service and with the benefit of continuity of service on terms and conditions which are not less favourable than the terms and conditions as were applicable to such employees relating to the Port Undertaking of AEL immediately prior to the demerger of the Port Undertaking.

8.2 APSEZ agrees that the service of all employees pertaining to the Port Undertaking with AEL up to the Effective Date shall be taken into account for the purpose of all retirement benefits to which they may be eligible in AEL up to the Effective Date. APSEZ further agrees that for the purpose of payment of any retrenchment compensation, gratuity or other terminal benefits, such past service with AEL, shall also be taken into account and agrees and undertakes to pay the same as and when payable.

8.3 Upon the coming into effect of this Scheme, APSEZ shall make all the necessary contributions for such transferred employees relating to the Port Undertaking, and deposit the same in provident fund, gratuity fund or superannuation fund or any other special fund or staff welfare scheme or any other special scheme. APSEZ will also file relevant intimations in respect of the Port Undertaking to the statutory authorities concerned who shall take the same on record and substitute the name of APSEZ for AEL.

8.4 In so far as the existing provident fund, gratuity fund and pension and /or superannuation fund/trusts, retirement funds or employees state insurance schemes or pension scheme or employee deposit linked insurance scheme or any other benefits, if any, created by AEL for employees of the Port Undertaking are concerned, such proportion of the funds, contributions to the funds or the scheme or the investments made into the funds relatable to the employees pertaining to the Port Undertaking as on the Effective Date, who are being transferred along with the Port Undertaking in terms of the Scheme, upon the coming into effect of this Scheme, shall be transferred to the necessary funds, schemes or trusts of APSEZ and till the time such necessary funds, schemes or trusts are created by APSEZ, all contribution shall continue to be made to the existing funds, schemes or trusts of AEL.

9. **BUSINESS AND PROPERTY IN TRUST AND CONDUCT OF THE PORT UNDERTAKING FOR APSEZ**

With effect from the Appointed Date and up to and including the Effective Date:

9.1 AEL shall be deemed to have been carrying on and to be carrying on all business and activities relating to the Port Undertaking and shall hold and stand possessed of and shall be deemed to hold and stand possessed of all the estates, assets, rights,

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title, interest, authorities, contracts, investments and strategic decisions of the Port Undertaking for and on account of, and in trust for APSEZ;

9.2 all profits and income accruing or arising to AEL from the Port Undertaking, and any cost, charges, losses and expenditure arising or incurred by it (including taxes, if any, accruing or paid in relation to any profits or income) relating to the Port Undertaking shall, for all purposes, be treated as and be deemed to be the profits income, losses or expenditure, as the case may be, of APSEZ;

9.3 any of the rights, powers, authorities, privileges, attached, related or pertaining to the Port Undertaking exercised by AEL shall be deemed to have been exercised by AEL for and on behalf of, and in trust for and as an agent of APSEZ. Similarly, any of the obligations, duties and commitments attached, related or pertaining to the Port Undertaking that have been undertaken or discharged by AEL shall be deemed to have been undertaken for and on behalf of and as an agent for APSEZ;

9.4 AEL undertakes that it will preserve and carry on the business of the Port Undertaking with reasonable diligence and business prudence and shall not undertake financial commitments or sell, transfer, alienate, charge, mortgage, or encumber the Port Undertaking or any part thereof or recruit new employees or conclude settlements with union or employees or undertake substantial expansion or change the general character or nature of the business of the Port Undertaking or any part thereof save and except in each case:

(a) if the same is in its ordinary course of business as carried on by it as on the date of filing this Scheme with the High Court; or

(b) if the same is expressly permitted by this Scheme; or

(c) if the prior written consent of the Board of Directors of APSEZ has been obtained.

9.5 AEL and/ or APSEZ shall be entitled, pending sanction of the Scheme, to apply to the Central/State Government(s), regulatory/local/administrative bodies and all other agencies, departments and authorities concerned as are necessary under any law for such consents, approvals and sanctions which APSEZ may require to carry on the business of the Port Undertaking.

10. TAX CREDITS

10.1 APSEZ will be the successor of AEL vis-à-vis the Port Undertaking. Hence, it will be deemed that the benefit of any tax credits whether central, state or local, availed vis-à-vis the Port Undertaking and the obligations, if any, for payment of taxes on any assets of the Port Undertaking or their erection and / or installation, etc. shall be deemed to have been availed by APSEZ or as the case may be deemed to be the obligations of APSEZ.

10.2 With effect from the Appointed Date and upon the Scheme being effective, all taxes, duties, cess receivable/payable by AEL relating to the Port Undertaking including all or any refunds/credit/claims/tax losses /unabsorbed depreciation relating thereto shall be treated as the asset/liability or refunds/credit/claims/tax losses /unabsorbed depreciation, as the case may be, of APSEZ.

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10.3 AEL and APSEZ are expressly permitted to revise their tax returns including tax deducted at source (TDS) certificates/ returns and to claim refunds, advance tax credits, excise and service tax credits, set off, etc., on the basis of the accounts of the Port Undertaking as vested with APSEZ upon the coming into effect of this Scheme.

11. CONSIDERATION

11.1 Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the Port Undertaking of AEL in APSEZ in terms of Part B of the Scheme, APSEZ shall, without any further act or deed, issue and allot equity shares to the equity shareholders of AEL whose names appear in the Register of Members of AEL, on a date (hereinafter referred to as **"Record Date"**) to be fixed in that behalf by the Board of Directors of AEL in consultation with APSEZ for the purpose of reckoning names of the equity shareholders of AEL, in the ratio of 14,123 (fourteen thousand one hundred twenty three) equity shares in APSEZ of Rs.2/- each credited as fully paid-up for every 10,000 (ten thousand) equity shares of Re.1/- each fully paid-up held by such equity shareholder in AEL.

11.2 The new equity shares issued, pursuant to clause 11.1 above, shall be issued and allotted in a dematerialized form to those equity shareholders who hold equity shares in AEL in dematerialized form, into the account with the depository participant in which the equity shares of AEL are held or such other account with the depository participant as is intimated by the equity shareholders of AEL to APSEZ before the Record Date. All those equity shareholders of AEL who hold equity shares of AEL in physical form shall also have the option to receive the new equity shares, as the case may be, in dematerialized form provided the details of their account with the depository participant are intimated in writing to APSEZ before the Record Date. In the event that APSEZ has received notice from any equity shareholder of AEL that equity shares are to be issued in physical form or if any equity shareholder has not provided the requisite details relating to his/her/its account with a depository participant or other confirmations as may be required or if the details furnished by any equity shareholder do not permit electronic credit of the shares of APSEZ, then APSEZ shall issue new equity shares of APSEZ, in accordance with clause 11.1, as the case may be, in physical form to such equity shareholder.

11.3 No fractional certificate(s) shall be issued by APSEZ in respect of any fractions which the equity shareholders of AEL may be entitled to on issue and allotment of new equity shares pursuant to clause 11.1 above. The Board of Directors of APSEZ shall instead, consolidate all such fractional entitlements and allot new equity shares in lieu thereof to a director or an officer of APSEZ or such other person(s) as the Board of Directors of APSEZ shall appoint in this regard who shall hold the new equity shares in trust on behalf of the equity shareholders entitled to such fractional entitlements with express understanding that such director or officer or person(s) shall sell the same in the market at such time or times and at such price or prices and to such person or persons, as it/he/they may deem fit, and pay to APSEZ the net sale proceeds thereof. Thereupon APSEZ shall distribute the net sale proceeds, after deduction of applicable taxes/duties/levies, if any, to the equity shareholders entitled in proportion to their respective fractional entitlements. In case the number of such new shares to be allotted to the director or officer or person(s) by virtue of consolidation of fractional entitlements is a fraction, one additional equity share will be issued in APSEZ to such director or officer or person(s).

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11.4 The new equity shares issued and allotted by APSEZ, in terms of clause 11.1 above, shall be subject to the provisions of the Memorandum and Articles of Association of APSEZ and shall rank pari passu in all respects with the then existing equity shares of APSEZ.

11.5 In the event of there being any pending share transfers, whether lodged or outstanding, of any equity shareholder of AEL, the Board of Directors of AEL shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer in AEL as if such changes in registered holder were operating as on the Record Date, in order to remove any difficulties arising to the transferor or transferee of equity shares in APSEZ issued by APSEZ upon the coming into effect of this Scheme.

11.6 Where the new equity shares of APSEZ are to be allotted, pursuant to clause 11.1 above, to heirs, executors or administrators or, as the case may be, to successors of deceased equity shareholders of AEL, the concerned heirs, executors, administrators or successors shall be obliged to produce evidence of title satisfactory to the Board of Directors of APSEZ.

11.7 The new equity shares to be issued by APSEZ, pursuant to clause 11.1 above, in respect of any equity shares of AEL which are held in abeyance under the provisions of Section 126 of the Companies Act, 2013 or otherwise shall, pending allotment or settlement of dispute by order of court or otherwise, be held in abeyance by APSEZ.

11.8 Approval of this Scheme by the equity shareholders of APSEZ shall be deemed to be the due compliance of the provisions of Section 81(1A) of the Act or Section 62 of the Companies Act, 2013 and other relevant and applicable provisions of the Act and Companies Act, 2013 for the issue and allotment of the new equity shares by APSEZ to the equity shareholders of AEL, as provided in this Scheme.

11.9 APSEZ shall, if and to the extent required to, apply for and obtain any approvals from the concerned regulatory authorities including the Reserve Bank of India, for the issue and allotment of new equity shares by APSEZ to the non-resident equity shareholders of AEL. APSEZ shall comply with the relevant and applicable rules and regulations including the provisions of Foreign Exchange Management Act, 1999, if any, to enable APSEZ to issue and allot new equity shares to the non-resident equity shareholders of AEL.

11.10 The new equity shares to be issued by APSEZ, in terms of clause 11.1 above, will be listed and/or admitted to trading on the BSE and NSE where the equity shares of AEL are listed and/or admitted to trading in terms of the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable regulations. APSEZ shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the aforesaid stock exchanges. On such formalities being fulfilled the said stock exchanges shall list and /or admit such new equity shares also for the purpose of trading. The new equity shares allotted by APSEZ, pursuant to clause 11.1 above, shall remain frozen in the depositories system till the listing / trading permission is given by the BSE and NSE.

11.11 The Port Undertaking has been duly valued by M/s. B S R & Associates LLP, an independent valuer. Further, JM Financial Institutional Securities Limited and Axis Capital Limited have provided a fairness opinion on fairness on the share entitlement

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ratio determined for the demerger and vesting of the Port Undertaking of AEL in APSEZ. The valuation report and the fairness opinion as aforesaid have been duly approved by the Board of Directors of AEL and APSEZ.

12. ACCOUNTING TREATMENT

ACCOUNTING TREATMENT IN THE BOOKS OF AEL:

12.1 The assets and the liabilities pertaining to the Port Undertaking of AEL being transferred to APSEZ shall be, at values appearing in the books of account of AEL as on the Appointed Date which are set forth in the closing balance sheet of AEL as of the close of business hours on the date immediately preceding the Appointed Date.

12.2 Upon the Scheme being effective, the inter-company balances, if any, appearing in the books of accounts of AEL pertaining to the Port Undertaking and APSEZ, shall stand cancelled.

12.3 The difference between the value of assets and value of liabilities of the Port Undertaking transferred pursuant to the Scheme shall be appropriated against Securities Premium Account and balance after appropriation, will be further appropriated against the General Reserve Account of AEL. The balances of the Securities Premium Account and General Reserve Account, as the case may be, shall stand reduced to that extent.

12.4 Upon the coming into effect of this Scheme, and upon the issue of shares by APSEZ to the equity shareholders of AEL, and cancellation of the shares of APSEZ as held by AEL, the amount of such investment in the books of AEL shall be written off against the Securities Premium Account.

12.5 The reduction, in the Securities Premium Account of AEL shall be effected as an integral part of the Scheme in accordance with the provisions of Section 52 of the Companies Act, 2013 read with Sections 100 to 103 of the Act and the order of the High Court sanctioning the Scheme shall be deemed to be also the order under Section 102 of the Act for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital, and the provisions of Section 101 of the Act will not be applicable. Notwithstanding the reduction as mentioned above, AEL shall not be required to add "and reduced" as a suffix to its name and AEL shall continue in its existing name.

ACCOUNTING TREATMENT IN THE BOOKS OF APSEZ:

12.6 Upon the coming into effect of this Scheme, APSEZ shall record the assets and liabilities of the Port Undertaking, transferred to and vested in APSEZ pursuant to this Scheme, at values appearing in the books of account of AEL as on the Appointed Date which are set forth in the closing balance sheet of AEL as on the close of business hours on the date immediately preceding the Appointed Date.

12.7 APSEZ shall credit to the Equity Share Capital Account in its books of accounts, the aggregate face value of the new equity shares issued and allotted to the equity shareholders of AEL as per clause 11.1 above.

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12.8 Upon the Scheme being effective, the inter-company balances, if any, appearing in the books of accounts of AEL pertaining to the Port Undertaking and APSEZ, shall stand cancelled.

12.9 Upon the Scheme being effective, the existing shareholding of AEL in APSEZ shall stand cancelled. Upon cancellation, APSEZ shall debit to its Equity Share Capital Account, the aggregate face value of existing equity shares held by AEL in APSEZ which stands cancelled hereof.

12.10 The difference being the excess of the Net Assets Value of the Port Undertaking, transferred to and recorded by APSEZ over the face value of the new equity shares allotted as per clause 12.7 above, after considering the adjustments mentioned in clause 12.8 above, shall be credited to General Reserve Account of APSEZ. The shortfall, if any, shall be debited to Goodwill Account of APSEZ. ("Net Assets Value" shall be computed as the value of assets less the value of liabilities of the Port Undertaking transferred by AEL and recorded in APSEZ in terms of clause 12.6).

12.11 The cancellation, as mentioned under clause 12.9 above, which amounts to reduction of share capital of APSEZ, shall be effected as an integral part of the Scheme itself in accordance with the provisions of Sections 100 to 103 of the Act and as the same does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital, the provisions of Section 101 are not applicable and the order of the High Court sanctioning the Scheme shall also be deemed to be an order under Section 102 of the Act confirming such reduction. Notwithstanding the reduction as mentioned above, APSEZ shall not be required to add "and reduced" as a suffix to its name and APSEZ shall continue in its existing name.

PART C

DEMERGER OF THE POWER UNDERTAKING OF AEL AND ITS VESTING IN APL

13. TRANSFER AND VESTING OF THE POWER UNDERTAKING

13.1 Upon the coming into effect of this Scheme and with effect from the Appointed Date and subject to the provisions of this scheme in relation to the mode of transfer and vesting, the Power Undertaking shall, without any further act, instrument, deed, matter or thing, be demerged from AEL and transferred to and vested in APL or be deemed to have been demerged from AEL, and transferred to and vested in APL as a going concern, so as to become as and from the Appointed Date, the estate, properties, assets, rights, claims, title, interests and authorities of APL, pursuant to Section 394(2) of the Act.

13.2 In respect of such of the assets of the Power Undertaking as are movable in nature and/or otherwise capable of transfer by manual or constructive delivery and/or by endorsement and delivery, the same shall stand transferred by AEL to APL upon the coming into effect of this Scheme pursuant to the provisions of Section 394 of the Act without requiring any deed or instrument of conveyance for transfer of the same, and shall become the property of APL as an integral part of the Power Undertaking.

13.3 In respect of assets other than those dealt with in clause 13.2 above, including but not limited to sundry debts, actionable claims, earnest monies, receivables, bills, credits, loans, advances and deposits with the Government, semi-Government, local and any other authorities and bodies and /or customers, if any, whether recoverable in cash or in kind or for value to be received, bank balances, etc. the same shall stand transferred to and vested in APL without any notice or other intimation to any person in pursuance of the provisions of Sections 391 to 394 read with other relevant provisions of the Act to the end and intent that the right of AEL to recover or realize the same stands transferred to APL. APL shall, at its sole discretion but without being obliged, give notice in such form as it may deem fit and proper, to such person, as the case may be, that the said debt, receivable, bill, credit, loan, advance or deposit stands transferred to and vested in APL and that appropriate modification should be made in their respective books/records to reflect the aforesaid changes.

13.4 Without prejudice to the generality of the foregoing, upon the coming into effect of this Scheme, all the rights, title, interest and claims of AEL in any leasehold/leave and licence/right of way properties of AEL in relation to the Power Undertaking, shall, pursuant to Section 394(2) of the Act, without any further act or deed, be transferred to and vested in or be deemed to have been transferred to or vested in APL on the same terms and conditions.

13.5 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is expressly clarified that upon the coming into effect of this Scheme, all permits, licenses, permissions, right of way, approvals, clearances, consents, benefits, registrations, entitlements, credits, certificates, power purchase agreements, tariff policies, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, issued to or granted to or executed in favour of AEL, and the rights and benefits under the same, in so far as they relate to the Power Undertaking and all quality certifications and approvals, trademarks, trade names, service marks, copy rights, domain names, designs, trade secrets, research and studies, technical knowhow and other intellectual properties and all other interests relating to the goods or services being dealt with by the Power Undertaking and the benefit of all statutory and regulatory permissions, environmental approvals and consents, registration or other licenses, and consents acquired by AEL in relation to the Power Undertaking shall be transferred to and vested in APL and the concerned licensors and grantors of such approvals, clearances, permissions, etc., shall endorse, where necessary, and record, in accordance with law, APL on such approvals, clearances, permissions so as to empower and facilitate the approval and vesting of the Power Undertaking of AEL in APL and continuation of operations pertaining to the Power Undertaking of AEL in APL without hindrance and that such approvals, clearances and permissions shall remain in full force and effect in favour of or against APL, as the case may be, and may be enforced as fully and effectually as if, instead of AEL , APL had been a party or beneficiary or obligee thereto.

13.6 In so far as various incentives, subsidies, exemptions, rehabilitation schemes, special status, service tax benefits, income tax holiday/benefit/losses and other benefits or exemptions or privileges enjoyed, granted by any Government body, regulatory authority, local authority or by any other person, or availed of by AEL are concerned, the same shall, without any further act or deed, in so far as they relate to Power Undertaking, vest with and be available to APL on the same terms and conditions as if the same had been allotted and/or granted and/or sanctioned and/or allowed to APL.

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13.7 All assets, estate, rights, title, interest and authorities acquired by AEL after the Appointed Date and prior to the Effective Date for operation of the Power Undertaking shall also stand transferred to and vested in APL upon the coming into effect of this Scheme.

13.8 Upon coming into effect of this Scheme, all debts, duties, obligations, and liabilities (including contingent liabilities) of AEL relating to the Power Undertaking shall without any further act, instrument or deed be and stand transferred to APL and shall thereupon become the debts, duties, obligations, and liabilities of APL which it undertakes to meet, discharge and satisfy to the exclusion of AEL and to keep AEL indemnified at all times from and against all such debts, duties, obligations and liabilities and from and against all actions, demands and proceedings in respect thereto. It shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, obligations, duties and liabilities have arisen in order to give effect to the provisions of this clause.

13.9 In so far as loans and borrowings of AEL are concerned, the loans and borrowings and such amounts pertaining to the general and multipurpose loans, and liabilities, if any, which are to be transferred to APL in terms of clause 13.8 hereof, being a part of the Power Undertaking shall, without any further act or deed, become loans and borrowings of APL, and all rights, powers, duties and obligations in relation thereto shall be and stand transferred to and vested in and shall be exercised by or against APL as if it had entered into such loans and incurred such borrowings.
Thus, the primary obligation to redeem or repay such liabilities shall be that of APL. However, without prejudice to such transfer of proportionate liability amount, if any, where considered necessary for the sake of convenience and towards facilitating single point creditor discharge, APL may discharge such liability (including accretions) by making payments on the respective due dates to AEL, which in turn shall make payments to the respective creditors.

13.10 Subject to clause 13.9 above, from the Effective Date, APL alone shall be liable to perform all obligations in respect of the liabilities of the Power Undertaking as the borrower/issuer thereof, and AEL shall not have any obligations in respect of the said liabilities.

13.11 Where any of the liabilities and obligations of AEL as on the Appointed Date deemed to be transferred to APL, have been discharged by AEL after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of APL and all liabilities and obligations incurred by AEL for the operations of the Power Undertaking after the Appointed Date and prior to the Effective Date shall be deemed to have been incurred for and on behalf of APL and to the extent of their outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to APL and shall become the liabilities and obligations of APL which shall meet, discharge and satisfy the same.

13.12 Any claims, liabilities or demands arising on account of the Power Undertaking of AEL which relates to the period prior to the Appointed Date but arises at any time after the Effective Date shall be entirely borne by APL. In the event that such liability is incurred by or such claim or demand is made upon AEL, then APL shall indemnify AEL for any payments made in relation to the same.

13.13 Subject to the other provisions of this Scheme, in so far as the assets of the Power Undertaking are concerned, the security, pledge, existing charges and mortgages,

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over such assets, to the extent they relate to any loans or borrowings of the Port Undertaking and/or Transmission Undertaking and/or Remaining Business of AEL shall, without any further act, instrument or deed be released and discharged from the same and shall no longer be available as security, pledge, charges and mortgages in relation to those liabilities of AEL which are not transferred to APL.

13.14 In so far as the assets of the Port Undertaking and/or Transmission Undertaking and/or Remaining Business of AEL are concerned, the security, pledge, existing charges and mortgages over such assets, to the extent they relate to any loans or borrowings of the Power Undertaking shall, without any further act, instrument or deed be released and discharged from such security, pledge, charges and mortgages. The absence of any formal amendment which may be required by a bank and/or financial institution in order to affect such release shall not affect the operation of this clause.

13.15 In so far as the existing security in respect of the loans of AEL and other liabilities relating to the Remaining Business of AEL are concerned, such security shall, without any furtner act, instrument or deed be continued with AEL only on the assets remaining with AEL.

13.16 Without any prejudice to the provisions of the foregoing clauses, AEL and APL shall enter into and execute such other deeds, instruments, documents and/or writings and/or do all acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the Registrar of Companies, Gujarat at Ahmedabad to give formal effect to the provisions of this clause and foregoing clauses, if required.

13.17 Upon the coming into effect of this Scheme, AEL alone shall be liable to perform all obligations in respect of all debts, liabilities, duties and obligations pertaining to the Remaining Business of AEL and APL shall not have any obligations in respect of the Remaining Business of AEL.

13.18 The foregoing provisions shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security documents; all of which instruments, deeds or writings shall stand modified and/or superseded by the foregoing provisions.

13.19 It is hereby clarified that all assets and liabilities of the Power Undertaking, which are set forth in the closing balance sheet of AEL as on the close of business hours on the date immediately preceding the Appointed Date, shall be transferred at values appearing in the books of account of AEL as on the Appointed Date.

14. LEGAL PROCEEDINGS

14.1 Upon the coming into effect of this Scheme, all legal or other proceedings (including before any statutory or quasi-judicial authority or tribunal) by or against AEL, under any statute, whether pending on the Appointed Date, or which may be instituted any time in the future and in each case relating to the Power Undertaking and shall be continued and enforced by or against APL after the Effective Date. In the event that the legal proceedings referred to herein require AEL and APL to be jointly treated as parties thereto, APL shall be added as a party to such proceedings and shall prosecute and defend such proceedings in co-operation with AEL. In the event of any difference or difficulty in determining as to whether any specific legal or other

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proceedings relate to the Power Undertaking or not, a decision jointly taken by the Board of Directors of AEL and APL in this regard, shall be conclusive evidence of the matter.

14.2 If proceedings are taken against AEL in respect of the matters referred to in clause 14.1 above, it shall defend the same in accordance with the advice of APL and at the cost of APL, and the latter shall reimburse and indemnify AEL against all the liabilities and obligations incurred by AEL in respect thereof.

14.3 APL shall have all legal or other proceedings initiated by or against AEL with respect to the Power Undertaking, transferred into its name and to have the same continued, prosecuted and enforced by or against APL to the exclusion of AEL.

15. CONTRACTS, DEEDS, ETC.

15.1 Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, power purchase agreements, schemes, arrangements and other instruments of whatsoever nature in relation to the Power Undertaking to which AEL is a party or to the benefit of which AEL may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall be in full force and effect by or against or in favour of APL, as the case may be, and may be enforced as fully and effectually as if, instead of AEL, APL had been a party or beneficiary or obligee thereto.

15.2 Notwithstanding the fact that vesting of the Power Undertaking occurs by virtue of this Scheme itself, APL may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement to which AEL is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. APL will, if necessary, also be a party to the above. APL shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of AEL and to carry out or perform all such formalities or compliances referred to above on the part of AEL to be carried out or performed.

16. SAVING OF CONCLUDED TRANSACTIONS

16.1 The transfer and vesting of the assets, liabilities and obligations of the Power Undertaking under clause 13 and the continuance of the proceedings by or against APL under clause 14 hereof shall not affect any transactions or proceedings already completed by AEL on or after the Appointed Date to the end and intent that, APL accepts all acts, deeds and things done and executed by and/or on behalf of AEL as acts, deeds and things made, done and executed by and on behalf of APL.

17. EMPLOYEES

17.1 Upon the coming into effect of this Scheme, all the employees relating to the Power Undertaking that were employed by AEL, immediately before the Effective Date, shall become employees of APL without any break or interruption of service and with the benefit of continuity of service on terms and conditions which are not less favourable than the terms and conditions as were applicable to such employees relating to the Power Undertaking of AEL immediately prior to the demerger of the Power Undertaking.

17.2 APL agrees that the service of all employees pertaining to the Power Undertaking with AEL up to the Effective Date shall be taken into account for the purpose of all retirement benefits to which they may be eligible in AEL up to the Effective Date. APL further agrees that for the purpose of payment of any retrenchment compensation, gratuity or other terminal benefits, such past service with AEL, shall also be taken into account and agrees and undertakes to pay the same as and when payable.

17.3 Upon the coming into effect of this Scheme, APL shall make all the necessary contributions for such transferred employees relating to the Power Undertaking, and deposit the same in provident fund, gratuity fund or superannuation fund or any other special fund or staff welfare scheme or any other special scheme. APL will also file relevant intimations in respect of the Power Undertaking to the statutory authorities concerned who shall take the same on record and substitute the name of APL for AEL.

17.4 In so far as the existing provident fund, gratuity fund and pension and /or superannuation fund/trusts, retirement funds or employees state insurance schemes or pension scheme or employee deposit linked insurance scheme or any other benefits, if any, created by AEL for employees of the Power Undertaking are concerned, such proportion of the funds, contributions to the funds or the scheme or the investments made into the funds relatable to the employees pertaining to the Power Undertaking as on the Effective Date, who are being transferred along with the Power Undertaking in terms of the Scheme, upon the coming into effect of this Scheme, shall be transferred to the necessary funds, schemes or trusts of APL and till the time such necessary funds, schemes or trusts are created by APL, all contribution shall continue to be made to the existing funds, schemes or trusts of AEL.

18. BUSINESS AND PROPERTY IN TRUST AND CONDUCT OF THE POWER UNDERTAKING FOR APL

With effect from the Appointed Date and up to and including the Effective Date:

18.1 AEL shall be deemed to have been carrying on and to be carrying on all business and activities relating to the Power Undertaking and shall hold and stand possessed of and shall be deemed to hold and stand possessed of all the estates, assets, rights, title, interest, authorities, contracts, investments and strategic decisions of the Power Undertaking for and on account of, and in trust for, APL;

18.2 all profits and income accruing or arising to AEL from the Power Undertaking, and any cost, charges, losses and expenditure arising or incurred by it (including taxes, if any, accruing or paid in relation to any profits or income) relating to the Power Undertaking shall, for all purposes, be treated as and be deemed to be the profits income, losses or expenditure, as the case may be, of APL;

18.3 any of the rights, powers, authorities, privileges, attached, related or pertaining to the Power Undertaking exercised by AEL shall be deemed to have been exercised by AEL for and on behalf of, and in trust for and as an agent of APL. Similarly, any of the obligations, duties and commitments attached, related or pertaining to the Power

Undertaking that have been undertaken or discharged by AEL shall be deemed to have been undertaken for and on behalf of and as an agent for APL.

18.4 AEL undertakes that it will preserve and carry on the business of the Power Undertaking with reasonable diligence and business prudence and shall not undertake financial commitments or sell, transfer, alienate, charge, mortgage, or encumber the Power Undertaking or any part thereof or recruit new employees or conclude settlements with union or employees without the concurrence of APL or undertake substantial expansion or change the general character or nature of the business of the Power Undertaking or any part thereof save and except in each case:

(a) if the same is in its ordinary course of business as carried on by it as on the date of filing this Scheme with the High Court; or

(b) if the same is expressly permitted by this Scheme; or

(c) if the prior written consent of the Board of Directors of APL has been obtained.

18.5 AEL and/or APL shall be entitled, pending sanction of the Scheme, to apply to the Central/State Government(s), regulatory/local/administrative bodies and all other agencies, departments and authorities concerned as are necessary under any law for such consents, approvals and sanctions which APL may require to carry on the business of the Power Undertaking.

19. TAX CREDITS

19.1 APL will be the successor of AEL vis-à-vis the Power Undertaking. Hence, it will be deemed that the benefit of any tax credits whether central, state or local, availed vis-à-vis the Power Undertaking and the obligations if any for payment of the tax on any assets of the Power Undertaking or their erection and / or installation, etc. shall be deemed to have been availed by APL or as the case may be deemed to be the obligations of APL.

19.2 With effect from the Appointed Date and upon the Scheme being effective, all taxes, duties, cess receivable/ payable by AEL relating to the Power Undertaking including all or any refunds/credit/claims/tax losses /unabsorbed depreciation relating thereto shall be treated as the asset/liability or refunds/credit/claims/tax losses /unabsorbed depreciation, as the case may be, of APL.

19.3 AEL and APL are expressly permitted to revise their tax returns including tax deducted at source (TDS) certificates/ returns and to claim refunds, advance tax credits, excise and service tax credits, set off, etc., on the basis of the accounts of the Power Undertaking as vested with APL upon the coming into effect of this Scheme.

20. CONSIDERATION

20.1 Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the Power Undertaking of AEL in APL in terms of Part C of the Scheme, APL shall, without any further act or deed, issue and allot equity shares to the equity shareholders of AEL whose names appear in the Register of Members of AEL, on a

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date (hereinafter referred to as **"Record Date"**) to be fixed in that behalf by the Board of Directors of AEL in consultation with APL for the purpose of reckoning names of the equity shareholders of AEL, in the ratio of 18,596 (eighteen thousand five hundred ninety six) equity shares in APL of Rs.10/- each credited as fully paid-up for every 10,000 (ten thousand) equity shares of Re.1/- each fully paid-up held by such equity shareholder in AEL.

20.2 The new equity shares issued, pursuant to clause 20.1 above, shall be issued and allotted in a dematerialized form to those equity shareholders who hold equity shares in AEL in dematerialized form, into the account with the depository participant in which the equity shares of AEL are held or such other account with the depository participant as is intimated by the equity shareholders of AEL to APL before the Record Date. All those equity shareholders of AEL who hold equity shares of AEL in physical form shall also have the option to receive the new equity shares, as the case may be, in dematerialized form provided the details of their account with the depository participant are intimated in writing to APL before the Record Date. In the event that APL has received notice from any equity shareholder of AEL that equity shares are to be issued in physical form or if any equity shareholder has not provided the requisite details relating to his/her/its account with a depository participant or other confirmations as may be required or if the details furnished by any equity shareholder do not permit electronic credit of the shares of APL, then APL shall issue new equity shares of APL in accordance with clause 20.1 as the case may be, in physical form to such equity shareholder.

20.3 No fractional certificate(s) shall be issued by APL in respect of any fractions which the equity shareholders of AEL may be entitled to on issue and allotment of new equity shares pursuant to clause 20.1 above. The Board of Directors of APL shall instead, consolidate all such fractional entitlements and allot new equity shares in lieu thereof to a director or an officer of APL or such other person(s) as the Board of Directors of APL shall appoint in this regard who shall hold the new equity shares in trust on behalf of the equity shareholders entitled to such fractional entitlements with express understanding that such director or officer or person(s) shall sell the same in the market at such time or times and at such price or prices and to such person or persons, as it/he/they may deem fit, and pay to APL the net sale proceeds thereof. Thereupon APL shall distribute the net sale proceeds, after deduction of applicable taxes/duties/levies, if any, to the equity shareholders entitled in proportion to their respective fractional entitlements. In case the number of such new shares to be allotted to the director or officer or person(s) by virtue of consolidation of fractional entitlements is a fraction, one additional equity share will be issued in APL to such director or officer or person(s).

20.4 The new equity shares issued and allotted by APL, in terms of clause 20.1 above, shall be subject to the provisions of the Memorandum and Articles of Association of APL and shall rank pari passu in all respects with the then existing equity shares of APL.

20.5 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of AEL, the Board of Directors of AEL shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer in AEL as if such changes in registered holder were operating as on the Record Date, in order to remove any difficulties arising to the transferor or transferee of equity shares in APL issued by APL upon the coming into effect of this Scheme.

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20.6 Where the new equity shares of APL are to be allotted, pursuant to clause 20.1 above, to heirs, executors or administrators or, as the case may be, to successors of deceased equity shareholders of AEL, the concerned heirs, executors, administrators or successors shall be obliged to produce evidence of title satisfactory to the Board of Directors of APL.

20.7 The new equity shares to be issued by APL, pursuant to clause 20.1 above, in respect of any equity shares of AEL which are held in abeyance under the provisions of Section 126 of the Companies Act, 2013 or otherwise shall, pending allotment or settlement of dispute by order of court or otherwise, be held in abeyance by APL.

20.8 Approval of this Scheme by the equity shareholders of APL shall be deemed to be the due compliance of the provisions of Section 81(1A) of the Act or Section 62 of the Companies Act, 2013 and other relevant and applicable provisions of the Act and Companies Act, 2013 for the issue and allotment of the new equity shares by APL to the equity shareholders of AEL, as provided in this Scheme.

20.9 APL shall, if and to the extent required to, apply for and obtain any approvals from the concerned regulatory authorities including the Reserve Bank of India, for the issue and allotment of new equity shares by APL to the non-resident equity shareholders of AEL. APL shall comply with the relevant and applicable rules and regulations including the provisions of Foreign Exchange Management Act, 1999, if any, to enable APL to issue and allot new equity shares to the non-resident equity shareholders of AEL.

20.10 The new equity shares to be issued by APL, in terms of clause 20.1 above, will be listed and/or admitted to trading on the BSE and NSE where the equity shares of AEL are listed and/or admitted to trading in terms of the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable regulations. APL shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the aforesaid stock exchanges. On such formalities being fulfilled the said stock exchanges shall list and /or admit such new equity shares also for the purpose of trading. The new equity shares allotted by APL, pursuant to clause 20.1 above, shall remain frozen in the depositories system till the listing / trading permission is given by the BSE and NSE.

20.11 The Power Undertaking has been duly valued by M/s. B S R & Associates LLP, an independent valuer. Further, JM Financial Institutional Securities Limited and Axis Capital Limited have provided a fairness opinion on fairness on the share entitlement ratio determined for the demerger and vesting of the Power Undertaking of AEL in APL. The valuation report and the fairness opinion as aforesaid have been duly approved by the Board of Directors of AEL and APL.

21. ACCOUNTING TREATMENT

ACCOUNTING TREATMENT IN THE BOOKS OF AEL:

21.1 The assets and the liabilities pertaining to the Power Undertaking of AEL being transferred to APL shall be, at values appearing in the books of account of AEL as on

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the Appointed Date which are set forth in the closing balance sheet of AEL as of the close of business hours on the date immediately preceding the Appointed Date.

21.2 Upon the Scheme being effective, the inter-company balances, if any, appearing in the books of accounts of AEL pertaining to the Power Undertaking and APL, shall stand cancelled.

21.3 The difference between the value of assets and value of liabilities of the Power Undertaking transferred pursuant to the Scheme shall be appropriated against Securities Premium Account and balance after appropriation, will be further appropriated against the General Reserve Account of AEL. The balances of the Securities Premium Account and General Reserve Account, as the case may be, shall stand reduced to that extent.

21.4 Upon the coming into effect of this Scheme, and upon the issue of shares by APL to the equity shareholders of AEL, and cancellation of the shares of APL as held by AEL, the amount of such investment in the books of AEL shall be written off against the Securities Premium Account.

21.5 The reduction in the Securities Premium Account of AEL shall be effected as an integral part of the Scheme in accordance with the provisions of Section 52 of the Companies Act, 2013 read with Sections 100 to 103 of the Act and the order of the High Court sanctioning the Scheme shall be deemed to be also the order under Section 102 of the Act for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital, and the provisions of Section 101 of the Act will not be applicable. Notwithstanding the reduction as mentioned above, AEL shall not be required to add "and reduced" as a suffix to its name and AEL shall continue in its existing name.

ACCOUNTING TREATMENT IN THE BOOKS OF APL:

21.6 Upon the coming into effect of this Scheme, APL shall record the assets and liabilities of the Power Undertaking transferred to and vested in APL pursuant to this Scheme, at values appearing in the books of account of AEL as on the Appointed Date which are set forth in the closing balance sheet of AEL as on the close of business hours on the date immediately preceding the Appointed Date.

21.7 APL shall credit to the Equity Share Capital Account in its books of accounts, the aggregate face value of the new equity shares issued and allotted to the equity shareholders of AEL as per clause 20.1 above.

21.8 Upon the Scheme being effective, the inter-company balances, if any, appearing in the books of accounts of AEL pertaining to the Power Undertaking and APL, shall stand cancelled.

21.9 Upon the Scheme being effective, the existing shareholding of AEL in APL shall stand cancelled. Upon cancellation, APL shall debit to its Equity Share Capital Account, the aggregate face value of existing equity shares held by AEL in APL which stands cancelled hereof.

21.10 The difference being the excess of the Net Assets Value of the Power Undertaking, transferred to and recorded by APL over the face value of the new equity shares

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allotted as per clause 21.7 above, after considering the adjustments mentioned in clause 21.8 above, shall be credited to General Reserve Account of APL. The shortfall, if any, shall be debited to Goodwill Account of APL. ("Net Assets Value" shall be computed as the value of assets less the value of liabilities of the Power Undertaking transferred by AEL and recorded in APL in terms of clause 21.6).

21.11 The cancellation, as mentioned under clause 21.9 above, which amounts to reduction of share capital of APL, shall be effected as an integral part of the Scheme itself in accordance with the provisions of Sections 100 to 103 of the Act and as the same does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital, the provisions of Section 101 are not applicable and the order of the High Court sanctioning the Scheme shall also be deemed to be an order under Section 102 of the Act confirming such reduction. Notwithstanding the reduction as mentioned above, APL shall not be required to add "and reduced" as a suffix to its name and APL shall continue in its existing name.

PART D

DEMERGER OF THE TRANSMISSION UNDERTAKING OF AEL AND ITS VESTING IN ATL

22. TRANSFER AND VESTING OF THE TRANSMISSION UNDERTAKING

22.1 Upon the coming into effect of this Scheme and with effect from the Appointed Date and subject to the provisions of this scheme in relation to the mode of transfer and vesting, the Transmission Undertaking shall, without any further act, instrument, deed, matter or thing, be demerged from AEL and transferred to and vested in ATL or be deemed to have been demerged from AEL, and transferred to and vested in ATL as a going concern, so as to become as and from the Appointed Date, the estate, properties, assets, rights, claims, title, interests and authorities of ATL, pursuant to Section 394(2) of the Act.

22.2 In respect of such of the assets of the Transmission Undertaking as are movable in nature and/or otherwise capable of transfer by manual or constructive delivery and/or by endorsement and delivery, the same shall stand transferred by AEL to ATL upon the coming into effect of this Scheme pursuant to the provisions of Section 394 of the Act without requiring any deed or instrument of conveyance for transfer of the same, and shall become the property of ATL as an integral part of the Transmission Undertaking.

22.3 In respect of assets other than those dealt with in clause 22.2 above, including but not limited to sundry debts, actionable claims, earnest monies, receivables, bills, credits, loans, advances and deposits with the Government, semi-Government, local and any other authorities and bodies and /or customers, if any, whether recoverable in cash or in kind or for value to be received, bank balances, etc. the same shall stand transferred to and vested in ATL without any notice or other intimation to any person in pursuance of the provisions of Sections 391 to 394 read with other relevant provisions of the Act to the end and intent that the right of AEL to recover or realize the same stands transferred to ATL. ATL shall, at its sole discretion but without being obliged, give notice in such form as it may deem fit and proper, to such person, as

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the case may be, that the said debt, receivable, bill, credit, loan, advance or deposit stands transferred to and vested in ATL and that appropriate modification should be made in their respective books/records to reflect the aforesaid changes.

22.4 Without prejudice to the generality of the foregoing, upon the coming into effect of this Scheme, all the rights, title, interest and claims of AEL in any leasehold/leave and licence/right of way properties of AEL, if any, in relation to the Transmission Undertaking, shall, pursuant to Section 394(2) of the Act, without any further act or deed, be transferred to and vested in or be deemed to have been transferred to or vested in ATL on the same terms and conditions.

22.5 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is expressly clarified that upon the coming into effect of this Scheme, all permits, licenses, permissions, right of way, approvals, clearances, consents, benefits, registrations, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, issued to or granted to or executed in favour of AEL, and the rights and benefits under the same, in so far as they relate to the Transmission Undertaking and all quality certifications and approvals, trademarks, trade names, service marks, copy rights, domain names, designs, trade secrets, research and studies, technical knowhow and other intellectual properties and all other interests relating to the goods or services being dealt with by the Transmission Undertaking and the benefit of all statutory and regulatory permissions, environmental approvals and consents, registration or other licenses, and consents acquired by AEL in relation to the Transmission Undertaking shall be transferred to and vested in ATL and the concerned licensors and grantors of such approvals, clearances, permissions, etc., shall endorse, where necessary, and record, in accordance with law, ATL on such approvals, clearances, permissions so as to empower and facilitate the approval and vesting of the Transmission Undertaking of AEL in ATL and continuation of operations pertaining to the Transmission Undertaking of AEL in ATL without hindrance and that such approvals, clearances and permissions shall remain in full force and effect in favour of or against ATL, as the case may be, and may be enforced as fully and effectually as if, instead of AEL , ATL had been a party or beneficiary or obligee thereto.

22.6 In so far as various incentives, subsidies, exemptions, rehabilitation schemes, special status, service tax benefits, income tax holiday/benefit/losses and other benefits or exemptions or privileges enjoyed, granted by any Government body, regulatory authority, local authority or by any other person, or availed of by AEL are concerned, the same shall, without any further act or deed, in so far as they relate to the Transmission Undertaking, vest with and be available to ATL on the same terms and conditions as if the same had been allotted and/or granted and/or sanctioned and/or allowed to ATL.

22.7 All assets, estate, rights, title, interest and authorities acquired by AEL after the Appointed Date and prior to the Effective Date for operation of the Transmission Undertaking shall also stand transferred to and vested in ATL upon the coming into effect of this Scheme.

22.8 Upon the coming into effect of this Scheme, all debts, duties obligations and liabilities (including contingent liabilities) of AEL relating to the Transmission Undertaking shall without any further act, instrument or deed be and stand transferred to ATL and shall thereupon become the debts, duties, obligations, and liabilities of ATL which it undertakes to meet, discharge and satisfy to the exclusion of AEL and to keep AEL indemnified at all times from and against all such debts, duties, obligations and

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liabilities and from and against all actions, demands and proceedings in respect thereto. It shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, obligations, duties and liabilities have arisen in order to give effect to the provisions of this clause.

22.9 In so far as loans and borrowings of AEL are concerned, the loans and borrowings and such amounts pertaining to the general and multipurpose loans, and liabilities, if any, which are to be transferred to ATL in terms of clause 22.8 above, being a part of the Transmission Undertaking shall, without any further act or deed, become loans and borrowings of ATL, and all rights, powers, duties and obligations in relation thereto shall be and stand transferred to and vested in and shall be exercised by or against ATL as if it had entered into such loans and incurred such borrowings.

Thus, the primary obligation to redeem or repay such liabilities shall be that of ATL. However, without prejudice to such transfer of proportionate liability amount, if any, where considered necessary for the sake of convenience and towards facilitating single point creditor discharge, ATL may discharge such liability (including accretions) by making payments on the respective due dates to AEL, which in turn shall make payments to the respective creditors.

22.10 Subject to clause 22.9 above, from the Effective Date, ATL alone shall be liable to perform all obligations in respect of the liabilities of the Transmission Undertaking as the borrower/issuer thereof, and AEL shall not have any obligations in respect of the said liabilities.

22.11 Where any of the liabilities and obligations of AEL as on the Appointed Date deemed to be transferred to ATL, have been discharged by AEL after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of ATL and all liabilities and obligations incurred by AEL for the operations of the Transmission Undertaking after the Appointed Date and prior to the Effective Date shall be deemed to have been incurred for and on behalf of ATL and to the extent of their outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to ATL and shall become the liabilities and obligations of ATL which shall meet, discharge and satisfy the same.

22.12 Any claims, liabilities or demands arising on account of the Transmission Undertaking of AEL which relates to the period prior to the Appointed Date but arises at any time after the Effective Date shall be entirely borne by ATL. In the event that such liability is incurred by or such claim or demand is made upon AEL, then ATL shall indemnify AEL for any payments made in relation to the same.

22.13 Subject to the other provisions of this Scheme, in so far as the assets of the Transmission Undertaking are concerned, the security, pledge, existing charges and mortgages, over such assets, to the extent they relate to any loans or borrowings of the Port Undertaking and/or Power Undertaking and/or Remaining Business of AEL shall, without any further act, instrument or deed be released and discharged from the same and shall no longer be available as security, pledge, charges and mortgages in relation to those liabilities of AEL which are not transferred to ATL.

22.14 In so far as the assets of the Port Undertaking and/or Power Undertaking and/or Remaining Business of AEL are concerned, the security, pledge, existing charges and mortgages over such assets, to the extent they relate to any loans or borrowings of the Transmission Undertaking shall, without any further act, instrument or deed be

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released and discharged from such security, pledge, charges and mortgages. The absence of any formal amendment which may be required by a bank and/or financial institution in order to affect such release shall not affect the operation of this clause.

22.15 In so far as the existing security in respect of the loans of AEL and other liabilities relating to the Remaining Business of AEL are concerned, such security shall, without any further act, instrument or deed be continued with AEL only on the assets remaining with AEL.

22.16 Without any prejudice to the provisions of the foregoing clauses, AEL and ATL shall enter into and execute such other deeds, instruments, documents and/or writings and/or do all acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the Registrar of Companies, Gujarat at Ahmedabad to give formal effect to the provisions of this clause and foregoing clauses, if required.

22.17 Upon the coming into effect of this Scheme, AEL alone shall be liable to perform all obligations in respect of all debts, liabilities, duties and obligations pertaining to the Remaining Business of AEL and ATL shall not have any obligations in respect of the Remaining Business of AEL.

22.18 The foregoing provisions shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security documents; all of which instruments, deeds or writings shall stand modified and/or superseded by the foregoing provisions.

22.19 It is hereby clarified that all assets and liabilities of the Transmission Undertaking, which are set forth in the closing balance sheet of AEL as on the close of business hours on the date immediately preceding the Appointed Date, shall be transferred at values appearing in the books of account of AEL as on the Appointed Date.

23. LEGAL PROCEEDINGS

23.1 Upon the coming into effect of this Scheme, all legal or other proceedings (including before any statutory or quasi-judicial authority or tribunal) by or against AEL , under any statute, whether pending on the Appointed Date, or which may be instituted any time in the future and in each case relating to the Transmission Undertaking and shall be continued and enforced by or against ATL after the Effective Date. In the event that the legal proceedings referred to herein require AEL and ATL to be jointly treated as parties thereto, ATL shall be added as a party to such proceedings and shall prosecute and defend such proceedings in co-operation with AEL. In the event of any difference or difficulty in determining as to whether any specific legal or other proceedings relate to the Transmission Undertaking or not, a decision jointly taken by the Board of Directors of AEL and ATL in this regard, shall be conclusive evidence of the matter.

23.2 If proceedings are taken against AEL in respect of the matters referred to in clause 23.1 above, it shall defend the same in accordance with the advice of ATL and at the cost of ATL, and the latter shall reimburse and indemnify AEL against all the liabilities and obligations incurred by AEL in respect thereof.

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23.3 ATL shall have all legal or other proceedings initiated by or against AEL with respect to the Transmission Undertaking, transferred into its name and to have the same continued, prosecuted and enforced by or against ATL to the exclusion of AEL.

24. CONTRACTS, DEEDS, ETC.

24.1 Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature in relation to the Transmission Undertaking to which AEL is a party or to the benefit of which AEL may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall be in full force and effect by or against or in favour of, as the case may be, and may be enforced as fully and effectually as if, instead of AEL, ATL had been a party or beneficiary or obligee thereto.

24.2 Notwithstanding the fact that vesting of the Transmission Undertaking occurs by virtue of this Scheme itself, ATL may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement to which AEL is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. ATL will, if necessary, also be a party to the above. ATL shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of AEL and to carry out or perform all such formalities or compliances referred to above on the part of AEL to be carried out or performed.

25. SAVING OF CONCLUDED TRANSACTIONS

25.1 The transfer and vesting of the assets, liabilities and obligations of the Transmission Undertaking under clause 22 hereof and the continuance of the proceedings by or against ATL under clause 23 hereof shall not affect any transactions or proceedings already completed by AEL on or after the Appointed Date, to the end and intent that, ATL accepts all acts, deeds and things done and executed by and/or on behalf of AEL as acts, deeds and things made, done and executed by and on behalf of ATL.

26. EMPLOYEES

26.1 Upon the coming into effect of this Scheme, all the employees relating to the Transmission Undertaking that were employed by AEL, immediately before the Effective Date, shall become employees of ATL without any break or interruption of service and with the benefit of continuity of service on terms and conditions which are not less favourable than the terms and conditions as were applicable to such employees relating to the Transmission Undertaking of AEL immediately prior to the demerger of the Transmission Undertaking.

26.2 ATL agrees that the service of all employees pertaining to the Transmission Undertaking with AEL up to the Effective Date shall be taken into account for the purpose of all retirement benefits to which they may be eligible in AEL up to the Effective Date. ATL further agrees that for the purpose of payment of any retrenchment compensation, gratuity or other terminal benefits, such past service

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with AEL, shall also be taken into account and agrees and undertakes to pay the same as and when payable.

26.3 Upon the coming into effect of this Scheme, ATL shall make all the necessary contributions for such transferred employees relating to the Transmission Undertaking, and deposit the same in provident fund, gratuity fund or superannuation fund or any other special fund or staff welfare scheme or any other special scheme. ATL will also file relevant intimations in respect of the Transmission Undertaking to the statutory authorities concerned who shall take the same on record and substitute the name of ATL for AEL.

26.4 In so far as the existing provident fund, gratuity fund and pension and/or superannuation fund/trusts, retirement funds or employees state insurance schemes or pension scheme or employee deposit linked insurance scheme or any other benefits, if any, created by AEL for employees of the Transmission Undertaking are concerned, such proportion of the funds, contributions to the funds or the scheme or the investments made into the funds relatable to the employees pertaining to the Transmission Undertaking as on the Effective Date, who are being transferred along with the Transmission Undertaking in terms of the Scheme, upon the coming into effect of this Scheme, shall be transferred to the necessary funds, schemes or trusts of ATL and till the time such necessary funds, schemes or trusts are created by ATL, all contribution shall continue to be made to the existing funds, schemes or trusts of AEL.

27. BUSINESS AND PROPERTY IN TRUST AND CONDUCT OF THE TRANSMISSION UNDERTAKING FOR ATL

With effect from the Appointed Date and up to and including the Effective Date:

27.1 AEL shall be deemed to have been carrying on and to be carrying on all business and activities relating to the Transmission Undertaking and shall hold and stand possessed of and shall be deemed to hold and stand possessed of all the estates, assets, rights, title, interest, authorities, contracts, investments and strategic decisions of the Transmission Undertaking for and on account of, and in trust for, ATL;

27.2 all profits and income accruing or arising to AEL from the Transmission Undertaking, and any cost, charges, losses and expenditure arising or incurred by it (including taxes, if any, accruing or paid in relation to any profits or income) relating to the Transmission Undertaking shall, for all purposes, be treated as and be deemed to be the profits income, losses or expenditure, as the case may be, of ATL;

27.3 any of the rights, powers, authorities, privileges, attached, related or pertaining to the Transmission Undertaking exercised by AEL shall be deemed to have been exercised by AEL for and on behalf of, and in trust for and as an agent of ATL. Similarly, any of the obligations, duties and commitments attached, related or pertaining to the Transmission Undertaking that have been undertaken or discharged by AEL shall be deemed to have been undertaken for and on behalf of and as an agent for ATL;

27.4 AEL undertakes that it will preserve and carry on the business of the Transmission Undertaking with reasonable diligence and business prudence and shall not undertake financial commitments or sell, transfer, alienate, charge, mortgage, or

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encumber the Transmission Undertaking or any part thereof or recruit new employees or conclude settlements with union or employees or undertake substantial expansion or change the general character or nature of the business of the Transmission Undertaking or any part thereof save and except in each case:

(a) if the same is in its ordinary course of business as carried on by it as on the date of filing this Scheme with the High Court; or

(b) if the same is expressly permitted by this Scheme; or

(c) if the prior written consent of the Board of Directors of ATL has been obtained.

27.5 AEL and/or ATL shall be entitled, pending sanction of the Scheme, to apply to the Central/State Government(s), regulatory/local/administrative bodies and all other agencies, departments and authorities concerned as are necessary under any law for such consents, approvals and sanctions which ATL may require to carry on the business of the Transmission Undertaking.

28. TAX CREDITS

28.1 ATL will be the successor of AEL vis-à-vis the Transmission Undertaking. Hence, it will be deemed that the benefit of any tax credits whether central, state or local, avail vis-a-vis the Transmission Undertaking and the obligations if any for payment of the tax on any assets of the Transmission Undertaking or their erection and / or installation, etc. shall be deemed to have been availed by ATL or as the case may be deemed to be the obligations of ATL.

28.2 With effect from the Appointed Date and upon the Scheme being effective, all taxes, duties, cess receivable/ payable by AEL relating to the Transmission Undertaking including all or any refunds/credit/claims/tax losses /unabsorbed depreciation relating thereto shall be treated as the asset/liability or refunds/credit/claims/tax losses /unabsorbed depreciation, as the case may be, of ATL.

28.3 AEL and ATL are expressly permitted to revise their tax returns including tax deducted at source (TDS) certificates/ returns and to claim refunds, advance tax credits, excise and service tax credits, set off, etc., on the basis of the accounts of the Transmission Undertaking as vested with ATL upon the coming into effect of this Scheme.

29. CONSIDERATION

29.1 Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the Transmission Undertaking of AEL in ATL in terms of Part D of the Scheme, ATL shall, without any further act or deed, issue and allot equity shares to the equity shareholders of AEL whose names appear in the Register of Members of AEL, on a date (hereinafter referred to as **"Record Date"**) to be fixed in that behalf by the Board of Directors of AEL in consultation with ATL for the purpose of reckoning names of the equity shareholders of AEL, in the ratio of 1 (one) equity share in ATL of Rs.10/- each credited as fully paid-up for every 1 (one) equity share of Re.1/- each fully paid-up held by such equity shareholder in AEL.

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29.2 The new equity shares issued pursuant to clause 29.1 above shall be issued and allotted in a dematerialized form to those equity shareholders who hold equity shares in AEL in dematerialized form, into the account with the depository participant in which the equity shares of AEL are held or such other account with the depository participant as is intimated by the equity shareholders of AEL to ATL before the Record Date. All those equity shareholders of AEL who hold equity shares of AEL in physical form shall also have the option to receive the new equity shares, as the case may be, in dematerialized form provided the details of their account with the depository participant are intimated in writing to ATL before the Record Date. In the event that ATL has received notice from any equity shareholder of AEL that equity shares are to be issued in physical form or if any equity shareholder has not provided the requisite details relating to his/her/its account with a depository participant or other confirmations as may be required or if the details furnished by any equity shareholder do not permit electronic credit of the shares of ATL, then ATL shall issue new equity shares of ATL in accordance with clause 29.1 as the case may be, in physical form to such equity shareholder.

29.3 No fractional certificate(s) shall be issued by ATL in respect of any fractions which the equity shareholders of AEL may be entitled to on issue and allotment of new equity shares pursuant to clause 29.1 above. The Board of Directors of ATL shall instead, consolidate all such fractional entitlements and allot new equity shares in lieu thereof to a director or an officer of ATL or such other person(s) as the Board of Directors of ATL shall appoint in this regard who shall hold the new equity shares in trust on behalf of the equity shareholders entitled to such fractional entitlements with express understanding that such director or officer or person(s) shall sell the same in the market at such time or times and at such price or prices and to such person or persons, as it/he/they may deem fit, and pay to ATL the net sale proceeds thereof. Thereupon ATL shall distribute the net sale proceeds, after deduction of applicable taxes/duties/levies, if any, to the equity shareholders entitled in proportion to their respective fractional entitlements. In case the number of such new shares to be allotted to the director or officer or person(s) by virtue of consolidation of fractional entitlements is a fraction, one additional equity share will be issued in ATL to such director or officer or person(s).

29.4 The new equity shares issued and allotted by ATL, in terms of clause 29.1 above, shall be subject to the provisions of the Memorandum and Articles of Association of ATL and shall rank pari passu in all respects with the then existing equity shares of ATL.

29.5 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of AEL, the Board of Directors of AEL shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer in AEL as if such changes in registered holder were operating as on the Record Date, in order to remove any difficulties arising to the transferor or transferee of equity shares in ATL issued by ATL upon the coming into effect of this Scheme.

29.6 Where the new equity shares of ATL are to be allotted, pursuant to clause 29.1 above, to heirs, executors or administrators or, as the case may be, to successors of deceased equity shareholders of AEL, the concerned heirs, executors, administrators or successors shall be obliged to produce evidence of title satisfactory to the Board of Directors of ATL.

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29.7 The new equity shares to be issued by ATL, pursuant to clause 29.1 above, in respect of any equity shares of AEL which are held in abeyance under the provisions of Section 126 of the Companies Act, 2013 or otherwise shall, pending allotment or settlement of dispute by order of court or otherwise, be held in abeyance by ATL.

29.8 Approval of this Scheme by the equity shareholders of ATL shall be deemed to be the due compliance of the provisions of Section 81(1A) of the Act or Section 62 of the Companies Act, 2013 and other relevant and applicable provisions of the Act and Companies Act, 2013 for the issue and allotment of the new equity shares by ATL to the equity shareholders of AEL, as provided in this Scheme.

29.9 ATL shall, if and to the extent required to, apply for and obtain any approvals from the concerned regulatory authorities including the Reserve Bank of India, for the issue and allotment of new equity shares by ATL to the non-resident equity shareholders of AEL. ATL shall comply with the relevant and applicable rules and regulations including the provisions of Foreign Exchange Management Act, 1999, if any, to enable ATL to issue and allot new equity shares to the non-resident equity shareholders of AEL.

29.10 The new equity shares to be issued by ATL, in terms of this clause 29.1 above, will be listed and/or admitted to trading on the BSE and NSE where the equity shares of AEL are listed and/or admitted to trading in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable regulations. ATL shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the aforesaid stock exchanges. On such formalities being fulfilled the said stock exchanges shall list and /or admit such new equity shares also for the purpose of trading. The new equity shares allotted by ATL, pursuant to clause 29.1 above, shall remain frozen in the depositories system till the listing / trading permission is given by the BSE and NSE. Further, there shall be no change in the shareholding pattern or control in ATL between the Record Date and the listing of the new equity shares allotted by ATL, pursuant to clause 29.1 above.

29.11 M/s. B S R & Associates LLP, an independent valuer, has provided the share entitlement ratio in respect of transfer of the Transmission Undertaking of AEL to ATL. Further, JM Financial Institutional Securities Limited has provided a fairness opinion to AEL on fairness on the share entitlement ratio determined for the demerger and vesting of the Transmission Undertaking of AEL in ATL. The share entitlement ratio and the fairness opinion as aforesaid have been duly approved by the Board of Directors of AEL and ATL, as applicable.

30. ACCOUNTING TREATMENT

ACCOUNTING TREATMENT IN THE BOOKS OF AEL:

30.1 The assets and the liabilities pertaining to the Transmission Undertaking of AEL being transferred to ATL shall be, at values appearing in the books of account of AEL as on the Appointed Date which are set forth in the closing balance sheet of AEL as of the close of business hours on the date immediately preceding the Appointed Date.

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30.2 Upon the Scheme being effective, the inter-company balances, if any, appearing in the books of accounts of AEL pertaining to the Transmission Undertaking and ATL, shall stand cancelled.

30.3 The difference between the value of assets and value of liabilities of the Transmission Undertaking transferred pursuant to the Scheme shall be appropriated against Securities Premium Account and balance after appropriation, will be further appropriated against the General Reserve Account of AEL. The balances of the Securities Premium Account and General Reserve Account, as the case may be, shall stand reduced to that extent.

30.4 Upon the coming into effect of this Scheme, and upon the issue of shares by ATL to the equity shareholders of AEL, and cancellation of the shares of ATL as held by AEL, the amount of such investment in the books of AEL shall be written off against the Securities Premium Account.

30.5 The reduction, in the Securities Premium Account of AEL shall be effected as an integral part of the Scheme in accordance with the provisions of Section 52 of the Companies Act, 2013 read with Sections 100 to 103 of the Act and the order of the High Court sanctioning the Scheme shall be deemed to be also the order under Section 102 of the Act for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital, and the provisions of Section 101 of the Act will not be applicable. Notwithstanding the reduction as mentioned above, AEL shall not be required to add "and reduced" as a suffix to its name and AEL shall continue in its existing name.

ACCOUNTING TREATMENT IN THE BOOKS OF ATL:

30.6 Upon the coming into effect of this Scheme, ATL shall record the assets and liabilities of the Transmission Undertaking, transferred to and vested in ATL pursuant to this Scheme, at values appearing in the books of account of AEL as on the Appointed Date which are set forth in the closing balance sheet of AEL as on the close of business hours on the date immediately preceding the Appointed Date.

30.7 ATL shall credit to the Equity Share Capital Account in its books of accounts, the aggregate face value of the new equity shares issued and allotted to the equity shareholders of AEL as per clause 29.1 above.

30.8 Upon the Scheme being effective, the inter-company balances, if any, appearing in the books of accounts of AEL pertaining to the Transmission Undertaking and ATL, shall stand cancelled.

30.9 Upon the Scheme being effective, the existing shareholding of AEL in ATL shall stand cancelled. Upon cancellation, ATL shall debit to its Equity Share Capital Account, the aggregate face value of existing equity shares held by AEL in ATL which stands cancelled hereof.

30.10 The difference being the excess of the Net Assets Value of the Transmission Undertaking, transferred to and recorded by ATL over the face value of the new equity shares allotted as per clause 30.7 above, after considering the adjustments mentioned in clause 30.8 above, shall be credited to General Reserve Account of ATL. The shortfall, if any, shall be debited to Goodwill Account of ATL. ("Net Assets

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Value" shall be computed as the value of assets less the value of liabilities of the Transmission Undertaking transferred by AEL and recorded in ATL in terms of clause 30.6).

30.11 The cancellation, as mentioned under clause 30.9 above, which amounts to reduction of share capital of ATL, shall be effected as an integral part of the Scheme itself in accordance with the provisions of Sections 100 to 103 of the Act and as the same does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital, the provisions of Section 101 are not applicable and the order of the High Court sanctioning the Scheme shall also be deemed to be an order under Section 102 of the Act confirming such reduction. Notwithstanding the reduction as mentioned above, ATL shall not be required to add "and reduced" as a suffix to its name and ATL shall continue in its existing name.

PART E

REMAINING BUSINESS OF AEL

31. REMAINING BUSINESS TO CONTINUE WITH AEL

31.1 The Remaining Business and all the assets, liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed by AEL subject to the provisions of the Scheme.

31.2 All legal or other proceedings by or against AEL under any statute, whether pending on the Appointed Date or which may be instituted in future whether or not in respect of any matter arising before the Effective Date and relating to the Remaining Business (including those relating to any property, right, power, liability, obligation or duties of AEL in respect of the Remaining Business) shall be continued and enforced by or against AEL. APL, APSEZ and ATL shall in no event be responsible or liable in relation to any such legal or other proceedings by or against AEL.

31.3 With effect from the Appointed Date and up to and including the Effective Date:

31.3.1 AEL shall carry on and shall be deemed to have been carrying on all business and activities relating to the Remaining Business for and on its own behalf;

31.3.2 all profits and income accruing or arising to AEL, and any cost, charges, losses and expenditure arising or incurred by it (including taxes, if any, accruing or paid in relation to any profits or income) relating to the Remaining Business shall, for all purposes, be treated as and be deemed to be the profits income, losses or expenditure, as the case may be, of AEL; and

31.3.3 all employees relatable to the Remaining Business shall continue to be employed by AEL and APSEZ, APL and ATL shall not in any event be liable or responsible for any claims whatsoever regarding such employees.

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PART F

MERGER OF AMPL WITH AEL

32. TRANSFER AND VESTING OF THE UNDERTAKING OF AMPL

32.1 Upon the coming into effect of this Scheme, and with effect from the Appointed Date, and subject to the provisions of the Scheme in relation to the mode of transfer and vesting, the Undertaking of AMPL shall, without any further act, instrument or deed, be and stand transferred to and vested in and/or be deemed to have been transferred to and vested in AEL as a going concern so as to become on and from the Appointed Date, the estate, assets, rights, title, interests and authorities of AEL, pursuant to Section 394(2) of the Act, subject however, to all charges, liens, encumbrances, obligations, mortgages, if any, then affecting the same or any part thereof, provided always that the Scheme shall not operate to enlarge the scope of security for any loan, deposit or facility created by or available to AMPL which shall vest in AEL by virtue of the amalgamation and AEL shall not be obliged to create any further or additional security after coming into effect of this Scheme or otherwise except in case where the required security has not been created and in such case if the terms thereof require, AEL will create security in terms of the issue or arrangement in relation thereto.

32.2 Without prejudice to clause 32.1 above, in respect of such of the assets and properties of AMPL as are movable in nature or incorporeal property or are otherwise capable of transfer by delivery or possession or by endorsement and/or delivery, the same shall stand so transferred by AMPL upon the coming into effect of this Scheme, and shall, become the assets and property of AEL with effect from the Appointed Date pursuant to the provisions of Section 394 of the Act, without requiring any deed or instrument of conveyance for transfer of the same.

32.3 In respect of such of the assets and properties of AMPL other than those referred to in clause 32.2 above, the same shall, without any further act, instrument or deed, be transferred to and vested in and/or be deemed to have been transferred to and vested in AEL pursuant to the provisions of Section 394 of the Act.

32.4 Without prejudice to the generality of clause 32.1 above, upon the coming into effect of this Scheme and with effect from the Appointed Date, all the assets, rights, title, interest and authorities which are acquired by or vested in AMPL on or after the Appointed Date but prior to the Effective Date, shall be deemed to be and shall become the assets, rights, title, interest and authorities of AEL, and shall under the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Act, be and stand transferred to, and vested in, or be deemed to have been transferred to, and vested in, AEL upon the coming into effect of this Scheme, without any further act, instrument, deed, matter or thing being made, done or executed.

32.5 In respect of such of the assets of the Undertaking of AMPL (other than those referred to in clause 32.2 above), whether tangible or intangible in nature, including actionable claims, sundry debtors, receivables, bills, credits, loans and advances, recoverable in cash or in kind or for value to be received, bank balances and deposits with government, semi-government, local and other authorities and bodies or with any bank or financial institution or company or other person, shall on and from the Appointed Date, stand transferred to, and vested in, AEL without any notice or

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other intimation to the debtors or obligors. Without prejudice to the generality of clause 32.8, AEL, if it so deems appropriate, give notice in such form as it deems fit and proper, to each such debtor or obligor, that pursuant to the sanction of the Scheme by the High Court, such debt, loan, advance, claim, bank balance, deposit or other asset be paid or made good or held on account of AEL as the person entitled thereto, to the end and intent that the right of AMPL to recover or realise all such debts (including the debts payable by such debtor or obligor to AMPL) stands transferred and assigned to AEL and that appropriate entries should be passed in the books of accounts of the relevant debtors or obligors to record such change.

32.6 All permits, approvals, consents, quotas, rights, authorisations, entitlements, registrations, no-objection certificates and licences, including those relating to tenancies, privileges, powers and facilities of every kind and description of whatsoever nature, to which AMPL is a party or to the benefit of which AMPL may be entitled to use or which may be required to carry on the operations of AMPL, and which is subsisting or in effect immediately prior to the Effective Date, shall be, and remain, in full force and effect in favour of or against AEL and may be enforced as fully and effectually as if, instead of AMPL, AEL had been a party, a beneficiary or an obligee thereto and shall be appropriately mutated by the relevant statutory authorities in favour of AEL in accordance with law.

32.7 The entitlement to various benefits under incentive schemes and policies in relation to the Undertaking of AMPL shall stand transferred to and be vested in and/or be deemed to have been transferred to and vested in AEL together with all benefits, entitlements and incentives of any nature whatsoever. Such entitlements shall include incentives available under applicable laws in relation to the Undertaking of AMPL to be claimed by AEL with effect from the Appointed Date as if AEL was originally entitled to all such benefits under such incentive scheme and/or policies, subject to continued compliance by AEL of all the terms and conditions subject to which the benefits under such incentive schemes were made available to AMPL

32.8 AEL, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, execute deeds, writings, confirmations or notices with, or in favour of, any other party to any contract or arrangement to which AMPL is the party or any writings as may be necessary to be executed in order to give formal effect to the provisions of the Scheme. AEL shall, under the provisions of the Scheme, be deemed to be authorised to execute any such writings on behalf AMPL and to implement or carry out all such formalities or compliance referred to above for and on behalf of AMPL.

32.9 Upon the coming into effect of this Scheme and with effect from the Appointed Date, all liabilities, including, without limitation, all secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, contingent liabilities, duties, obligations and undertakings of AMPL, of every kind, nature and description whatsoever and howsoever arising, raised, incurred or utilised for their business activities and operations, shall, pursuant to the sanction of this Scheme by the High Court and under the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing being made, done or executed, be transferred to, and vested in, or be deemed to have been transferred to, and vested in, AEL, along with any charge, encumbrance, lien or security created in connection therewith, and such liabilities shall be assumed by AEL to the extent they are outstanding as on the Effective Date so as to become, as on and from the Appointed Date, the liabilities, debts, duties and obligations of AEL on the same terms and conditions as were applicable to AMPL, and AEL shall meet, discharge and satisfy the liabilities and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this clause.

32.10 All debts, liabilities, duties and obligations of AMPL shall, as on the Appointed Date, whether or not provided in the books of AEL, and all debts and loans raised and used, and duties, liabilities and obligations incurred or which arise or accrue to AMPL on or after the Appointed Date till the Effective Date shall be deemed to be and shall become the debts, loans raised and used, duties, liabilities and obligations incurred by AEL by virtue of this Scheme.

32.11 Where any such debts, liabilities, duties and obligations of AMPL as on the Appointed Date have been discharged by AMPL on or after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to be for and on account of AEL upon the coming into effect of this Scheme.

32.12 All loans raised and utilised and all liabilities, duties and obligations incurred or undertaken by AMPL on or after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of AEL and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme and under the provisions of Sections 391 to 394 of the Act, without any further act, instrument or deed be and stand transferred to and vested in and be deemed to have been transferred to and vested in AEL and shall become the loans and liabilities, duties and obligations of AEL which shall meet, discharge and satisfy the same.

33. LEGAL PROCEEDINGS

33.1 All suits, actions, and other proceedings including legal and taxation proceedings (including before any statutory or quasi-judicial authority or tribunal) of whatsoever nature by or against AMPL pending and/or arising prior to or after the Appointed Date shall not abate or be discontinued or be prejudicially affected in any way by reason of the Scheme or by anything contained in the Scheme but shall be continued, prosecuted and enforced, as the case may be, by or against AEL, in the same manner and to the same extent as they would or might have been continued, prosecuted and enforced by or against AMPL.

33.2 AEL undertakes to have all legal or other proceedings referred to in clause 33.1 above initiated by or against AMPL, transferred into its name and to have such proceedings continued, prosecuted and enforced by or against AEL, as the case may be.

34. CONTRACTS, DEEDS, ETC.

34.1 Upon the coming into effect of this Scheme, and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature, to which AMPL is a party or to the benefit of which AMPL may be eligible, and which is subsisting or have effect immediately before the Effective Date, shall continue in full force and effect by or against or in favour, as the case may be, of AEL and may be enforced as fully and effectually as if, instead of AMPL, AEL had been a party or beneficiary or obligee thereto or thereunder.

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35. **EMPLOYEES**

35.1 Upon the coming into effect of this Scheme, all employees of AMPL as on the Effective Date, shall become the employees of AEL and on terms and conditions not less favourable than those on which they are engaged by AMPL and without any interruption of or break in service as a result of the amalgamation of AMPL with AEL. For the purpose of payment of any compensation, gratuity and other terminal benefits, the past services of such employees with AMPL and such benefits to which the employees are entitled in AEL shall also be taken into account, and paid (as and when payable) by AEL.

35.2 Insofar as the provident fund, gratuity fund and superannuation fund, trusts, retirement fund or benefits and any other funds or benefits, if any, created by AMPL for the employees or to which AMPL is contributing for the benefit of the employees and other such funds, trusts, the benefits of which the employees enjoy (collectively referred to as the "**Funds**"), all the contributions made to such Funds for the benefit of the employees and the investments made by the Funds in relation to the employees shall be transferred to AEL and shall be held for the benefit of the concerned employees. In the event AEL has its own funds in respect of any of the Funds referred to above, such contributions and investments shall, subject to the necessary approvals and permissions and at the discretion of AEL, be transferred to the relevant funds of AEL. In the event that AEL does not have its own funds in respect of any of the above or if deemed appropriate by AEL, AEL may, subject to necessary approvals and permissions, maintain the existing funds separately and contribute thereto until such time that AEL creates its own funds, at which time the Funds and the investments and contributions, if any, pertaining to the employees shall be transferred to the funds created by AEL.

35.3 In relation to those employees for whom AMPL is making contributions to the government provident fund, if any, AEL shall stand substituted for AMPL, for all purposes whatsoever, including relating to the obligation to make contributions to the said fund in accordance with the provisions of such fund, bye laws, etc. in respect of such employees.

36. **TAX CREDITS, REFUNDS AND ADJUSTMENTS**

36.1 Notwithstanding anything to the contrary contained in the provisions of this Scheme, AEL shall be entitled to carry forward, avail of, or set-off any unabsorbed tax losses, tax depreciation, credits for minimum alternate tax and input tax credits of AMPL that remain unutilized as on the Effective Date.

36.2 Upon the Scheme being effective, AEL shall be entitled to claim refunds or credits, including input tax credits, with respect to taxes paid by, for, or on behalf of, AMPL under applicable laws, including but not limited to income tax, sales tax, value added tax, entry tax, central sales tax, service tax, CENVAT or any other tax, whether or not arising due to any inter se transaction, even if the prescribed time limits for claiming such refunds or credits have lapsed. For the avoidance of doubt, input tax credits already availed of or utilised by AMPL and AEL in respect of inter se transactions shall not be adversely impacted by the cancellation of inter se transactions pursuant to this Scheme.

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36.3 Upon the Scheme being effective, any advance tax, self-assessment tax, minimum alternate tax and/or TDS/TCS credit available or vested with AMPL, including any taxes paid and taxes deducted at source and deposited by AMPL on inter se transactions during the period between the Appointed Date and the Effective Date shall be treated as advance tax paid by AEL and/or TDS/TCS credit available to AEL and shall be available to AEL for set-off against its liability under the Income Tax Act and any excess tax so paid shall be eligible for refund together with interest. Any TDS certificates issued by AEL to, or for the benefit of, AMPL under the Income Tax Act with respect to the inter se transactions would stand cancelled and be treated as null and void without any further act on the part of AMPL and AEL. Further, TDS/TCS deposited, TDS certificates issued or TDS returns filed by AMPL on transactions other than inter se transactions during the period between the Appointed Date and the Effective Date shall continue to hold good as if such TDS/TCS amounts were deposited, TDS certificates were issued and TDS/TCS returns were filed by AEL. Any TDS deducted by AEL on inter se transactions with AMPL will be treated as advance tax deposited by AEL and /or TDS credit of AEL.

36.4 Upon the Scheme being effective, any service tax, VAT, excise, central sales tax, entry tax or any other tax charged by, for, or on behalf of, AMPL on inter se transactions and in respect of which CENVAT credit or any input tax credit is not available or has not been claimed by AMPL, shall be treated as aforesaid taxes paid in cash by AEL, without any further action on the part of AMPL and AEL.

36.5 AEL is expressly permitted to file or revise its corporate income tax, TDS/TCS, wealth tax, service tax, excise, VAT, entry tax, professional tax or any other returns, statements or documents, upon the Scheme being effective, and where necessary to give effect to the Scheme, even if the prescribed time limits for filing or revising such returns have lapsed. AEL is expressly permitted to amend, if required, its TDS/TCS or other statutory certificates and shall have the right to claim refunds, tax credits, set-offs and/or adjustments relating to its income or transactions entered into by it with effect from the Appointed Date. The taxes or duties paid by, for, or on behalf of, AMPL relating to the period on or after the Appointed Date shall be deemed to be the taxes or duties paid by AEL and AEL shall be entitled to claim credit or refund for such taxes or duties paid.

36.6 AEL shall be entitled to claim the credit of the dividend distribution tax paid by AMPL on dividend received from AMPL as if the dividend distribution tax has been paid by AEL.

37. BUSINESS AND PROPERTY IN TRUST AND CONDUCT OF BUSINESS FOR AEL

37.1 With effect from the Appointed Date and up to and including the Effective Date, AMPL shall carry on its business with reasonable diligence and except in the ordinary course of business, AMPL shall not, without the prior written consent of the Board of Directors of AEL or pursuant to any pre-existing obligation, sell, transfer or otherwise alienate, charge, mortgage, encumber or otherwise deal with, or dispose off, any of the assets of the Undertaking of AMPL or any part thereof.

37.2 With effect from the Appointed Date and up to and including the Effective Date:

(a) AMPL shall carry on and be deemed to have carried on all business and activities and shall hold and stand possessed of and shall be deemed to hold and stand possessed of all its estates, assets, rights, title, interest, authorities,

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contracts, investments and strategic decisions for and on account of, and in trust for, AEL;

(b) all profits and income accruing or arising to AMPL, and losses and expenditure arising or incurred by it (including taxes, if any, accruing or paid in relation to any profits or income) for the period commencing from the Appointed Date shall, for all purposes, be treated as and be deemed to be the profits, income, losses or expenditure (including taxes), as the case may be, of AEL;

(c) any of the rights, powers, authorities or privileges exercised by AMPL shall be deemed to have been exercised by AMPL for and on behalf of, and in trust for and as an agent of AEL. Similarly, any of the obligations, duties and commitments that have been undertaken or discharged by AMPL shall be deemed to have been undertaken for and on behalf of and as an agent for AEL; and

(d) all taxes (including, without limitation, income tax, wealth tax, sales tax, excise duty, customs duty, service tax, VAT, etc.) paid or payable by AMPL in respect of the operations and/or the profits of the Undertaking of AMPL before the Appointed Date, shall be on account of AMPL and, insofar as it relates to the tax payment (including, without limitation, income tax, wealth tax, sales tax, excise duty, customs duty, service tax, VAT, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by AMPL in respect of the profits or activities or operation of the Undertaking of AMPL with effect from the Appointed Date, the same shall be deemed to be the corresponding item paid by AEL, and, shall, in all proceedings, be dealt with accordingly.

37.3 AEL shall be entitled, pending the sanction of the Scheme, to apply to any governmental authority, if required, under any law for such consents and approvals which AEL may require to carry on the business of AMPL.

38. SAVING OF CONCLUDED TRANSACTIONS

38.1 Subject to the terms of the Scheme, the transfer and vesting of the Undertaking of AMPL as per the provisions of the Scheme shall not affect any transactions or proceedings already concluded by AMPL on or before the Appointed Date or after the Appointed Date till the Effective Date, to the end and intent that AEL accepts and adopts all acts, deeds and things made, done and executed by AMPL in this regard.

39. CANCELLATION OF SHARES

39.1 Upon the Scheme being effective, and in consideration of the transfer of and vesting of the Undertaking of AMPL in AEL in terms of the Scheme, all the equity shares issued by AMPL and held by AEL and/or its nominees shall stand cancelled and extinguished and in lieu thereof, no allotment of any shares in AEL shall be made to any person whatsoever

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40. **ACCOUNTING TREATMENT IN THE BOOKS OF AEL**

Upon this Scheme being effective, AEL shall account for the amalgamation / merger in its books as on the Appointed Date, as per "Purchase Method", under the Accounting Standard 14 –"Accounting for Amalgamation".

40.1 All the assets and liabilities in the books of AMPL shall stand transferred to and vested in AEL pursuant to the Scheme and shall be recorded by AEL at their carrying amount as appearing in the books of AMPL and adjustments shall be made wherever necessary to confirm to the accounting policies and methods adopted by AEL.

40.2 The excess, if any, of the amount of the investment in AMPL held by AEL as appearing in the books of AEL, as on the Appointed Date over the value of the net assets (after considering the values of the assets and liabilities as arrived at under clause 40.1 above) of AMPL acquired by AEL upon their transfer to and vesting in AEL under the Scheme shall be debited to "Goodwill Account".

40.3 The excess, if any, of the aggregate value of the net assets (after considering the values of the assets and liabilities as arrived at under clause 40.1 above) of AMPL acquired by AEL upon their transfer to and vesting in AEL under the Scheme over the amount of investment in AMPL held by AEL as appearing in the books of AEL, as on the Appointed Date shall be credited to "Capital Reserve Account".

40.4 Goodwill Account, if any, (net of Capital Reserve Account, if any), as per clauses 40.2 and 40.3 above, shall be written off in accordance with the Accounting Standard – 14 –"Accounting for Amalgamation".

40.5 The inter-company balances, if any, appearing in the books of accounts of AEL and AMPL, shall stand cancelled.

41. **DISSOLUTION OF AMPL**

41.1 Upon the coming into effect of this Scheme, AMPL shall be dissolved without winding up pursuant to the provisions of Section 394 of the Act.

42. **RESOLUTIONS**

42.1 Upon the coming into effect of this Scheme, the resolutions, if any, of AMPL, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of AEL and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then the said limits shall be added to the limits, if any, under like resolutions passed by AEL and shall constitute the aggregate of the said limits in AEL.

43. **CHANGES IN THE SHARE CAPITAL AND AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF AEL**

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CHANGE IN AUTHORISED SHARE CAPITAL OF AEL:

43.1 As an integral part of the Scheme, and, upon the coming into effect of this Scheme, the Authorised Share Capital of AMPL shall stand transferred to and be merged/ amalgamated with the Authorised Share Capital of AEL and that the Authorised Share Capital of AEL shall automatically stand increased, without any further act, instrument or deed on the part of AEL without any liability for payment of any stamp duty, fees and charges to the Registrar of Companies, Gujarat. For the purpose of the aforesaid increase in the Authorised Share Capital of AEL and for that limited purpose the authorised share capital of AMPL, without any further act, instrument or deed shall be deemed to have been sub-divided into equity shares of Re.1/- each. Consequently, upon the coming into effect of this Scheme, the Authorised Share Capital of AEL shall be Rs. 490,42,00,000/- (Rupees four hundred ninety crores and forty two lacs) comprising of 485,92,00,000 (four hundred eighty five crores and ninety two lacs) equity shares of Re.1/- (Rupee one) each and 45,00,000 (forty five lacs) preference shares of Rs.10/- (Rupees ten) each, without any further act or deed.

43.2 The clause V of the Memorandum of Association of AEL shall, upon the coming into effect of this Scheme and without any further act or deed, be replaced by the following clause:

"The Authorised Share Capital of the Company is Rs.490,42,00,000/- (Rupees four hundred ninety crores and forty two lacs) divided into 485,92,00,000 (four hundred eighty five crores and ninety two lacs) equity shares of Re.1/- (Rupee one only) each and 45,00,000 (forty five lacs) preference shares of Rs.10/- (Rupees ten) each with such rights, privileges and conditions attached thereto as may be determined by the Company from time to time in accordance with the Articles of Association of the Company. The Company has and shall always have the power to divide, sub-divide or consolidate the shares for the time being of the Company into several classes and to attach thereto preferential, qualified or special rights, privileges or conditions as may be determined by the Company or in accordance with the Articles of Association of the Company and to fix, vary, modify or abrogate any such rights, privileges or conditions attached to the shares in such manner as may from time to time provided in the regulations of the Company."

43.3 It is hereby clarified that for the purposes of clause 43.1 and clause 43.2 above, the consent of the equity shareholders to the Scheme shall be deemed to have been sufficient for the purposes of effecting the above merger of the Authorised Share Capital and increase in the Authorised Share Capital of AEL, and no further resolution under Section 13, Section 61 of the Companies Act, 2013 and any other applicable provisions of the Act and the Companies Act, 2013, would be required to be separately passed. The stamp duty and fees (including registration fee) paid on the Authorised Share Capital of AMPL shall be utilized and applied to the increased Authorised Share Capital of AEL and there would be no requirement for any further payment of stamp duty and/or fee (including registration fee) by AEL for increase in the Authorised Share Capital to that extent.

AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF AEL:

43.4 Upon the coming into effect of this Scheme, the following main object shall be added after sub-clause 37 of Clause III of the Memorandum of Association of AEL (relating

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to the objects for which the company has been established) pursuant to Section 13 of the Companies Act, 2013:

"38. *To carry on in India or elsewhere in the world the business to prospect for, explore, mine, quarry, beneficiate, develop, derive, discover, excavate, dredge for, open, work on mine, win, purchase, crush, polish, smelt, manufacture, process, generate, release, dig, break, blast, grade, manipulate, acquire, operate, organize, commercialize, promote, exercise, turn to account, produce, prepare, remove, undertake, convert, finish, load, unload, handle, transport, buy, sell, import, export, supply or otherwise obtain and to act as agent, broker, intermediary, advisor, stockist, distributor, consultant, contractors, manager, mine owner, quarry owner, operator, or otherwise to deal in all sorts of coal, ore, minerals, metals, stones, etc. including raw materials, either finished or processed ores or in any other form and other allied materials, by products, mixtures, blends, residues & substances and other rights, properties and works. To carry out mining, underground coal and lignite gasification, liquefaction, manufacture coke, and its by products and other related activities like survey and preparation of plan for mining, exploration, drilling and prospecting, assessment of quality through laboratory and analysis, assessment of reserves, mine development, beneficiation, environment management, logistics, infrastructure creation and to carry out open pit excavation, surface mining, bucket mines, opencast or/and underground mining, using owned or leased equipments, etc. for exploration, raising and mining of all kinds of minerals, ferrous materials, non-ferrous materials, stones precious or otherwise and to search, survey, find out and to acquire by concession, grant, lease, license, barter or otherwise of equipment, land or water area and to give lease, license, barter equipments, land or water area incidental to mining and to enter into partnership and various ventures/structures for mining and other related activities."*

PART G

GENERAL TERMS AND CONDITIONS APPLICABLE TO THE SCHEME

44. APPLICATIONS TO THE HIGH COURT

44.1 AEL, APSEZ, APL, ATL and AMPL shall, with all reasonable dispatch, make applications/ petitions, under Sections 391 to 394 and other applicable provisions of the Act to the High Court for seeking sanction of this Scheme.

45. MODIFICATIONS OR AMENDMENTS TO THE SCHEME

45.1 AEL, APL, APSEZ, ATL and AMPL by their respective Board of Directors or any Director/Executive/Employee authorised in that behalf (hereinafter referred to as the "Delegates") may assent to, or make, from time to time, any modification(s) or addition(s) to this Scheme which the High Court or any authorities under law may deem fit to approve of or may impose and which the Board of Directors of AEL, APL, APSEZ, ATL and AMPL may in their discretion accept, or such modification(s) or addition(s) as the Board of Directors of AEL, APL, APSEZ, ATL and AMPL or as the case may be, their respective Delegates may deem fit, or require for the purpose of

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resolving any doubts or difficulties that may arise in carrying out this Scheme. AEL, APL, APSEZ, ATL and AMPL by their respective Board of Directors or Delegates are authorised to do and execute all acts, deeds, matters and things necessary for bringing this Scheme into effect, or review the position relating to the satisfaction of the conditions of this Scheme and if necessary, waive any of such conditions (to the extent permissible under law) for bringing this Scheme into effect, and/or give such consents as may be required in terms of this Scheme. In the event that any conditions are imposed by the High Court or any authorities, which the Board of Directors of AEL, APL, APSEZ, ATL and AMPL find unacceptable for any reason, then AEL, APL, APSEZ, ATL and AMPL shall be at liberty to withdraw the Scheme.

45.2 For the purpose of giving effect to this Scheme or to any modification(s) thereof or addition(s) thereto, the Delegates of AEL, APL, APSEZ, ATL and AMPL may give and are authorised to determine and give all such directions as are necessary for settling or removing any question of doubt or difficulty that may arise under this Scheme or in regard to the meaning or interpretation of any provision of this Scheme or implementation thereof or in any matter whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any such conditions (to the extent permissible in law) and such determination or directions or waiver, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme. For the avoidance of doubt it is clarified that where this Scheme requires the approval of the Board of Directors of AEL, APL, APSEZ, ATL and AMPL to be obtained for any matter, the same may be given through their Delegates.

46. SCHEME CONDITIONAL UPON APPROVALS /SANCTION

This Scheme is and shall be conditional upon and subject to:

46.1 the requisite consent, approval or permission from BSE and NSE and/or Securities & Exchange Board of India, which by law or otherwise may be necessary for the implementation of this Scheme;

46.2 the approval by the respective requisite majorities of the shareholders and/or creditors (where applicable) of AEL, APSEZ, APL, ATL and AMPL in accordance with Section 391 of the Act;

46.3 the approval by the respective requisite majorities of the shareholders (including by a majority of the public shareholders, i.e., if the votes cast by the public shareholders in favour of this Scheme are more than the number of votes cast by the public shareholders against it) of AEL, APSEZ and APL;

46.4 the Scheme being sanctioned by the High Court in terms of Sections 391 to 394 and other relevant provisions of the Act and the requisite orders of the High Court referred to in clause 44 hereof being obtained;

46.5 Certified copies of the orders of the High Court sanctioning the Scheme being filed with the Registrar of Companies, Gujarat at Ahmedabad.

AEL, APSEZ and APL shall comply with the provisions of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013, as modified by SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, while, inter alia, procuring the approval of the public shareholders of AEL, APSEZ and APL, respectively, and shall provide for

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(ADVOCATE)

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voting by such public shareholders through postal ballot and e-voting. For the purposes of clause 46.3, the term 'public' shall have the meaning ascribed to such term under Rule 2(d) of Securities Contracts (Regulation) Rules, 1957.

47. SEVERABILITY

47.1 If any part of this Scheme is found to be unworkable or unviable for any reason whatsoever, the same shall not, subject to the decision of the Board of Directors of AEL, APL, APSEZ, ATL and AMPL affect the validity or implementation of the other parts and/or provisions of this Scheme.

48. EFFECT OF NON-RECEIPT OF APPROVALS

48.1 In the event of any of the approvals or conditions enumerated in the Scheme not being obtained or complied, or for any other reason, this Scheme cannot be implemented, then the Board of Directors of AEL, APSEZ, APL, ATL and APML shall mutually waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement the Scheme shall become null and void and each party shall bear and pay their respective costs, charges and expenses in connection with this Scheme.

49. COSTS, CHARGES AND EXPENSES

Subject to clause 48.1 above:

49.1 All costs, charges and expenses in relation to or in connection with or incidental to Part B, Part C and Part D of the Scheme or the implementation thereof shall be borne and paid as may be decided by mutual agreement between AEL, APSEZ, APL and ATL;

49.2 All costs, charges and expenses in relation to or in connection with or incidental to Part F of the Scheme relating to amalgamation or the implementation thereof shall be borne and paid by AEL.

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In view of paragraph no. 17 of the order dated 7th May 2015, passed by the Hon'ble Court (Coram: S.R. Brahmbhatt, J.) in Company Petition No. 131 of 2015 in Company Application No. 54 of 2015 with Company Petition No. 132 of 2015 in Company Application No. 55 of 2015 with Company Petition No. 133 of 2015 in Company Application No. 56 of 2015 with Company Petition No. 134 of 2015 in Company Application No. 57 of 2015 with Company Petition No. 135 of 2015 in Company Application No. 58 of 2015, the Scheme is hereby authenticated.

12.05.15

Registrar (Judicial)

This 12th day of May 2015

12/05/2015

Sealer and Deputy Registrar

This 12th day of May 2015

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13-5-15

ANNEXURE-3B

MEMORANDUM OF ASSOCIATION

OF

ADANI ELECTRICITY NAVI MUMBAI LIMITED

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GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that AEML INFRASTRUCTURE LIMITED is incorporated on this Twelfth day of December Two thousand eighteen under the Companies Act, 2013 (18 of 2013) and that the company is limited by shares.

The Corporate Identity Number of the company is U40106GJ2018PLC105571.

The Permanent Account Number (PAN) of the company is **AARCA6682Q***

The Tax Deduction and Collection Account Number (TAN) of the company is **AHMA19211D***

Given under my hand at Manesar this Fourteenth day of December Two thousand eighteen .

DS MINISTRY OF CORPORATE AFFAIRS 27

Digital Signature Certificate
ALOK TANDON
Deputy Registrar Of Companies
For and on behalf of the Jurisdictional Registrar of Companies

Registrar of Companies

Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on www.mca.gov.in

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Mailing Address as per record available in Registrar of Companies office**:**

AEML INFRASTRUCTURE LIMITED

"Adani House", 56, Shrimali Society,, Near Mithakhali Six Road,

Navrangpura, AHMEDABAD, Ahmedabad, Gujarat, India, 380006

* as issued by the Income Tax Department

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GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Ahmedabad

RoC Bhavan, Opp Rupal Park Society Behind Ankur Bus Stop, Ahmedabad, Gujarat, India, 380013

Corporate Identity Number: U40106GJ2018PLC105571

SECTION 13(1) OF THE COMPANIES ACT, 2013

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The shareholders of M/s AEML INFRASTRUCTURE LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 22-04-2019 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Ahmedabad this Twenty eighth day of May Two thousand nineteen.

DS MINISTRY OF CORPORATE AFFAIRS 05

Digitally signed by DS MINISTRY OF CORPORATE AFFAIRS 05
DN: c=IN, postalCode=380013, st=Gujarat, street=NARANAPURA,ANKUR CROSS ROAD,AHMEDABAD,AHMEDABAD,AHMEDABAD, 2.5.4.51=ROC BHAVAN, ou=REGISTRAR OF COMPANIES GUJARAT, DADRA AND NAGAR HAVELI, o=MINISTRY OF CORPORATE AFFAIRS 05, cn=DS MINISTRY OF CORPORATE AFFAIRS 05
Reason: I attest to the accuracy and integrity of this document
Date: 2019.05.28 10:35:05 +05'30'

SUDHIR LILADHAR PHAYE

Deputy RoC

Registrar of Companies

RoC - Ahmedabad

Mailing Address as per record available in Registrar of Companies office:

AEML INFRASTRUCTURE LIMITED

"Adani House", 56, Shrimali Society,, Near Mithakhali Six Road, Navrangpura,
AHMEDABAD, Ahmedabad, Gujarat, India, 380006

सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

RoC Bhavan, Opp Rupal Park Society Behind Ankur Bus Stop, Ahmedabad, Gujarat, India, 380013

Certificate of Incorporation pursuant to change of name

[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): U40106GJ2018PLC105571

I hereby certify that the name of the company has been changed from AEML INFRASTRUCTURE LIMITED to ADANI ELECTRICITY NAVI MUMBAI LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name AEML INFRASTRUCTURE LIMITED.

Given under my hand at Ahmedabad this Twenty first day of October two thousand twenty-two.

DS DS MINISTRY OF CORPORATE AFFAIRS 05 01	Digitally signed by DS DS MINISTRY OF CORPORATE AFFAIRS 05 01 DN: c=IN, o=DS MINISTRY OF CORPORATE AFFAIRS 05, ou=MINISTRY OF CORPORATE AFFAIRS, postalCode=380013, st=Gujarat, street=Ahmedabad, 2.5.4.51=OFFICE OF THE REGISTRAR OF COMPANIES GUJARAT DADRA, cn=DS DS MINISTRY OF CORPORATE AFFAIRS 05 01 Reason: I attest to the accuracy and integrity of this document Date: 2022.10.21 11:13:20 +05'30'

RAMESH CHANDRA MISHRA

Registrar of Companies

RoC - Ahmedabad

Mailing Address as per record available in Registrar of Companies office:

ADANI ELECTRICITY NAVI MUMBAI LIMITED

Adani Corporate House, Shantigram,, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Ahmedabad, Gujarat, India, 382421

Ministry of Corporate Affairs
Office of Registrar of Companies

THE COMPANIES ACT, 2013
[COMPANY LIMITED BY SHARES]

MEMORANDUM OF ASSOCIATION

OF

ADANI ELECTRICITY NAVI MUMBAI LIMITED

I. [1]The name of the Company is **"ADANI ELECTRICITY NAVI MUMBAI LIMITED"**

II. The Registered Office of the company will be situated in the State of Gujarat.

III. The objects for which the Company is established are:

A THE MAIN OBJECT OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION IS:

1 *[2]To carry on business as Engineering, Construction and Procurement Contractors, general mechanical, electrical, electronics, instrumentation, and civil contractors for power plant including thermal power plant, hydro power plant, nuclear power plant, wind power plant, solar power plant, gas based power plant, renewable energy power plant, sinter plant, wet and dry cooling systems specialists and to enter into contracts and joint ventures in relation to and to carry on in India or abroad the business of establishing, commissioning, setting up, operating and maintaining including expertise services in the field of Operation &Management of electric power transmission systems/ networks, power systems, generating stations based on conventional/ nonconventional resources for evacuation, transmission, distribution or supply of power through establishing or using stations, tie-lines, sub-stations and transmission or distribution lines in any manner and extension of utility services of every description, including infrastructure services relating thereto and to establish, maintain, develop, conduct, procure, buy, sell, import, export, trade, or otherwise deal in, or to act as service providers of every kind in the fields of technology and technical know how and to carry on all or any of the businesses of building, developing, maintaining, supplying, operating, managing and dealing in services, facilities and infrastructure for communications of all kinds, information technology and related areas, including providing information technology to any person, firm, company, trusts, association, institution, society, body corporate, government or government department, public or local authority in India and outside India, to carry on business to invest, own, operate, lease, install, develop, promote, manage, finance, maintain power plant."*

B MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:

1. To acquire, build, construct, improve, develop, give or take in exchange or on lease, rent, hire, occupy, allow, control, maintain, operate, run, sell, dispose of, carry out or alter as may be

[1] Name clause Altered vide Special Resolution passed at the Extra-ordinary General meeting of the Company held on 14th October 2022

[2] Object clause Altered vide Special Resolution passed at the Extra-ordinary General meeting of the Company held on April 22, 2019

necessary or convenient any lease-hold or freehold lands, movable or immovable properties, including building, workshops, warehouse, stores, easement or other rights, machineries, plant, work, stock in trade, industrial colonies, conveniences together with all modern amenities and facilities such as housing, schools, hospitals, water supply, sanitation, townships and other facilities or properties which may seem calculated directly or indirectly to advance the company's objects and interest either in consideration of a gross sum of a rent charged in cash or services.

2. To apply for, purchase, acquire, and protect, prolong and renew in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the company and to use and turn to account and or grant licences or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the company may acquire or proposes to acquire.

3. To establish, provide, maintain and conduct or subsidise research laboratories and experimental workshops for scientific and technical researches, experiments and tests of all kinds and devices and/or to sponsor or draw out programmes for promoting scientific, technical, social, economic and educational research and development and assist in the execution and promotion of such programmes either directly or through an independent agency or in any other manner, directly or indirectly and to secure such approvals, exemptions and/or recognitions under the Income Tax Act, 1961 and any other law for the time being in force and to promote studies and researches both scientific and technical investigations, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants to students and generally to encourage, promote inventions of any kind that may be considered useful to the company.

4. To form incorporate, promote, purchase, acquire, undertake or takeover, the whole or any part of the business, profession, goodwill, assets, properties (movable or immovable), contracts, agreements, rights, privileges, effects, obligations and liabilities of any persons, firm or company or companies carrying on all or any of proposing to carry on or ceasing to carry on any business, profession or activities which the company is authorised to carry on or the acquisition of all or any of the properties, rights and assets of any company or subject to the provisions of the Companies Act, the control and management of the company or the undertaking of the acquisitions of any other object or objects which in the opinion of the Company could or might directly or indirectly be beneficial or advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation or takeover or acquisition and to remunerate any person, firm or company in any manner, it shall think fit for services rendered or to be rendered for and in respect of such promotion or incorporation or takeover or acquisition or in obtaining subscription of or the placing of any shares, stocks, bonds, debentures, obligations or securities of any such company or companies, subject to the provisions of the Companies Act.

5. Subject to the provisions of applicable law to procure registration, incorporation or recognition of the Company in any country state or place and to establish and regulate agencies for the purpose of the company's business and to apply or join in applying to any parliament, local government, municipal or other authority or body, Indian or foreign for any rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.

6. To enter into partnership or any arrangement for sharing or pooling profits, amalgamations, union of interest, co-operation, joint venture, reciprocal concessions or to amalgamate with any person or company carrying on or engaged in or about to carry on or engaged in any business, undertaking or transactions which this company is authorised to carry on or engaged in any business, undertaking or transactions which may seem capable of being carried on or conducted, so as directly or indirectly, to benefit the company.

7. To acquire or amalgamate, absorb or merge with any other company or companies or to form, promote subsidiaries having objects altogether or in part similar to those of this company.

8. Subject to provisions of the Act, to evolve scheme for restructuring or arrangement, to amalgamate or merge or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture of reciprocal concession with any person or persons, partnership firm/firms, or company carrying on or engaged in any business or transaction with the company is authorised to carry on or engaged in.

9. To manage, sell, dispose off, let, mortgage, exchange, redeem, underlet, grant leases, licences, easements or turn to account or otherwise dispose off in any manner the whole of the undertaking or any properties (movable or immovable), assets, rights, and effects of the Company or any part thereof, on such terms and for such purposes and for such consideration as the company may think fit and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company and in the event of winding up of the Company to distribute among the members in specie or kind any properties or assets of the Company or any proceeds of sale or disposal of any properties of the Company, subject to the provisions of the Companies Act.

10. To enter into arrangements with any government or authorities municipal, local or any persons or company in India or abroad that may seem conducive to the objects of the company or any of them and to apply for, secure, acquire, obtain from such government, authorities, persons or company any right, privileges, powers, authority, charters, contracts, licences, concessions, grants, decrees, rights which the Company may think desirable.

11. To pay all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and charges in connection therewith and/ or make donations (by cash or other assets) to remunerate by allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture-stocks or securities of this or any other company or in any other manner, whether out of the Company’s capital or profits to any person, firm, company assisting to place or guaranteeing the subscription of other security of the company in or about the formation or promotion of the Company or for any other reason which the company may think fit subject to the provisions of the Companies Act.

12. To promote or join in the promotion of any company or companies including subsidiary companies (wholly owned or partly owned) for the purpose of acquiring all or any of the properties, rights and liabilities of the company or for any other purposes which may seem directly or indirectly calculated to benefit the Company and to underwrite shares and securities therein.

13. To do all or any of the above things in India or in any part of the world as principals, agents, contractors or trustees and either alone or in conjunction with others.

14. To make, draw, accept, endorse, discount, execute, negotiate, assign, and issue cheques, promissory notes, drafts, hundies, bonds, railway receipts, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instrument.

15. To guarantee the payment of money secured or unsecured by or payable under or in respect of any promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, central, state, municipal, local or of any person whomsoever whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations of any person, firm or company and to guarantee the repayment of loan with interest availed from Financial institution/s, Banks, Private Financiers, availed by any person, company, firm, society, trust or body corporate.

16. To guarantee or become liable for the performance of the obligations and the payment of interest on any debentures or securities of any company, corporation or association or a persons in which such guarantees may be considered beneficial or advantageous, directly or indirectly to further the objects of the Company or the interest of the members.

17. Subject to the provisions of the Companies Act to accumulate funds and to invest or deal in with and invest money belonging to the Company in any deposits, shares, stocks, debentures, debenture-stocks, kinds obligations, or securities by original subscription, participation in syndicates having similar objects and to tender, purchase, exchange and to subscribe for the same and to guarantee the subscription thereof and to exercise and enforce all the rights and powers conferred by or incidental to the ownership thereof.

18. To open and operate current, overdrafts, loan, cash credit or deposit or any other type of accounts with any banks, company, firm, association or person.

19. To establish, continue and support or aid in the establishment of cooperative societies, association and other institutions, funds, trusts, amenities and conveniences calculated to benefit or indemnify or insure employees or ex-employees of the Company or Directors or ex-Directors of the Company or the dependants or connections of such persons and at its discretion to construct, maintain, buildings, houses, dwelling or chawls or to grant bonus, pensions and allowance and to make payments towards insurance and to pay for charitable or benevolent objects, also to remunerate or make donations by cash or other assets or to remunerate by the allotment of shares credited as fully or partly paid for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital or any debentures, debenture-stock or other securities of the company in or about the formation or promotion of the Company or for the conduct of its business.

20. To undertake, carry out, promote and sponsor rural or semi urban or urban development including any programme for promoting the social and economic welfare or uplift of the public in any such area and to incur any expenditure on any programme of rural, semi-urban and urban development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner.

21. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for the discharging of social and moral responsibilities of the Company to the public or any section of the public as also any activities to promote national

welfare or social, economic and without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activities for publication of any books, literature, news-papers or for organising lectures or seminars likely to advance these objects or for giving merit awards or scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, funds or trusts having any one of the aforesaid objects as one of its objects by giving donations and/or contributions, subsidies and/or grants or in any other manner.

22. To donate, gift, contribute, subscribe, promote, support or aid or assist or guarantee money to charitable, benevolent, religious, scientific, national, public or to other institutions, funds or objects, or for any public, general or other objects and to accept gifts, bequests devices and donations from any firm, company or persons as may be thought appropriate or conducive to the interest of the Company.

23. To create any depreciation fund, reserve funds, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures, redeemable preference shares or gratuity or pension or for any other purpose conducive to the interest of the Company.

24. Subject to provisions of the Companies Act to place, reserve, distribute, as dividend or bonus or to apply as the Company may from time to time determine any moneys received in payment of dividend or money arising from the sale of forfeited shares or any money received by way of premium on shares or debentures issued at a premium by the Company.

25. To engage, employ, train, either in India or elsewhere, suspend and dismiss any agents, managers, superintendents, assistants, clerks, coolies other employees and to remunerate any such persons at such rate as shall be thought fit and to grant pensions or gratuities to any such person or to his widow or children and generally to provide for the welfare of employees.

26. To refer or agree to refer any claims, demands, disputes or any other questions by or against company or in which the company is interested or concerned and whether between the Company and the member or members or his or their representatives or between the Company and third party to arbitration in India or at any place outside India and to observe, perform and to do all acts, deeds, matters and things to carry out or enforce the awards.

27. To use trademarks, trade names or brand names for the business activities products and goods and adopt such means of making known the business and products in which the company is dealing as may seem expedient and in particular by advertising on radio, television, newspapers, magazines, periodicals, by circulars, by opening stalls and exhibition, by publication of books and periodicals, by distributing samples and by ranting prizes, rewards and awards.

28. To undertake the payment of all rent and the performance of all convenants, contracts, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or acquired by the Company.

29. To become members of or to enter into any agreement with any institution, association or company carrying on or which may carry on research and other scientific work of investigation in connection with any business of Company or other trades or industries allied therewith or ancillary thereto and to acquire shares in any such institutions, association or company and contribute towards the capital or funds, thereof.

30. To undertake and execute any trust which may be beneficial to the Company directly or indirectly.

31. To ensure properties, assets, undertakings, contracts, guarantees, liabilities, risks or obligations of the Company of every nature and kind.

32. To receive donations, gifts, contributions, subsidies, grants, and other mode of receipts of money for the furtherance of the objects of the Company.

33. To invest the funds of the Company not immediately required in Government or Semi Government corporations, companies or firms.

34. To pay a share in the profit of the company or commission to brokers sub-agents, agents or any other company, firm or person including the employees of the Company as may be thought fit for services rendered to the Company.

35. To employ experts, to investigate and examine into the conditions prospects, value character and circumstances of any business concerns and undertaking and generally of any assets, concessions, properties and/or rights.

36. To open establish, maintain and to discontinue in India or overseas any offices, branch offices, regional offices, trade centers, exhibition centers, liaison offices and to keep local or resident representative in any part of the world for the purpose of promoting the business of the company.

37. To enter into arrangement for technical collaboration and/or other form of agreement including capital participation with a foreign or Indian company for the purpose of manufacture, quality control and product improvements and for marketing of the products which the Company is empowered to manufacture and/or market and to pay or to receive for such technical assistance or collaborations, royalties or other fees in cash or by allotment of shares of the Company credited as paid up or issue of debentures or debentures-stock, subject to the provisions of laws for the time being in force.

38. To secure contracts for supply of the products manufactured by the company to military, civil and other departments of the government or semi-government bodies, corporations, public or private contracts, firms or persons and to recruit trained persons including persons retired from defence, police, military and paramilitary forces to employ detectives.

39. To take part in the management, supervision and control of the contracts, rights, turnkey jobs, operations or business of any company or undertaking entitled to carry on the business which the company is authorised to carry on.

40. To carry on the business as manufacturers, producers, processors, buyers, sellers, importers, exporters and dealers in every kind and description of food and foodstuff, milk and milk products including cream, butter, ghee, cheese, condensed milk, malted milk powders, skimmed milk, ice-cream, milk foods, canned foods, and the foods made from any substances and the business of food processing.

41. To carry on the business of farming, agriculture and horticulture in its branches and to grow,

produce, manufacture, process, prepare, refine, extract, manipulate, hydrolize, buy, sell, market or deal in all kinds of agricultural, horticultural, dairy, and farm produces and products including foodgrains, cereals, seeds, soyabeans, corn, corn oils, cash crops, plants, flowers, vegetables, edible oils, foods and food products.

42. To cultivate any plantation or other agricultural produces in all its branches and carry on the business as cultivators, buyers and dealers in vegetables, grains, vanaspaties and all other agricultural produces and to prepare, manufacture and render marketable any such produces and to sell, market, dispose off or deal in any such produces either in its prepared, manufactured or raw state and to purchase, hold, develop, cultivate any agricultural, barren land for the purpose herein mentioned.

43. To carry on the business as travel agents, selling agents, buying agents, marketing agents, commission agents, advertising agents, clearing and forwarding agents, estate agents, insurance agents, brokers or representatives of any company, corporation, firm or individual and to transact and carry on all kinds of agency business.

44. To carry on the business as printers, lithographers, stereotypers, electrotypers, photographic printers, photolithographers, chromolitho engravers, block makers, die-makers, envelop makers, type founders, photographers, manufacturers, dealers and designers in playing, visiting, railways, festives, complementary and fancy cards, tickets, stamps and parchments board, straw board, leather board, mill board, corrugated board, duplex board, triplex board, hard board, plywood board, art board, chromo card and photo card.

45. To establish, maintain, conduct, provide and make available services as consultant, advisers of every kind including commercial, statistical, financial accountancy, computer expert, programmer, technical services, medical, legal, social services and to take such steps as may be necessary for the purposes and to undertake for consideration on behalf of any client the work of examining, inspecting and carrying out tests on any products and to issue certificates in respect of such products.

46. To perform and undertake activities and carry on business pertaining to leasing, giving on hire or hire purchase, warehousing, factoring, providing financial assistance by means of leasing, giving on lease, hire or hire purchase, lending, reselling or disposing off all forms of immovable and movable properties and assets including buildings, godowns, warehouses and real of any kind, nature or user and all types of agricultural, industrial, domestic and other plants, equipments and machineries, computers, electronic data processors, tabulators, air-conditioners, medical equipments, domestic equipments or appliances or any system or products whether industrial or consumer and all types of automobiles, aircrafts, vehicles and ships.

47. To carry on the business as manufacturers, fabricators, assemblers, processors, finishers, repairers, buyers, sellers, importers, let on hire, purchase and dealers in any kind of machine tools, machine tools including drilling, boring and tapping machines, milling machines, lathe machines, grinding machines, gear cutting and gear grinding machines, and tools for metal cutting and metal working, hammers, and forging machines, welding machines and equipments, welding electrodes, press, sheet, metal shaping machines and equipments, wire working and converting machines, weighing machines and weights, printing machines, cutting machines wood working machines, sewing machine and machine tools of all types, sizes and description.

48. To carry on business of storing of goods, articles, food stuffs, commodities of all kinds in

refrigerators, ice chambers, deep freeze, cold storage or warehouses and for this purpose to construct, purchase, hire, take on refrigerators, ice chambers, deep freeze and cold storage of lease, develop ware houses, premises, buildings or units.

49. To carry on the business of textile engineers and manufacturers and dealers in textile machinery and to manufacture, produce, repair, alter, convert, recondition, resale, hire, import, export, market, let on hire, trade and deal in spares, plants, accessories, fittings, engineering goods, rolling stock, hardware required for textile industries.

50. To carry on business as manufacturers, buyers, sellers, dealers, distributors, stockists, importers, exporters, resellers clearing agents, transporters, processors in all kind of cements including ordinary, white, coloured, portland, lime cement and cement products of all kinds including pipe fittings, poles, roofs, bricks, prefabricated walls, blocks, tiles, covers, asbestos sheets and by-products and joint products thereof.

51. To carry on the business as manufacturers, sellers, dealers, distributors, stockists, importers, exporters, resellers, transporters, cleaning agents, processors of lime, bauxite, gypsum, asbestos, limestones, fixing materials, sand, plasters, jute bags, paper bags, gunny bags, HDPE/PP valves, and woven bags, plastic bags, packaging materials potteries, earthenwares, sanitary wares, refractories, ceramicwares, and products thereof.

52. To carry on in India or elsewhere the business of mining, quarries and to prospect for, search for find, get, work, process, crush, smelt, manufacture, refine, blend, clean, convert, store, transport, buy, sell, import, export, distribute, market and deal in all kinds of mineral oil of all kinds, minerals of all kinds, fuels of all kinds, their by-products, joint products, derivatives, mixtures, semifinished products and ores.

53. To manufacture, buy, sell, exchange, alter, improve, import, export, market or deal in all kinds of wires, bars and conductors including insulated wires, PVC wires, flexible wires, flexible cords, cotton or silk braided wires, conduct wires, low and high tension paper, copper conductors, aluminium conductors, copper bars, aluminium bus bars and their accessories.

54. To manufacture, buy, sell, distribute, import, export, market and deal in welding electrodes, welding machines, welding fluxes, gas cylinders of all types and sizes, power batteries and cells, torches, cooking range and other domestic appliances.

55. To carry on business as timber merchants and timber growers and to buy, sell, grow, process, prepare for market, manipulate, import, export, market and deal in timber and woods of all kinds and to manufacture and deal in wooden articles such as furnitures, fixtures, toys, wooden packing cases, domestic appliances, agricultural implements, windows, doors, articles required for construction work, wooden plants and machineries, houses, carriages, sports equipments, chairs, stage materials, exhibition materials, coaches, vehicle bodies and to buy, clear, work, develop and deal in timber estates.

56. To carry on in India or elsewhere, the business of producing, processing, manufacturing, formulating, using, acquiring, storing, refining, packing, transporting, distributing, importing, exporting and dealing in every kind and description of fertilizers, manures, chemicals, organic or inorganic chemicals, flouro chemicals, heavy chemicals, fine chemicals, speciality chemicals, acids, alkalies, agrochemicals, industrial chemicals, laboratory chemicals, fatty acids, cellulose

derivatives, furfural and its derivatives, starch derivative, nitrates, flouroides, sulphates, sulpher salts, tanins, chemical auxiliaries, disinfectants, PVC compound, fibre glass, all kinds of gums and gums derivatives, carbon black caustic soda, soda ash, conductive polymers, triopolymers, cellulose polymers, ethyl cellulose, hydroxy ethyl, nitro cellulose, carboxy methyl cellulose and its salts, micro crystalling cellulose powder, heavy waters, radio isotopes, nuclear reactors and atoms.

57. To carry on the business as manufacturers, purchasers, sellers, processors, refiners, exporters, importers, and dealers in every kind or description of gases including oxygen, hydrogen, nitrogen, argon, acetylene and its compounds, by-products, joint products, ancillary products and its derivatives.

58. To carry on the business as civil engineer, mechanical engineer and for the purpose to build, erect, execute, administer, construct, alter, maintain, enlarge, pull down, remove or replace and market, deal in work, manage and control any buildings, structures, offices, factories, mills, shops, machinery, engineers, road ways, bridges, reservoirs, water house, wharves, electric works, tramways, railways, branches, or sidings, docks, harbours, canals, irrigations, reclamation, sewage, drainage and conveniences of all kinds.

59. To carry on in India or elsewhere the business of processing, converting, producing, manufacturing, formulating, using, buying, acquiring, storing, packing, selling, marketing, transporting, importing, exporting and disposing of all types and description of drugs, drug, intermediates synthetic drugs, medicines, vitamins, antibiotics, basic drugs, pharmaceuticals, biological products, food stuffs for human and animal use, gelatine capsules, sugar, agro-chemicals, bio-chemicals, pesticides, fungicides, germicides, insecticides, weedicides, dye-stuffs, intermediates, textiles auxiliary, colours, acids, varnishes, paints, pigments, synthetic resins, plasticizers, cosmetics, powders, creams, preparation for the teeth, toilet requisites, detergents, surface active agents, cleaning agents, soaps, glasses, pottery, terracotta, artificial stones, cokes, explosives, photographic materials and industrial chemicals.

60. To provide package of investment services by acting as managers to the public issue of shares, debentures, debenture bonds, securities by underwriting and to act as issue houses.

61. To carry on business as manufacturers, buyers, sellers, dealers, distributors, exporters, importers, hirers, stockists, surveyors, valuers, agents, clearing agents, processors, assemblers, repairers, erection and commissioning of agricultural implements, equipments and machineries of all types and sizes either power driven or hand operated including harvesters, thrashers, winnowers, cultivators, seeds and fertilizer drillers, sprinklers, dairy machines, elevating machines, conveying machines, transmission machines, tractors, sprayers, hullers, hand and industrial blowers, drilling machines, oil engines, diesel engines, kerosene engines, petrol engines, internal combustion engines and their raw materials, components, semifinished goods, accessories and spare-parts.

62. To carry on the business as manufacturers and dealers in all types of electrical, electronic, mechanical, microprocessor based, electro-mechanical computerised equipments including X-ray machines, ultra sound machines, scanners ECG machines, echo cardiographic machines, electro surgical instruments and digital Blood Pressure instruments required for medical, surgical operations, hospitals, dispensaries, medical centres, research laboratories, educational

institutions, scientific and other institutions or organisations or companies

63. To carry on the business as electroplaters, nickelplaters, chromium platers, metalsprayers, oxidisers, anodisers and metalplaters, general painters, varnishers, lacquerers, enamellers, polishers, welders, braziers, gilders, goldsmiths, silversmiths, watchmakers and jewellers.

64. To carry on the business as manufacturers and dealers in metal wares, glass-wares, leather-wares, research equipments and appliances.

65. To manufacture, fabricate, assemble, buy, sell, market, let on hire, import, export, repair, maintain and deal in all kinds and description of automobile, whether propelled or assised by means of petrol, spirit, gas, mineral oil, electricity, animal, atomic or any kind of fuel or power or energy including autocycles, motorcycles, scooters, mopeds, motor cars, auto rickshaws, trucks, tractors, delivery vans, tankers, lorries, buses, minibuses, metador tempo, motor boats, motor launches or other vehicles and their spareparts, components, accessories and ancillary equipments, including automotive equipments, axles, hydraulic jacks, airbrakes equipments, suspension units, pressed steel cabs, bearing, piston rings, crank shafts, truck bodies, tyres and tubes.

66. To set up, operate, fabricate, market and deal in steel furnace, steel rolling mills, steel rolling plant and to re-roll mild, low, medium, high carbon and alloy steel and alloy cold rolled and hot rolled strips, refine alloy and manufacture ingots, skelped billets of special steel and alloy steels and to act as steel makers, steel converters ship breakers and to manufacture metallurgical products in all forms.

67. To manufacture, produce, trade, export, import, market and deal in re-rolled sections of all sizes and specifications of ferrous and nonferrous, including angles, bars, flats, plates, rods, rails, rounds, octagons, hexagons, joint channels, sheets, strips, plates and cold twisted bars and other structures, steel extruded sections, forgings and to manufacture and deal in domestic goods made up of any metals and to manufacture and deal in steel and aluminium furniture and foils manufactured from aluminium and other ferrous and non-ferrous metals.

68. To carry on the business of manufacturers, fabricators, exporters of and dealers in wrought iron, pig iron, copper, brass, aluminium and other metals, metal alloys and scrap metals, skullcap and metallic residue and or compounds or products of any kind or description whatever.

69. To carry in India or elsewhere the business of designing, engineering, fabricating, manufacturing, assembling, marketing, importing, exporting, selling, purchasing, leasing, distributing, supplying on turnkey basis or servicing, maintaining, erecting and commissioning, repairing and dealing in earth moving machineries, road making and construction machineries including power plants, road rollers, mixer machines and weight lifting machineries including chainpulley locks, graded chains, mobile crane, overhead cranes, fork lift, passenger lift, elevators, vibrators, hydraulic jacks, excavators, air compressor, reduction gears, speed reducers, fire fighting equipments and plants, machinery and structures required for refining, processing, testing, storing, converting and transporting of all types of mineral oils, their by-products and ancillary products.

70. To carry on in India or elsewhere the business as manufacturers, producers, fabricators, processors, buyers, sellers, assemblers, importers, exporters and dealers in electrical, electronic or electromechanical or mechanical equipments, appliances, machineries, their components, accessories, spareparts and systems required for industrial, agricultural, domestic or other purposes including all types of meters, measuring instruments, testing instruments, calibrating

instruments, protection, auxillary and other relays, sonic or ultra sonic equipments, radars, computers, minicomputers, data processing equipments, micro processor based equipments, microwave equipments, control system or equipments, equipments required for atomic reactors and space applications, control systems, audio visual communication equipments, image and document production equipments, broadcasting and cinematographic equipments, testroom equipments, scientific instruments, medical and surgical equipments, oscilloscopes, electric motors of all types, electric furnaces, cremation furnaces, instrument transformers, current transformers, potential transformers, power line carrier communication equipments, telemetering equipments, bus ducts, tap changers, tensile testing equipments, switches, switch and control boards, control panels, time switches, radio control switches, circuit breaker of all types, switch gears and control gears, porcelain insulators, starters, boosters, rectifiers, low and high voltage transformers, vacuum gauges, television sets, tape recorders, video games, receiver sets, amplifiers, audio systems, calculators, electronic components including capacitors, transistors, electric and electro-mechanical parts, printed circuit boards, diodes, resistors, indicators, transformers, ferrites tubes, television tubes, picture tubes, incandescent lamp, miniature lamps and tubes, integrated circuits, thyristors, lamination sheets, stamping, all types of insulating materials, fuses, floppy disc, magnetic tapes, magnetic disc, record players, changers, zip fasteners, watches, water filters valves, pressure vessels and gauges, heat exchangers, dehumidifiers and corrosion control equipments and arms and ammunition required for defence.

71. To carry on the business as transporters, couriers and carriers of every kind and description of goods, materials, luggages, merchandise, animals or passengers boxes covers, cards, papers and valuable articles from place to place either by air or by land or river or sea or partly by sea or river and partly by land or air and for the purpose own, hire, take on rent, give on rent, sale, purchase, market and deal in motor vehicles, aeroplanes, animal drawn vehicles, car, ships, steamer, trucks, buses, minibuses and to carry on the business of general carriers, railway and forwarding agents, clearing agents, warehousemen, storekeepers, bonded caremen and common caremen and for the purpose to own, hire, lease, take on rent, give on rent any buildings, warehouse or other facilities and to operate, establish, own and maintain garages, service stations, workshops, terminal freight point and to store, repair, rent and lease motors, buses, automobiles or other vehicles.

72. To carry on the business of designing, engineering, fabricating, manufacturing, assembling, marketing, importing, exporting, selling, purchasing, leasing, distributing, supplying, on turnkey basis or servicing, maintaining, erecting and commissioning, repairing and dealing in all kind and description of industrial plants, petro-chemical plants, cement plants including rotary kilns and fluxo packers, fertilizer plants, chemical vessels, sugar plants, edible and non-edible oil extraction plants, pulps, pulp and paper manufacturing plants, pollution control equipments, crystalliser plants, bottling plants, drying plants, power plants, coal and material handling plants, dairy plants, plastic processing machinery, cement machinery, beverage machinery, air conditioning and refrigeration plants and their machineries, components, accessories, ancillary equipments, instruments and appliances.

73. To carry on the business as manufacturers, buyers, purchasers, sellers, processors, producers, importers, exporters, researchers, developers, consultants, advisors and dealers in every kind and description of ceramics, ceramic products, technical alumina, alumina products, their rawmaterials, by-products, joint products, auxiliary products and allied products including alumina titania ceramic textile thread guides, alumina ceramic seals, alumina nozzles, alumina

and zercon granules, industrial grade ceramic wool, ceramic deburring and grinding media, ceramic coating, ceramic cutting tools, oxide ceramics of boron-nitril, titania alumina and zercon based ceramics, assorted alumina products and potteries.

74. To carry on the business of extracting, refining, processing, blending, dealing, purchasing, selling, edible or non-edible oils, rasa, rasayana, fats, basic substances, elements or ingredients from all types of oil seeds, cash crops, seeds, food grains, cereals, nuts, cakes, agricultural produces, vegetables, leaves, roots, flowers, herbs, plants, shrubs and trees and for the purpose to run or carry on extraction plants, processing or refining plants and all other allied activities and to deal in purchase, sell, export, .import, or market such resultant products or produces and their derivatives, by-products, joint products, finished products, raw materials or semi-processed materials.

75. To carry on the business as buyers, sellers, exchangers, importers, exporters, assemblers, distributors, repairers, or dealers in all the accessories, raw materials, spare parts and components required for the purpose of the business of the Company.

76. To carry on business as organiser, developer, contractor or owner or dealer of any land, residential buildings, commercial buildings, shops, offices or any other buildings, and for the purposes to purchase, take on lease, acquire, hold, develop, prepare building sites, construct, reconstruct, repair, maintain, pull down, alter, improve, decrease, furnish, sell, market, give on hire, purchase or on instalment or deal in any lands, residential buildings, commercial buildings, shops, offices, club houses, works and sanitary conveniences of all kinds and to lay out roads, drainage pipes, water pipes and electric installations and to set apart lands for pleasure, gardens and recreation grounds or improve the land or any part thereof.

77. To carry on in India or elsewhere, the business of producing, processing, converting manufacturing, formulating, factoring, using, buying, acquiring, storing, refining, packaging, selling, marketing, transporting, distributing, importing, exporting, and dealing in all kinds and description of petrochemicals, petroleum products its by-products, joint products, ancillary products and derivatives thereof whether in liquid, solid, flake or gaseous form, including benzene, ethylene, propylene, polypropylene, propane, ethane, butenes, butadiene, isoprene, rubber, naphtha, methane, methanol, melamine, naphthalene, cyclohexanone, phenol, acetic acid, calcium acetage, vinyl acetates, polyurathanes and polyurathanebased chemicals, polyols and cynides of all kinds, disocynides, phosegene, polycarbonates, ammonig, caprolactram, adipic acid, hexamethylene, diamine, amine compounds of lower and higher olifenes or thoxylene, phthalic anhydride, alkyd resins, polyster fibres and films, mixed xylenes, paraxylene, metaxylene, toluene, cumene, styrene, polymer products of all types including block polymers, graft polymers,random polymers, co-polymers, homo polymers, acrylonitrte co-polymers, butadiene styrene acrylonitrite terpolymers, butadine styrene, polysaccharide of all kinds, synthetic rubbers, acrylonitrite rubber, styrene butadiene rubber, methacrolein, maleic anhydride, methacrylates, urea, formaldehyde, fibres of all kinds, inluding acrylic fibres, carbon fibres, polypropylene fibres, polyvinyl alcohol fibres, opticle fibres, polycarbonate resins, formaldehyderesins, polyvinyl acetate resins, nylons of all kinds, hydrogen cyanide, poly methyl purified terephattalic acid, dimethyl terephtalate, poly vinyl chloride, acetylene, ethylene dichloride, ethylene oxide, ethylene glycol, polyglycols of ethylene, paraxy lenes, poly stryrene, poly propylene, isopropanel, acetone, propyline oxide, propylene glycol, acrylonitrile, acrolein, acrylicesters, ally chloride, epichlorhydrin, epoxy resins, plastics of all types, oxides of all types, chlorinated hydrocarbons, halogenated hydrocarbons, aliphatic and aromatic alcohols, ketones, aromatic acid, anhydrides, linear alkyl benezene, linear alkyl benezene sulfonates, quanternary

ammonium compounds, alcohol ephoxylates, alcohol ephoxysulphates, monomer and polymers of vinyl acetate, vinyl choloride, esters of ortho meta and pera and terephthalic acids, lubricating oils, transformer oils, furance oils, and polymers in all their forms like resins, fibred sheets, mouldings and castings.

78. Subject to the provisions of law applicable to carry on in India or elsewhere the business of running hotels, motels, restaurants, coffee houses, eating houses, lodging houses, boarding houses, flight kitchens, club houses, holiday resorts, holiday homes, travels and tours, health clubs, swimming pools, rest houses, entertainment houses and for this purpose to purchase, give on hire, construct, build, manage, improve alter, demolish.

79. To carry on in India or elsewhere the business of manufacturing, producing, processing, sizing, drawing crimping, twisting, texturising, blending, mixing, purchasing all kinds of natural and man-made fibres, fibre yarns, fibre cords, cotton yarns, polyester staple fibres, jute, wool, silk, core, art silk, nylon fibres, staple fibres, fabrics, plastic fabrics, synthetic and other fibrous materials, cloths, dressing materials, furnishing materials, handicrafts, khadi uniforms, readymade garments, apparels, carpets, blankets, padding, knitted goods, decorative materials, woven bags, hosiery, gloves, sewing threads, ropes, covers and packing materials.

80. To carry on the business as importers, exporters, buyers, sellers, dealers, principal or agent in all kinds of plant and machineries, equipments and instruments, articles, apparatus, appliances, accessories and fittings for the objects of the company.

IV. The Liability of the members is limited.

V. The Authorised Share Capital of the Company is Rs. 1,00,000/- (Rupees One Lakhs Only) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10/- each.

We, the several persons, whose name and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the respective number of shares in the capital of the Company set opposite our respective names:

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	For and on behalf of M/s Adani Transmission Limited (CIN L40300GJ2013PLC077803) having its registered office at Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad - 380009 through its Company Secretary vide Board Resolution passed on 3rd November, 2018. Jaladhi Shukla S/o (Late) Shri Atulchandra Shukla residing at B/52 Mangal Murti Society, Nr. Rajbag Society, Ghodasar, Maninagar, Ahmedabad – 380 050. Gujarat E-mail ID: Jaladhi.shukla@adani.com Occupation: Service PAN – ANYPS3622D	ANYPS3622D	9994	Equity	JALADHI ATULCHANDRA SHUKLA	08/12/18
2	Pranav V. Adani [Nominee of Adani Transmission Limited] having its registered office at Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380009 Shri Vinod S. Adani residing at Paramshanti Bungalow, Survey No 100/1, Nr Shaswat Bungalow, Behind Rajpath Club, Ahmedabad – 380 059, Gujarat Occupation: Service DIN – 00008457	00008457	1	Equity	PRANAV VINOD ADANI	08/12/18
3	Jatin Jalundhwala [Nominee of Adani Transmission Limited] having its registered office at Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad - 380009 S/o Rameshchandar Jalundhwala, residing at 602 Satkrut Parth Sarthi Avenue, Nr. Shyamal Row Houses, Satellite, Ahmedabad – 380 015, Gujarat. Occupation: Service DIN – 00137888	00137888	1	Equity	JATINKUMAR RAMESHCHANDRA JALUNDHWALA	08/12/18
4	Gunjan Taunk [Nominee of Adani Transmission Limited] having its registered office at Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380009 S/o Maheshkumar Taunk, residing at C/31, Sarvadarshan Apartments, Ramdevnagar, Satellite, Nr. Heaven Park, Ahmedabad – 380 015, Gujarat Occupation: Service PAN - ADTPT5076H	ADTPT5076H	1	Equity	GUNJAN TAUNK	08/12/18
5	Pritesh Shah [Nominee of Adani Transmission Limited] having its registered office at Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380009 S/o Mahendrakumar Shah, residing at O/203, Matru	CMMPS9246L	1	Equity	PRITESH M SHAH	08/12/18

S.No.	Subscriber Details				
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken	DSC	Dated
	Sanidhya, Nr. Sadguru Sanidhya, New Maninagar, Ahmedabad – 382 449, Gujarat Occupation: Service PAN - CMMPS9246L				
6	Krutarth Thakkar [Nominee of Adani Transmission Limited] having its registered office at Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380009 S/o Avinashbhai Thakkar, residing at 32, Dipavali Society, Vishvakunj Char Rasta, Ahmedabad - 380 007, Gujarat Occupation: Service PAN - AOIPT4503K	AOIPT4503K	1 Equity	KRUTARTH A THAKKAR Digitally signed by KRUTARTH A THAKKAR DN: c=IN, o=Personal, postalCode=380007, st=Gujarat, 2.5.4.20=345d11a9f091b7ecfcd80467638e711266885bf9256e7629c8f57e9d75473735, serialNumber=909e50da820571993a31f8fdf7332d57c725f72f385ba40c5a4229e47a25e7ae, cn=KRUTARTH A THAKKAR Date: 2018.12.08 15:41:09 +05'30'	08/12/18
7	Kamlesh Patel [Nominee of Adani Transmission Limited] having its registered office at Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380009 S/o Dhirubhai Patel, residing at D/301, Shukan Platinum, New S. G. Raod, Gota, Ahmedabad – 382481, Gujarat Occupation: Service PAN - ARTPP3693E	ARTPP3693E	1 Equity	PATEL KAMLESHBHAI D Digitally signed by PATEL KAMLESHBHAI D DN: c=IN, o=Personal, postalCode=380015, st=Gujarat, 2.5.4.20=fa461b450a21c1bf9c5f9812edc2cbc05b95b532b1ebc0a677682d11b8cbc1d6, serialNumber=c2b88e978882406cae169dacc6df06447d0be319e82fd54b06dbda042b44480a, cn=PATEL KAMLESHBHAI D Date: 2018.12.08 15:38:52 +05'30'	08/12/18

Total Shares taken		
	10,000.00	Equity
		Preference

Signed before Me					
Name		Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated
FCS	Chirag B Shah	808, Shiromani Complex, S.M. Road, Ahmedabad-15	5545	CHIRAG BHUPENDRABHAI SHAH Digitally signed by CHIRAG BHUPENDRABHAI SHAH DN: c=IN, o=Personal, postalCode=380015, st=Gujarat, 2.5.4.20=78f821fca6497be16b26ffe4a19209c88272f8399ea3b170f845084a79cbee37, serialNumber=9825408f4c36a6b87bc2af7413cc36b924dc31fcfc2b5e182c3e20138905c55e, cn=CHIRAG BHUPENDRABHAI SHAH Date: 2018.12.08 15:42:23 +05'30'	08/12/18

Modify

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THE COMPANIES ACT, 2013
[COMPANY LIMITED BY SHARES]
ARTICLES OF ASSOCIATION
OF
Adani Electricity Navi Mumbai Limited
(Incorporated under the Companies Act, 2013)

1. [1] The Regulations contained in Table "F" in Schedule I of the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.

[2] (a) The marginal notes used in these Articles shall not affect the construction thereof.

(b) In the interpretation of these Articles, the following expressions shall have the following meanings, unless repugnant to the subject or context

"Act or Companies Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the Companies Act 1956, so far as may be applicable**.**

"Articles" means these articles of association of the Company or as altered from time to time.

"Board of Directors" or "Board" means collective body of Directors of the Company.

"Company" means **"[1]Adani Electricity Navi Mumbai Limited".**

"Depository" means and includes a Company as defined in the Depositories Act 1996**.**

"Rules" means the applicable rule for the time being in force as prescribed in relevant sections of the Act.

"Seal" means Common Seal of the Company.

"Secretarial Standards" means standards provided by the Institute of Companies Secretaries of India.

"Securities" means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act 1956.

(c) Words importing the masculine gender also include, where the context requires or admits, the feminine and neuter gender.

[1] Altered vide Special Resolution passed at the Extra-ordinary General meeting of the Company held on 14th October 2022

(d) Words importing the singular number also include, where the context requires or admits, the plural number and vice-versa.

(e) Unless the context otherwise requires, words or expression contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.

Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at par or at a premium or at consideration otherwise than in cash and at such time as they may from time to time think fit. The Company may issue equity with voting rights and/or with differential rights as to dividend, voting or otherwise in accordance with the Rules and preference shares.

SHARE CAPITAL AND VARIATION OF RIGHTS

2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue provide,—
   (a) one certificate for all his shares without payment of any charges; or
   (b) several certificates, each for one or more of his shares, upon payment of such sum as may be prescribed for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

Every holder of or subscriber to Securities of the Company shall have the option to receive security certificates or to hold the Securities with a depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any Securities in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities.

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of the foregoing article relating to issue of certificates shall mutatis mutandis apply to debentures or other securities of the company.

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) The company may exercise the powers of paying commissions conferred under the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required under the Act and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under the Act.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

8. Subject to the provisions of the Act, any preference shares may be issued on the terms that they are to be redeemed or converted into equity shares on such terms and in such manner as the company before the issue of the shares may, determine.

The Board or the Company as the case may be, may, by way of right issue or preferential offer or private placement or any other manner, subject to and in accordance with Act and the Rules, issue further securities to;

(a) persons who, at the date of the offer, are holders of equity shares of the Company. Such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of other person or;

(b) employees under the employees' stock option or;

(c) any person whether or not those persons include the persons referred to in clause (a) or clause (b) above;

LIEN

9. (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

The provisions of these Articles relating to Lien shall mutatis mutandis apply to any other Securities including debentures of the Company.

CALLS ON SHARES

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

TRANSFER OF SHARES

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by the Act decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

21. The Board may decline to recognise any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under the Act;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with the Act and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

The provision of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

TRANSMISSION OF SHARES

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the company and the company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the company, but the company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto it the Directors shall so think fit.

FOREFEITURE OF SHARES

27. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

28. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

33. The provisions of these regulations as to forfeiture shall apply in the case of non payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

34. Subject to provisions of the Act the company may, from time to time, increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

35. Subject to the provisions of the Act , the company may, from time to time,—

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

36. Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

37. The company may, subject to provisions of the Act, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

(a) its share capital;
(b) any capital redemption reserve account; or
(c) any share premium account.
(d) any other reserve in the nature of share capital

CAPITALISATION OF PROFITS

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

(a) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);

(d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(e) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

40. Notwithstanding anything contained in these articles but subject to the provisions of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETINGS

41. All General Meetings other than Annual General Meeting shall be called Extra ordinary General Meeting.

42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

43. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in the Act.

44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

45. If there is no such Chairperson, or if he is not present within fifteen minutes after the

time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

On any business at any general meeting in the case of an equality of votes, whether on a show of hands, electronically or on a poll, the Chairman of the meeting shall have second or casting vote.

ADJOURNMENT OF MEETING

47. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll or through voting by electronic means, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

49. A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

50. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll or through voting by electronic means, by his nominee or other legal guardian, and any such nominee or guardian may, on a poll, vote by proxy.

52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

54. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for taking of the poll; and in default the instrument of proxy shall not be treated as valid.

56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under the Act.

57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

58. (i) Until otherwise determined by a General Meeting of the Company and subject to the provisions of the Act, the number of Directors shall not be less than three nor more than fifteen.

(ii) The present Directors of the Company are:

1. **RAKESH KUMAR TIWARY (DIN: 06895533)**
2. **KANDARP PATEL (DIN: 02947647)**

3. MANOJ SHARMA (DIN: Applied in SPICe)

(iii) Subject to provisions of the Act, the Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.

(iv) The same individual may, at the same time, be appointed as Chairman as well as Managing Director or Chief Executive Officer of the Company.

59. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

60. The Board may pay all expenses incurred in getting up and registering the company.

61. The company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of under the Act) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

62. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

63. Every director present at any meeting of the Board or of a committee thereof shall sign against his name in a book to be kept for that purpose.

64. (i) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an Additional Director, provided the number of the Directors and Additional Directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

Such person shall hold office only up to the date of the next Annual General Meeting of the company but shall be eligible for appointment by the company as a Director at that meeting subject to the provisions of the Act.

(ii) The Board may appoint an Alternate Director to act for a Director (herein after in this Article called “the Original Director”) during his absence for a period not less than three months from India. No person shall be appointed as an Alternate Director for an Independent Director unless he is qualified to be appointed as an Independent Director under the provisions of the Act.

An Alternate Director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when Original Director returns to India.

If the term of office of the Original Director is determined before he return to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not the Alternate Director.

If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.

The Director so appointed shall hold office only upto the date till which the Director in whose place he is appointed would have held office if it had not been vacated.

(iii) Notwithstanding anything to the contrary contained in these Articles, so long as any moneys shall be owing by the Company to the any financial institutions, corporations, banks or such other financing entities, or so long as any of the aforesaid banks, financial institutions or such other financing entities hold any shares/debentures in the Company as a result of subscription or so long as any guarantee given by any of the aforesaid financial institutions or such other financing entities in respect of any financial obligation or commitment of the Company remains outstanding, then in that event any of the said financial institutions or such other financing entities shall, subject to an agreement in that behalf between it and the Company, have a right but not an obligation, to appoint one or more persons as Director(s) on the Board of Director as their nominee on the Board of Company. The aforesaid financial institutions or such other financing entities may at any time and from time to time remove the Nominee Director appointed by it and may in the event of such removal and also in case of the Nominee Director ceasing to hold office for any reason whatsoever including resignation or death, appoint other or others to fill up the vacancy. Such appointment or removal shall be made in writing by the relevant corporation and shall be delivered to the Company and the Company shall have no power to remove the Nominee Director from office. Each such Nominee Director shall be entitled to attend all General Meetings, Board Meetings and meetings of the Committee of which he is a member and he and the financial institutions or such other financing entities appointing him shall also be entitled to receive notice of all such meetings.

MANAGEMENT UNDER GENERAL CONTROL OF DIRECTORS

(iv) The general control, management and supervision of the Company shall vest in the Board and the Board may exercise all such powers and do all such acts and things as the Company is by its Memorandum of Association or otherwise authorised except as are required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act, and of these presents and to any regulations not being inconsistent with these presents from time to time made by the Company in General Meeting, provided that no such regulation shall invalidate any prior acts of the Directors which would have been valid if such regulation had not been made.

(v) Subject to the provisions of the Act, the Director may borrow, raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they may think fit and in particular by the issue of bonds, perpetual or redeemable, debenture or debenture-stock or any mortgage or charge or other security on the undertaking of the whole of any part of the property of the Company (both present and future) including its uncalled capital for the time being.

(vi) Subject to the provisions of the Act, the Company may enter into any contract, arrangement or agreement in which a Director or Directors of the Company are, in any manner, interested.

A Director, Managing Director, officer or employee of the Company may be or become a Director, of any company promoted by the Company or in which it may be interested as a vendor, member or otherwise, and no such Director shall be accountable for any benefits received as Director or member of such company except to the extent and under the circumstances as may be provided in the Act.

If the Directors or any of them or any other person, shall become personally liable for the payment of sum primarily due from the Company, the Board may subject to the provisions of the Act execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

A Director may resign from him office upon giving notice in writing to the Company.

PROCEEDINGS OF THE BOARD

65. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A Director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board shall have a second or casting vote.

67. The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

68. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

69. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

70. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

71. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.

73. (i) Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, whether manually or electronically, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

MANAGING DIRECTORS

(ii) Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time any of its members as Managing Director or Managing Directors and/or Whole Time Directors of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions , including liability to retire by rotation, as the Board thinks fit, and the Board may by resolution vest in such Managing Director or Managing Directors/Whole Time Director(s), such of the power hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such condition and subject to such restriction as it may determine, the remuneration of such Directors may be way of monthly remuneration and/ or fee for each meeting and/or participation in profits, or by any or all of those modes, or of any other mode not expressly prohibited by the Act.

(iii) The Directors may whenever they appoint more than one Managing Director, designate one or more of them as “Joint Managing Director” or “Joint Managing

Directors” or “Deputy Managing Directors” as the case may be.

(iv) Subject to the provisions of the Act, the appointment and payment of remuneration to the above Director shall be subject to approval of the members in the General Meeting and of the Central Government, if required.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

74. Subject to the provisions of the Act,—

(i) A Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A Director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

75. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a Director and Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, Chief Executive officer, Manager, Company secretary or Chief Financial Officer.

THE SEAL

76. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of any one of the directors or secretary or such other person as the Board may appoint for the purpose; and those signatories shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVE

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board, but the Company in a general meeting may declare a lesser dividend.

78. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares as appear to it to be justified by the profits of the company.

79. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or

for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

80. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

81. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

82. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

(iii) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for any payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

83. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

84. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

85. No unpaid dividend shall bear interest against the company.

The waiver in whole or in part of any dividend on any share by any document shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

No unclaimed dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the Company shall comply with the provisions of the Act in respect of unpaid or unclaimed dividend.

ACCOUNTS

86. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

WINDING UP

87. Subject to the applicable provisions of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

88. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

GENERAL POWER

89. Wherever in the Act, it has been provided that the Company shall have any right,

privilege or authority or that the Company could carry out any transaction only if the Company is authorised by its Articles, then in that case this Article authorises and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

We, the several persons, whose name and addresses, disruptions and occupations are hereunder subscribed below, are desirous of being formed into a Company in pursuance of this Articles of Association

	Subscriber Details				213
S. NO	Name, Address, Description and Occupation	DIN/PAN/Passport Number	Place	DSC	Dated
1	For and on behalf of M/s Adani Transmission Limited (CIN L40300GJ2013PLC077803) having its registered office at Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad - 380009 through its Company Secretary vide Board Resolution passed on 3rd November, 2018. Jaladhi Shukla S/o (Late) Shri Atulchandra Shukla residing at B/52 Mangal Murti Society, Nr. Rajbag Society, Ghodasar, Maninagar, Ahmedabad – 380 050. Gujarat E-mail ID: Jaladhi.shukla@adani.com Occupation: Service PAN – ANYPS3622D	ANYPS3622D	Ahmedabad	JALADHI ATULCHANDRA SHUKLA	08/12/2018
2	Pranav V. Adani [Nominee of Adani Transmission Limited] having its registered office at Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380009 Shri Vinod S. Adani residing at Paramshanti Bungalow, Survey No 100/1, Nr Shaswat Bungalow, Behind Rajpath Club, Ahmedabad – 380 059, Gujarat Occupation: Service DIN – 00008457	00008457	Ahmedabad	PRANAV VINOD ADANI	08/12/2018
3	Jatin Jalundhwala [Nominee of Adani Transmission Limited] having its registered office at Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad - 380009 S/o Rameshchandar Jalundhwala, residing at 602 Satkrut Parth Sarthi Avenue, Nr. Shyamal Row Houses, Satellite, Ahmedabad – 380 015, Gujarat. Occupation: Service DIN – 00137888	00137888	Ahmedabad	JATINKUMAR RAMESHCHANDRA JALUNDHWALA	08/12/2018
4	Gunjan Taunk [Nominee of Adani Transmission Limited] having its registered office at Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380009 S/o Maheshkumar Taunk, residing at C/31, Sarvadarshan Apartments, Ramdevnagar, Satellite, Nr. Heaven Park, Ahmedabad – 380 015, Gujarat Occupation: Service PAN - ADTPT5076H	ADTPT5076H	Ahmedabad	GUNJAN TAUNK	08/12/2018

Subscriber Details

S. NO	Name, Address, Description and Occupation	DIN/PAN/Passport Number	Place	DSC	Dated
5	Pritesh Shah [Nominee of Adani Transmission Limited] having its registered office at Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380009 S/o Mahendrakumar Shah, residing at O/203, Matru Sanidhya, Nr. Sadguru Sanidhya, New Maninagar, Ahmedabad – 382 449, Gujarat Occupation: Service PAN - CMMPS9246L	CMMPS9246L	Ahmedabad	PRITESH M SHAH	08/12/2018
6	Krutarth Thakkar [Nominee of Adani Transmission Limited] having its registered office at Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380009 S/o Avinashbhai Thakkar, residing at 32, Dipavali Society, Vishvakunj Char Rasta, Ahmedabad - 380 007, Gujarat Occupation: Service PAN - AOIPT4503K	AOIPT4503K	Ahmedabad	KRUTARTH A THAKKAR	08/12/2018
7	Kamlesh Patel [Nominee of Adani Transmission Limited] having its registered office at Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380009 S/o Dhirubhai Patel, residing at D/301, Shukan Platinum, New S. G. Raod, Gota, Ahmedabad – 382481, Gujarat Occupation: Service PAN - ARTPP3693E	ARTPP3693E	Ahmedabad	PATEL KAMLESHBHAI D	08/12/2018

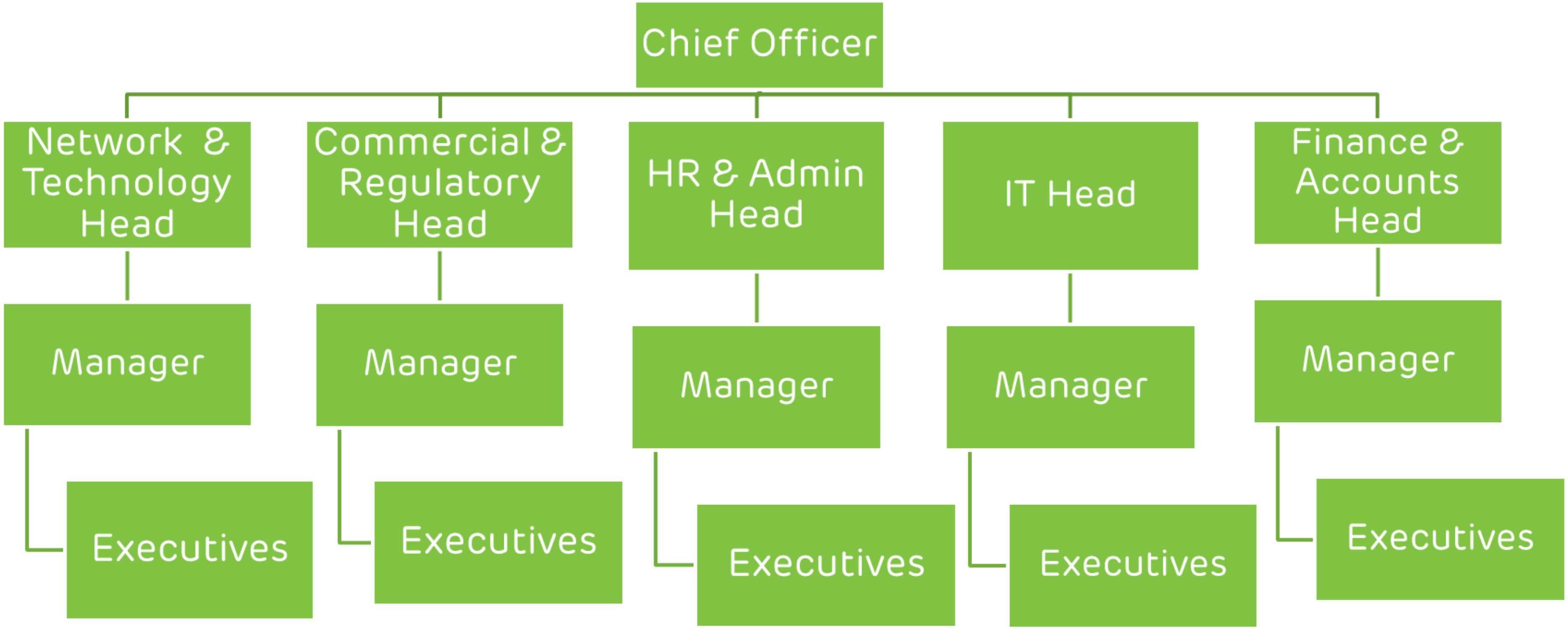
Signed Before Me

Name		Address, Description and Occupation	DIN/PAN/ Passport Number/ Membership Number	Place	DSC	Dated
FCS	Chirag Shah	808, Shiromani Complex, Opp. Ocean Park S M Road, Satellite, Ahmedabad -380 015. Practising Company Secretary	5545	Ahmedabad	CHIRAG BHUPENDRABHAI SHAH	08/12/2018

Checkform Modify

ANNEXURE-4

PROPOSED FUNCTION WISE ORGANIZATION CHART



Adani Electricity Navi Mumbai Limited
"Adani Corporate House", Shantigram,
Near Vaishno Devi Circle, S. G. Highway, Khodiyar,
Ahmedabad 382421
CIN: U40106GJ2018PLC105571

Tel +079 26565555
Fax +079 25555500

ANNEXURE-5

SENIOR EXECUTIVE MANAGEMENT (CURRICULUM VITAE)

Sr. No.	Name of Executive	Designation	Qualification	Area of Expertise	Experience
1	Kishor Patil	Head Regulatory	BE (Elect), MBA (Energy Management)	Detailed understanding of relevant Regulations, Codes & Procedures with in-depth knowledge of EA03. Good understanding of Distribution Network and Commercial Management, Accounts and Finance. Regulatory compliance. Awareness of power sector reforms and regulatory developments around the world. In depth understanding of cost & Tariff structure for Distribution business	38 Years
2	Suraj Phalak	Vice President	BE (Elect.)	Development, Operation & Maintenance, Projects Execution of Electrical Distribution Networks	29 Years
3	Vijay D'souza	Vice President	BE (Elect.)	Commercial Management aspects of Distribution Electrical Distribution	30 Years
4	Nitin Kate	Vice President	BE (Elect.)	Development, Operation & Maintenance, Projects Execution of Electrical Distribution Networks, Commercial Management aspects of Distribution Electrical Distribution	30 Years
5	Shradha Kaley	Dy Head Finance	B.Com. ACA	Ensure quality control over financial transactions and financial reporting. Develop and document business processes and accounting policies to maintain and strengthen internal controls. Impact analysis of regulation, regulatory orders, Ind AS, Direct Tax and Company Law	24 Years

Sr. No.	Name of Executive	Designation	Qualification	Area of Expertise	Experience
				amendments. Compliance with applicable laws, regulations and regulatory orders. Book Hygiene. Coordinate and direct the preparation of the budget and financial budget and report variances.	
6	Mehul Rupera	Director / General Manager	B.E.(Electrical), MBA (Finance), Energy Manager and Energy Auditor	Diverse experience across the entire Power Sector Value Chain . i.e. Distribution, Transmission and Generation Business. Proficient in Regulatory and Commercial Functions, Distribution Network Planning, PPA Management, Dispute Resolution, Receivables Collection and Management, Strategy Formulation, Due Diligence, Business Development (Domestic and International), Mergers and Acquisitions, Short / Medium / Long Term Power Procurement and Sales.	25 years
7	Pijush Kanti Gupta	Sr. Vice President	BE (Mech)	Information Technology, Digital Transformation, Business Analytics & Data Science, IT/OT Integration, IT Outsourcing and Contracting	28 Years

Management Profile (Board of Directors - Curriculum vitae)

Sr. No.	Name	Age	Designation	Years of Experience	Area of Experience
(i)	Anil Kumar Sardana	63	Director	40	Holds degree of Bachelors in Engineering, Post-Graduate degree in Cost Accountancy (ICWAI) and a Post-Graduate Diploma in Management. Expertise in the infrastructure space, particularly in the Energy and Telecom sectors having managed complex transitions, developments & operations as well as Engineering, Procurement and Construction assignments. He had also worked at NTPC (14 years) and BSES (7 years) prior to joining Tata Group where he spent 18 years.
(ii)	Rohit Soni	41	Director	19	Qualified as Chartered Accountant. Having Rich experience in managing complex businesses in Metal & Mining industry, both in India & overseas. Business Controllership, Risk Management & Governance,

Sr. No.	Name	Age	Designation	Years of Experience	Area of Experience
					Systems and process deployment, Business Partnering, M&A and financial due diligence, and creating Commercial value.
(iii)	Mehul Tejpal Rupera	47	Director	38	Diverse experience across the entire Power Sector Value Chain, which includes Distribution, Transmission and Generation Business. Expertise in Regulatory and Commercial Functions, Distribution Network Planning, PPA and Power Procurement management.

ANNEXURE-6

INCOME TAX PAN SERVICES UNIT

(Managed by NSDL e-Governance Infrastructure Limited)

4th Floor, Mantri Sterling, Plot No. 341, Survey No. 997/8, Model Colony, Near Deep Bungalow Chowk, Pune – 411 016.

F.

The Income Tax Department takes pleasure in informing that the Permanent Account Number (PAN) allotted to you is :

AARCA6682Q

and the PAN card is enclosed herewith. For filling the return of income, please contact :

WARD 1(1)(1), AHMEDABAD

We wish to inform you that quoting of PAN on return of income and challans for payment of taxes is necessary to ensure accurate credit of taxes paid by you and faster processing of return of income. Please quote PAN in all communications with department as it helps to improve taxpayer services.

We may inform that it is **mandatory to quote PAN** in several transactions specified under the Income Tax Act, 1961. For details of such transactions, reference is invited to rule 114B of the Income Tax Rules, 1962 read with section 139A of the Income Tax Act, 1961.

In the unlikely event of **more than one PAN being allotted,** this fact should be brought to the notice of your Assessing Officer, as **possessing or using more than one PAN is against the law** and may attract **penalty of upto Rs. 10,000/-.**

Any error in the data printed on your PAN Card may be brought to the notice of IT PAN Services Unit at the address given above or on the reverse of the PAN Card.

Income Tax Department maintains a website - www.incometaxindia.gov.in and Aayakar Sampark Kendra (Phone - 1800 - 180 - 1961) for providing information and services to citizens. This site contains detailed information on PAN also.

The PAN Card enclosed contains Enhanced QR Code which is readable by a specific Android Mobile App. Keyword to search this specific Mobile App on Google Play Store is "Enhanced QR Code Reader for PAN Card".

Income Tax Department

PKG ID : PRC39245801 / 172 / 693 / 13/12/2018 / FFL

GUJ / 101 / 882059101051881311 1 / 13121815280

AEML INFRASTRUCTURE LIMITED

AEML INFRASTRUCTURE LIMITED
ADANI HOUSE, 56, SHRIMA, LI SOCIETY,,
NEAR MITHAKHALI SIX ROAD,, NAVRANGPURA,
AHMEDABAD, AHMEDABAD,
GUJARAT - 380006
TEL. NO.:79 - 26565555

BOY to AHD

B903Z9618072

(This being a computer-generated letter, no signature is required)

ANNEXURE-7

सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that AEML INFRASTRUCTURE LIMITED is incorporated on this Twelfth day of December Two thousand eighteen under the Companies Act, 2013 (18 of 2013) and that the company is limited by shares.

The Corporate Identity Number of the company is U40106GJ2018PLC105571.

The Permanent Account Number (PAN) of the company is **AARCA6682Q**

The Tax Deduction and Collection Account Number (TAN) of the company is **AHMA19211D**

Given under my hand at Manesar this Fourteenth day of December Two thousand eighteen .

DS MINISTRY OF CORPORATE AFFAIRS 27

Digital Signature Certificate
ALOK TANDON
Deputy Registrar Of Companies
For and on behalf of the Jurisdictional Registrar of Companies
Registrar of Companies
Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on www.mca.gov.in

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Mailing Address as per record available in Registrar of Companies office:

AEML INFRASTRUCTURE LIMITED
"Adani House", 56, Shrimali Society,, Near Mithakhali Six Road,
Navrangpura, AHMEDABAD, Ahmedabad, Gujarat, India, 380006

* as issued by the Income Tax Department

ANNEXURE-8

AXIS BANK

Sr. No : SC 166674

Ref: AXISB/CBBAHD/2022-23/934 Date: 30.07.2022

SOLVENCY CERTIFICATE

To,
The Secretary,
Maharashtra Electricity Regulatory Commission,
13th Floor, Centre No. 1, World Trade Centre,
Cuffe Parade,
Mumbai 400 005

This is to certify that to the best of our knowledge and information, **M/s Adani Transmission Limited**, incorporated under the Companies Act, 1956 with Corporate Identification No.L40300GJ2013PLC077803 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat, 382421, a customer of our bank, is a reputed Company with good financial standing and can be treated as solvent to the extent of Rs.3500.00 Crores (Rupees Thirty Five Hundred Crore Only).

It is clarified that this information is furnished without any risk or responsibility on our part in any respect whatsoever more particularly either as guarantor or otherwise.

This certificate has been issued at the specific request of the customer.

For, AXIS BANK LTD

Authorized Signatory

Prashant Singh Thakur
SS No 5500

For, AXIS BANK LTD

AXIS BANK LTD. CORPORATE BANKING BRANCH AHMEDABAD

Authorized Signatory

Anurag Tiwari
SS No - 4864.

ANNEXURE-9A

Deloitte
Haskins & Sells LLP

Chartered Accountants
19th floor, Shapath-V,
Opposite to Karnavati Club,
S.G. Highway, Ahmedabad - 380 015
Tel. +91 79 6682 7300

INDEPENDENT AUDITOR'S REPORT

To The Members of Adani Transmission Limited
Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Adani Transmission Limited** ("the Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2020, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of subsidiaries referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2020, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143 (10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in the sub-paragraph (a) of the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Deloitte Haskins & Sells LLP

Sr. No.	Key Audit Matter	Auditor's Response
1	**Hedge accounting and the related disclosures for currency derivatives:** (Refer to Note 49 to the Consolidated Financial Statements) We identified the hedge accounting for currency derivatives and the adequacy of the related disclosures as a key audit matter because the evaluation of hedge effectiveness involved management's judgement and estimation. Besides, the changes in fair values of these currency derivatives also had a significant impact on the consolidated financial statements. As disclosed in note 49 to the consolidated financial statements, the Group was exposed to currency risk primarily arising from Foreign currency denominated borrowings. As further disclosed in note 49 to the consolidated financial statements, the Company utilised currency derivatives to hedge these Borrowings during the year ended March 31, 2020. These currency derivatives which were designated and effective as net Cash flow hedges, gave rise to assets of Rs. 1,297.54 crores and liabilities of Rs. 106.54 crores as at March 31, 2020 and the fair value changes of these currency derivatives have been deferred in equity at March 31, 2020.	**Principal audit procedures performed:** Obtaining an understanding of and assessing the design and implementation of the management's controls over the valuation of currency derivatives and hedge accounting. Inspecting the hedge documentations and contracts and evaluating the management's assessment of hedge effectiveness, on a sample basis, to evaluate the accounting for these currency derivatives in accordance with the requirements of Ind AS 109-Financial Instruments. Obtaining confirmations directly from contract counterparties to verify the existence of each currency derivative held at March 31, 2020. Reperforming mark-to-market valuations on a sample basis with the involvement of our financial instruments valuation specialists, to evaluate whether the fair values of the currency derivatives had been reasonably calculated by the management; and Assessing the adequacy of the disclosures in respect of the currency derivatives and hedge accounting in accordance with the disclosure requirements of Ind AS 107-Financial Instruments: Disclosures, Ind AS 113-Fair Value Measurement.
2	**Impairment of Intangible assets with indefinite life:** (Refer to Note 58 to the Consolidated Financial Statements) We identified the impairment testing of Intangible Asset with indefinite life as a key audit matter considering the significance of the carrying value, long term estimation and the significant judgements involved in the impairment assessment. As per the requirements of Ind AS 36, the	**Principal audit procedures performed:** Obtaining an understanding of and assessing the design and implementation of the management's controls over the impairment testing process. We obtained management's impairment model and tested the reasonableness of key assumptions, including revenue, future capital expenditure, terminal values and the selection of discount rates. We agreed the underlying cash flow projections

MB

Regd. Office: Indiabulls Finance Centre, Tower 3, 27th-32nd Floor, Senapati Bapat Mart, Elphinstone Road (West), Mumbai 400 013, Maharashtra, India. (LLP identification No. AAB-8737)

Deloitte
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	Group tests for impairment annually Intangible assets being Transmission License with indefinite life acquired in Business Combination with a carrying value of Rs. 981.62 crores as at March 31, 2020. The determination of recoverable amount, being the higher of value-in-use and fair value less costs to dispose, involves significant estimates, assumption and judgements of the long term financial projections on part of the management.	and forecasts and assessed how these projections are compiled. We also involved internal valuation experts to examine/assess the valuation model and the calculation inputs used.
3	**Assessment of control on account of a stake sale in a subsidiary:** (Refer to Note 3.9 to the Consolidated Financial Statements) During the year, the Company has divested 25.10% of its share in Adani Electricity Mumbai Limited (Refer Note 3.9 to the Consolidated Financial Statement). Management has applied judgement in assessing the various factors as required by Ind AS 110 – Consolidated Financial Statements in relation to existence of control post the stake sale in its subsidiary. The assessment in respect of existence of control post stake sale in the subsidiary, is considered as a key audit matter, as management's assessment of control involves significant judgements.	**Principal audit procedures performed:** Reviewed the terms of Share Purchase Agreement (SPA). Review of the management's assessment of control against criteria identified in Ind AS-110. We have reviewed the adequacy of the disclosures required in terms of the standard in relation to the basis on which they believe that they have control.
4	**Accrual of Regulatory Deferrals:** (Refer to Note 57 to the Consolidated Financial Statements) We identified the accrual of regulatory deferrals as a key audit matter considering the significance of the amount of regulatory deferrals and the significant judgements involved in the determination of accruals. In the respect of Mumbai Distribution business, of the Group, the tariff is determined by Maharashtra Electricity Regulatory Commission (MERC) on cost plus return on equity	**Principal audit procedures performed:** Obtaining an understanding of and assessing the design and implementation of the management's controls over accrual of regulatory deferrals. We evaluated the key assumptions used by the Company in accrual of regulatory deferrals by comparing it with tariff regulations, prior years, past precedents and the opinion of management's expert.

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	basis wherein the cost is subject to certain laid down benchmarks/ norms. The Group invoices its customers on the basis of pre-approved tariff which is based on provisional tariff orders and is subject to final true up exercise to be adjusted in the future tariff. The Group recognizes revenue on the basis of tariff invoiced to consumers. As the Group is entitled to a fixed return on equity, the Group recognizes regulatory deferral for the shortage / excess compared to the entitled return on equity. The Group has recognized net regulatory deferrals –Liability of Rs 256.60 crores (net) as at March 31, 2020 (including Rs 232.77 crores for the year). Regulatory deferrals are determined based on tariff regulations, tariff orders, judicial pronouncements etc. and are subject to verification and approval by the regulators. Further the costs incurred are subject to laid down norms/benchmarks. Significant judgements are made in determining the regulatory deferrals including interpretation of tariff regulations.	For tariff orders received by the Company, we have assessed the impact recognized by the Company and for matters challenged by the Company, we have also assessed the management's evaluation of the likely outcome of the dispute based on past precedents and / or advice of management's expert.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information report , but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries, is traced from their financial statements audited by other auditors.

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- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement

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resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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Other Matters

(a) We did not audit the financial statements of 23 subsidiaries, whose financial statements reflect total assets of Rs. 8,296.36 crores as at March 31, 2020, total revenues of Rs. 917.46 crores and net cash inflows amounting to Rs. 248.03 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

(b) We did not audit the financial statements of 2 subsidiaries, whose financial statements reflect total assets of Rs. 241.00 crores as at March 31, 2020, total revenues of Rs. 7.11 crores and net cash inflows amounting to Rs. 0.61 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiaries referred to in the Other Matters section above we report, to the extent applicable that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the reports of the other auditors.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

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d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Parent as on March 31, 2020 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent and subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,
In our opinion and to the best of our information and according to the explanations given to us, there is no remuneration paid by the Parent to its directors during the year.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014,as amended in our opinion and to the best of our information and according to the explanations given to us:

i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group;

ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent and its subsidiary companies incorporated in India.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Bengali

Mohammed Bengali
Partner
(Membership No. 105828)
(UDIN: 20105828AAAABA7831)

Place: Mumbai
Date: May 09, 2020

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ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of Adani Transmission Limited (hereinafter referred to as "Parent") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of Parent and its subsidiary companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of Parent and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors of the subsidiary companies, which are companies incorporated in India, in

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terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of Parent and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors referred to in the Other Matters paragraph below, Parent and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the criteria for internal financial control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates 23 subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matters.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Mohammed Bengali
Partner
(Membership No. 105828)
(UDIN: 20105828AAAABA7831)

Place: Mumbai
Date: May 09, 2020

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ADANI TRANSMISSION LIMITED

Consolidated Balance Sheet as at 31st March, 2020

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(₹ in Crores)

Particulars	Notes	As at 31st March, 2020	As at 31st March, 2019
ASSETS			
Non-current Assets			
Property, Plant and Equipment	5.1	23,099.70	22,836.64
Capital Work-In-Progress	5.2	2,208.96	694.06
Right of Use Assets	5.3	237.54	-
Goodwill		592.09	590.14
Intangible Assets	5.1	994.87	985.22
Intangible Assets Under Development		3.28	-
Financial Assets			
(i) Investments	6	-	120.92
(ii) Loans	7	38.91	41.16
(iii) Other Financial Asset	8	2,302.41	1,312.09
Deferred Tax Assets (Net)	9	-	102.58
Income Tax Assets (Net)	10	37.31	36.62
Other Non-current Assets	11	1,510.69	1,006.34
Total Non-current Assets		**31,025.76**	**27,725.77**
Current Assets			
Inventories	12	541.17	366.18
Financial Assets			
(i) Investments	13	312.67	214.86
(ii) Trade Receivables	14	1,000.26	722.05
(iii) Cash and Cash Equivalents	15	1,232.99	188.25
(iv) Bank Balances other than (iii) above	16	1,063.85	513.31
(v) Loans	17	2,409.28	8.75
(vi) Other Financial Assets	18	1,543.31	1,685.98
Other Current Assets	19	334.17	130.29
Total Current Assets		**8,437.70**	**3,829.67**
Total Assets before Regulatory Deferral Account		**39,463.46**	**31,555.44**
Regulatory Deferral Account - Asset	57	247.73	1,105.60
Total Assets		**39,711.19**	**32,661.04**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	20	1,099.81	1,099.81
Unsecured Perpetual Equity Instrument	21	3,279.42	3,408.03
Other Equity	22	4,119.73	3,535.04
Total Equity attributable to Equity Holders of the Company		**8,498.96**	**8,042.88**
Non-Controlling Interests		1,062.13	-
Total Equity		**9,561.09**	**8,042.88**
Liabilities			
Non-current Liabilities			
Financial Liabilities			
(i) Borrowings	23	22,289.65	16,304.11
(ii) Trade Payables	24		
(A) total outstanding dues of micro enterprises and small enterprises; and		-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		29.35	21.80
(iii) Other Financial Liabilities	25	419.86	182.96
Other Non-Current Liabilities	26	278.02	224.82
Provisions	27	275.58	447.07
Deferred Tax Liabilities (Net)	28	971.37	747.67
Total Non-current Liabilities		**24,263.83**	**17,928.43**
Current Liabilities			
Financial Liabilities			
(i) Borrowings	29	1,235.81	1,632.78
(ii) Trade Payables	30		
(A) total outstanding dues of micro enterprises and small enterprises;		49.93	0.64
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		1,701.58	1,236.28
(iii) Other Financial Liabilities	31	1,982.51	3,211.27
Other Current Liabilities	32	309.42	258.46
Provisions	27	62.40	63.55
Current Tax Liabilities (Net)	33	40.29	15.19
Total Current Liabilities		**5,381.94**	**6,418.17**
Total Liabilities before Regulatory Deferral Account		**29,645.77**	**24,346.60**
Regulatory Deferral Account-Liabilities	57	504.33	271.56
Total Equity and Liabilities		**39,711.19**	**32,661.04**

See accompanying notes forming part of the consolidated financial statements

As per our attached report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration Number : 117366W/W-100018

MOHAMMED BENGALI
Partner
(Membership No. 105828)

Place : Mumbai
Date : 09th May, 2020

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

KAUSHAL SHAH
Chief Financial Officer

JALADHI SHUKLA
Company Secretary

Place : Ahmedabad
Date : 09th May, 2020

Adani Transmission Limited

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ADANI TRANSMISSION LIMITED

Consolidated Statement of Profit and Loss for the year ended 31st March, 2020

(₹ in Crores)

Particulars	Notes	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Income			
Revenue from Operations			
(i) From Generation, Transmission and Distribution Business	34	10,491.35	6,463.10
(ii) From Trading Business	35	924.61	842.35
Other Income	36	265.33	255.35
Total Income		**11,681.29**	**7,560.80**
Expenses			
Cost of Power Purchased		2,679.13	1,648.62
Cost of Fuel		1,018.23	642.50
Purchases of Stock-in-Trade		924.21	838.94
Employee Benefits Expense	37	973.24	586.92
Finance Costs	38	2,238.49	1,391.03
Depreciation and Amortisation Expense	5.1, 5.2 & 5.3	1,174.02	882.15
Other Expenses	40	1,334.52	826.24
Total Expenses		**10,341.84**	**6,816.40**
Profit Before Rate Regulated Activities, Tax and Deferred Assets recoverable/adjustable for the year		**1,339.45**	**744.40**
Net movement in Regulatory Deferral Account Balances - Income/(Expenses)		(232.77)	95.84
Profit Before Tax and Deferred Assets recoverable/adjustable for the year		**1,106.68**	**840.24**
Tax Expense:	41		
Current Tax		213.80	191.87
Deferred Tax		329.08	183.49
Total Tax expenses		**542.88**	**375.36**
Profit After Tax for the year but before Deferred Assets recoverable/adjustable		**563.80**	**464.88**
Deferred assets recoverable/adjustable (refer note 11.3)		142.69	94.32
Profit After Tax for the year		**706.49**	**559.20**
Other Comprehensive Income/(Loss)			
(a) Items that will not be reclassified to profit or loss			
- Remeasurement of defined benefit plans / (Loss)		(21.10)	(1.42)
-'Tax relating to items that will not be reclassified to Profit or Loss		3.61	-
(b) Items that will be reclassified to profit or loss			
-Effective portion of gains and losses on designated portion of hedging instruments in a cash flow hedge		135.06	9.19
-'Tax relating to items that will be reclassified to Profit or Loss		2.76	-
Total Other Comprehensive Income for the year (Net of Tax)		**120.33**	**7.77**
Total Comprehensive Income for the year		**826.82**	**566.97**
Profit/ (Loss) for the year attributable to:			
Owners of the Company		741.82	559.20
Non-controlling interests		(35.33)	-
		706.49	**559.20**
Other Comprehensive Income / (Loss) for the year attributable to:			
Owners of the Company		127.93	7.77
Non-controlling interests		(7.60)	-
		120.33	**7.77**
Total Comprehensive Income/ (Loss) for the year attributable to:			
Owners of the Company		869.75	566.97
Non-controlling interests		(42.93)	-
		826.82	**566.97**
Earnings Per Share (EPS) (in ₹)	42		
(Face Value ₹ 10 Per Share)			
Basic / Diluted Earnings per Equity Share (Face Value of ₹ 10 each) after Net movement in Regulatory Deferral Account Balances (₹)		2.94	2.30
Basic / Diluted Earnings per Equity Share (Face Value of ₹ 10 each) before Net movement in Regulatory Deferral Account Balances (₹)		4.69	1.43

See accompanying notes forming part of the consolidated financial statements

As per our attached report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration Number : 117366W/W-100018

MOHAMMED BENGALI
Partner
(Membership No. 105828)

Place : Mumbai
Date : 09th May, 2020

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

KAUSHAL SHAH
Chief Financial Officer

JALADHI SHUKLA
Company Secretary

Place : Ahmedabad
Date : 09th May, 2020

Adani Transmission Limited

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ADANI TRANSMISSION LIMITED

Statement of Consolidated Cash flows for the year ended 31st March, 2020

(₹ in Crores)

	Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
A.	**Cash flows from operating activities**		
	Profit before tax	1,106.68	840.24
	Adjustments for:		
	Depreciation and Amortisation Expense	1,174.02	882.15
	Amortisation of Consumer Contribution	(8.49)	(7.42)
	Gain on Sale/Fair Value of Current Investments measured at FVTPL	(61.53)	(15.56)
	Finance Costs	2,338.91	1,343.72
	Interest Income	(187.21)	(179.02)
	Provision for Stamp Duty Expense	22.60	-
	Unclaimed liabilities / Excess provision written back	(0.26)	(1.01)
	Write downs in Inventory value	4.53	-
	Bad Debt Written Off	0.56	-
	Expected Credit Loss- Doubtful Debts,Advances,Depoists	43.62	12.20
	Loss on sale of Property, Plant and Equipment	4.58	15.68
	Foreign Exchange Fluctuation Loss	12.53	-
	Unrealised Foreign Exchange (Gain)/Loss - Borrowings net of Hedging	(100.42)	47.31
	Bad debt recovery	-	(3.09)
	Operating profit before working capital changes	**4,350.12**	**2,935.20**
	Changes in Working Capital:		
	(Increase) / Decrease in Operating Assets :		
	Employee Loans, Other Financial Assets and Other Assets	312.41	(407.05)
	Inventories	(179.52)	(127.15)
	Trade Receivables	(321.00)	84.96
	Regulatory Deferral Account - Assets	857.87	372.05
	Increase / (Decrease) in Operating Liabilities :		
	Trade Payables	406.22	(98.35)
	Regulatory Deferral Account - Liabilities	232.77	-
	Other Financial Liabilities, Other Liabilities and Provisions	(35.85)	22.53
	Cash generated from operations	**5,623.02**	**2,782.19**
	Taxes paid (Net of Income Tax Refund)	(185.82)	(190.81)
	Net cash generated from operating activities (A)	**5,437.20**	**2,591.38**
B.	**Cash flows from investing activities**		
	Payments of Capital expenditure on Property, Plant and Equipment, Intangible Asset including capital advance (Net)	(2,762.67)	(1,198.55)
	Acquisition of Subsidiaries	(50.22)	(1,534.96)
	Advance for Business Acquisition	(17.21)	-
	Sale/(Purchase) of non current investment (net)	120.92	(2.92)
	(Purchase) of current investment (net)	(83.85)	(175.59)
	(Deposits in) Bank deposits (net) (Including Margin money deposit)	(593.84)	(472.55)
	Investment in Service Concession Arrangements	-	(18.59)
	Loans given	(2,400.53)	-
	Interest Received	144.52	264.99
	Net cash used in investing activities (B)	**(5,642.88)**	**(3,138.17)**
C.	**Cash flows from financing activities**		
	Payment of lease liabilities (including Interest ₹ 11.97 crores)	(35.66)	-
	Increase in Service Line Contribution	20.14	16.45
	Proceeds from Long-term borrowings	19,025.09	2,457.44
	Repayment of Long-term borrowings	(15,686.01)	(2,113.19)
	Proceeds from Short-term borrowings	4,651.91	7,028.35
	Repayment of Short-term borrowings	(5,084.22)	(7,284.50)
	Distribution on Unsecured Perpetual Equity Instrument	(2.28)	(0.31)
	Proceeds from issue of Unsecured Perpetual Equity Instrument	700.00	1,254.00
	Proceeds on Sale of Equity Shares in Subsidiary Company	1,209.62	-
	Repayment of Unsecured Perpetual Equity Instrument	(1,209.62)	-
	Finance Cost paid	(2,338.57)	(1,320.20)
	Net cash generated from financing activities (C)	**1,250.40**	**38.04**
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	**1,044.72**	**(508.75)**
	Cash and cash equivalents at the beginning of the year	**188.25**	**609.09**
	Cash and cash equivalents received on account of acquisition of subsidiaries	0.02	87.91
	Cash and cash equivalents at the end of the year	**1,232.99**	**188.25**

Cash and Cash Equivalents includes (Refer note 15)	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Balances with banks		
In current accounts	920.33	148.04
Fixed Deposits (with original maturity for three months or less)	306.05	28.54
(Lodged against Bank guarantees and Debt service reserve account)		
Cheque / Draft on Hand	6.19	9.06
Cash on Hand	0.42	2.61
Total Cash and Cash Equivalents	**1,232.99**	**188.25**

Adani Transmission Limited

ADANI TRANSMISSION LIMITED

Statement of Consolidated Cash flows for the year ended 31st March, 2020

Notes to Statement of Consolidated Cash Flows:

1 The Statement of Consolidated Cash Flows has been prepared under the Indirect method as set out in Ind AS 7 "Statement of Cash Flows"

2 Disclosure under Para 44A as set out in Ind AS 7 on Statement of Cash Flows under Companies (Indian Accounting Standards) Rules, 2017 (as amended) is given below:

Particulars	1st April, 2019	Cash Flows	Unrealised Foreign Exchange Gain/(Loss)	Other	31st March, 2020
Long-term Borrowings (Including Current Maturities of Long Term Debt)	18,504.21	3,339.08	1,188.36	(21.73)	23,009.92
Short term Borrowings	1,632.78	(432.31)	-	35.34	1,235.81
Unsecured perpetual Equity Instrument including Distribution (Net of Tax)	3,408.03	(511.90)	-	383.29	3,279.42
TOTAL	**23,545.02**	**2,394.87**	**1,188.36**	**396.90**	**27,525.15**

Particulars	1st April, 2018	Cash Flows	Unrealised Foreign Exchange Gain/(Loss)	Other	31st March, 2019
Long-term Borrowings (Including Current Maturities of Long Term Debt)	9,417.69	344.25	187.75	8,554.52	18,504.21
Short term Borrowings	1,010.65	(256.15)	-	878.28	1,632.78
Unsecured perpetual Equity Instrument including Distribution (Net of Tax)	1,848.63	1,253.69	-	305.71	3,408.03
TOTAL	**12,276.97**	**1,341.79**	**187.75**	**9,738.51**	**23,545.02**

See accompanying notes forming part of the consolidated financial statements

As per our attached report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration Number : 117366W/W-100018

MOHAMMED BENGALI
Partner
(Membership No. 105828)

Place : Mumbai
Date : 09th May, 2020

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and Chief Executive Officer
DIN: 00006867

KAUSHAL SHAH
Chief Financial Officer

JALADHI SHUKLA
Company Secretary

Adani Transmission Limited

Place : Ahmedabad
Date : 09th May, 2020

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Transmission

ADANI TRANSMISSION LIMITED

Consolidated Statement of changes in equity for the year ended 31st March, 2020

A. Equity Share Capital

Particulars	No. Shares	(₹ in Crores)
Balance as at 1st April, 2018	1,099,810,083	1,099.81
i) Issued of shares during the year	-	-
Balance as at 31st March, 2019	1,099,810,083	1,099.81
i) Issued of shares during the year	-	-
Balance as at 31st March, 2020	1,099,810,083	1,099.81

B. Unsecured Perpetual Equity Instrument

Particulars	(₹ in Crores)
Balance as at 1st April, 2018	1,848.63
i) Add: Availed during the year	1,254.00
ii) Add: Distribution on Unsecured Perpetual Equity Instrument (Net of Tax)	305.40
Balance as at 31st March, 2019	**3,408.03**
i) Add: Availed during the year	700.00
ii) Add: Distribution on Unsecured Perpetual Equity Instrument (Net of Tax)	381.01
iii) Less: Repaid during the year	(1,209.62)
Balance as at 31st March, 2020	**3,279.42**

C. Other Equity

(₹ in Crores)

Particulars	Attributable to owners of the Company								Non - controlling interest	Total Equity
	Reserves and Surplus						Item of other comprehensive income	Total Attributable to owners of the Company		
	Capital Reserve	General Reserve	Retained Earnings	Capital Redemption Reserve	Debenture Redemption Reserve	Contingency Reserve	Effective portion of cashflow Hedge			
Balance as at 1st April, 2018	208.87	1,220.60	1,061.07	801.25	-	-	(183.74)	3,108.05	-	3,108.05
Profit for the year	-	-	559.20	-	-	-	-	559.20	-	559.20
Add/(Less): Other comprehensive income for the year (Net of Tax)	-	-	(1.42)	-	-	-	9.19	7.77	-	7.77
(Less): Distribution on Unsecured perpetual Equity Instrument	-	-	(305.71)	-	-	-	-	(305.71)	-	(305.71)
Add/(Less): Transfer from Retained Earning to Capital Redemption Reserve (CRR) on redemption of Optionally Convertible Redeemable Preference Shares (OCRP)	-	-	(1,090.63)	1,090.63	-	-	-	-	-	-
Add/ (Less): Transfer from Retained Earning to Contingency Reserve	-	-	(37.44)	-	-	37.44	-	-	-	-
Add / (Less): Transfer from Retained Earning to Debenture Redemption Reserve	-	-	(12.87)	-	12.87	-	-	-	-	-
Add: Transfer from Retained Earning	-	-	-	-	-	-	-	-	-	-
Add: Acquired on Business Combination	-	-	-	-	-	165.73	-	165.73	-	165.73
Balance as at 31st March, 2019	**208.87**	**1,220.60**	**172.20**	**1,891.88**	**12.87**	**203.17**	**(174.55)**	**3,535.04**	**-**	**3,535.04**
Profit/(Loss) for the year	-	-	741.82	-	-	-	-	741.82	(35.33)	706.49
Add/(Less): Other comprehensive income for the year (Net of Tax)	-	-	(13.21)	-	-	-	141.14	127.93	(7.60)	120.33
(Less): Distribution on Unsecured perpetual Equity Instrument	-	-	(383.29)	-	-	-	-	(383.29)	-	(383.29)
Non- Controlling interest on sale of Equity Shares of Subsidiary Companies	-	-	-	-	-	-	-	-	1,105.91	1,105.91
Add: Gain on sale of Equity Shares of Subsidiary Companies to non controlling interest(Refer Note 60)	-	-	97.38	-	-	-	-	97.38	-	97.38
Add/ (Less): Transfer from Retained Earning to Contingency Reserve	-	-	(36.52)	-	-	37.37	-	0.85	(0.85)	-
Add / (Less): Transfer from Retained Earning to Debenture Redemption Reserve	-	-	(0.57)	-	0.57	-	-	-	-	-
Balance as at 31st March, 2020	**208.87**	**1,220.60**	**577.81**	**1,891.88**	**13.44**	**240.54**	**(33.41)**	**4,119.73**	**1,062.13**	**5,181.86**

See accompanying notes forming part of the consolidated financial statements

As per our attached report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration Number : 117366W/W-100018

MOHAMMED BENGALI
Partner
(Membership No. 105828)

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

KAUSHAL SHAH
Chief Financial Officer

JALADHI SHUKLA
Company Secretary

Place : Mumbai
Date : 09th May, 2020

Adani Transmission Limited

Place : Ahmedabad
Date : 09th May, 2020

1 Corporate information

Adani Transmission Limited ("The Company") is a public limited company incorporated and domiciled in India. It's ultimate holding entity is S. B. Adani Family Trust (SBAFT), having its registered office at Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad 380 009, Gujarat, India. The Company and its Twenty eight subsidiaries (together referred to as "the Group") is incorporated to carry on the business of establishing, commissioning, setting up, operating and maintaining electric power transmission systems and to peruse acquisition of available opportunity in power transmission systems/networks. The Group is providing transmission services in India spreading across Gujarat, Rajasthan, Maharashtra, Haryana, ,Chhattishgarh and Madhya Pradesh. The group is also developing additional projects in India spreading in Gujarat, Maharashtra, Rajasthan, Jharkhand, Bihar, & Uttar Pradesh. The Group has entered in Generation and Distribution business in Mumbai through acquisition of Integrated Mumbai suburban Power i.e. Business Generation, Transmission and Distribution (GTD). The Group has entered in to new business opportunities through OPGW fibres on transmission lines with the ambition of expanding its telecom solutions to Telcos, Internet service providers and long distance communication operators .The commercialization of the network shall be done through leasing out spare capacities to potential communication players.

During the year, the Group has successfully won Six transmission bids (Including LOI received for one project).

The Group also deals as a trader in Agro commodities. The Group gets synergetic benefit of the integrated value chain of Adani group.

2 Significant accounting policies

2.1 Statement of Compliance

The Consolidated Financial Statements of the Group have been prepared in accordance with Indian Accounting Standards (IndAS) as notified under the Companies (Indian Accounting Standards) Rules, 2017 read with section 133 of the Companies Act, 2013 ("the Act") (as amended from time to time).

2.2 Basis of Preparation

These consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

The Function currency of the group is Indian Rupee(INR). The Consolidated financial statements are presented in INR and all values are rounded to the nearest Crores (Transactions below ₹ 50,000.00 denoted as ₹ 0.00), unless otherwise indicated.

2.3 Basis of consolidation

The consolidated financial statements incorporate the consolidated financial statements of the Company and its subsidiaries. Control is achieved when the Group:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated Statement of Profit and Loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the consolidated financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Adani Transmission Limited

The list of Companies included in consolidation, relationship with Adani Transmission Limited and it's shareholding therein is as under: The reporting date for all the entities is 31st March, 2020

Sr. No.	Name of Company	Country of Incorporation	Relationship	Shareholding as on 31st March 2020	Shareholding as on 31st March 2019
1	Adani Transmission (India) Limited (ATIL)	India	Subsidiary	100%	100%
2	Maharashtra Eastern Grid Power Transmission Co. Limited (MEGPTCL)	India	Subsidiary	100%	100%
3	Sipat Transmission Limited (STL)	India	Subsidiary	100%	100%
4	Raipur-Rajnandgaon-Warora Transmission Limited (RRWTL)	India	Subsidiary	100%	100%
5	Chhattisgarh-WR Transmission Limited (CWRTL)	India	Subsidiary	100%	100%
6	Adani Transmission (Rajasthan) Limited (ATRL)	India	Subsidiary	100%[1]	100%[1]
7	North Karanpura Transco Limited (NKTL)	India	Subsidiary	100%	100%
8	Maru Transmission Service Company Limited (MTSCL)	India	Subsidiary	100%	100%
9	Aravali Transmission Service Company Limited (ATSCL)	India	Subsidiary	100%	100%
10	Hadoti Power Transmission Service Limited (HPTSL)	India	Subsidiary	100%	100%
11	Barmer Power Transmission Service Limited (BPTSL)	India	Subsidiary	100%	100%
12	Thar Power Transmission Service Limited (TPTSL)	India	Subsidiary	100%	100%
13	Western Transco Power Limited (WTPL)	India	Subsidiary	100%	100%
14	Western Transmission (Gujarat) Limited (WTGL)	India	Subsidiary	100%	100%
15	Fatehgarh-Bhadla Transmission Limited (FBTL)	India	Subsidiary	100%	100%
16	Ghatampur Transmission Limited (GTL)	India	Subsidiary	100%	100%
17	Adani Electricity Mumbai Limited (AEML) (Refer Note 60)	India	Subsidiary	74.90%	100%
18	AEML Infrastructure Limited (AEML Infra)	India	Subsidiary	100%	100%
19	OBRA-C Badaun Transmission Limited (OBTL)	India	Subsidiary	100%	100%
20	Adani Transmission Bikaner Sikar Private Limited (Formerly Known as KEC Bikaner Sikar Transmission Private Limited) (ATBSPL)	India	Subsidiary	100%[2]	100%[2]
21	WRSS XXI (A) Transco Limited (WRSS XXI (A))	India	Subsidiary	100%	N.A.
22	Bikaner Khetri Transco Limited (BKTL)	India	Subsidiary	100%	N.A.
23	Lakadia banaskantha Transco Limited (LBTL)	India	Subsidiary	100%	N.A.
24	Jamkhambhaliya Transco Limited (JKTL)	India	Subsidiary	100%	N.A.
25	Arasan Infra Private Limited (AIPL)	India	Subsidiary	100%	N.A.
26	Sunrays Infra Space Private Limited (SISPL)	India	Subsidiary	100%	N.A.
27	Power Distribution Services Limited (Formerly known as 'Adani Electricity Mumbai Services Limited') (Refer Note 60) (PDSL)	India	Subsidiary	74.90%	N.A.
28	Adani Electricity Mumbai Infra Limited (100% subsidiary of AEML) (AEMIL)	India	Subsidiary	74.90%	N.A.

1. Adani Transmission (Rajasthan) Limited (ATRL) has entered into a contract (Transmission Service Agreement) with Rajasthan Rajya Vidyut Prasaran Nigam Limited (RRVPNL) providing for the issue and allotment of one non-transferable equity share of ATRL (the "Golden Share") in favour of the RRVPNL.

2. Adani Transmission Bikaner Sikar Private Limited (ATBSPL) has entered into a contract (Transmission Service Agreement) with Rajasthan Rajya Vidyut Prasaran Nigam Limited (RRVPNL) providing for the issue and allotment of one non-transferable equity share of ATBSPL (the "Golden Share") in favour of the RRVPNL.

2.4 Summary of significant accounting policies

(a) Property, plant and equipment

Land and building held for use in the production or for administrative purposes are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Free hold land is not depreciated.

Property, plant and equipment are stated at original cost grossed up with the amount of tax / duty benefits availed, less accumulated depreciation and accumulated impairment losses, if any. Properties in the course of construction are carried at cost, less any recognised impairment losses. All costs, including borrowing costs incurred up to the date the asset is ready for its intended use, is capitalised along with respective asset. Capital work-in-progress is stated at cost, net of accumulated impairment loss, if any.

Fixtures equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised based on the cost of assets (other than land) less their residual values over their useful lives.

i) Depreciation in respect of assets related to electricity generation, transmission and distribution business except (ii) & (iii) below are covered under Part B of Schedule II of the Companies Act, 2013, has been provided on the straight line method (considering a salvage value of 5%) at the rates using the methodology as notified by the respective regulators.

ii) In respect of assets of Dahanu Thermal Power Station (DTPS) which have been accounted at fair value, considering life as specified in MYT regulations, depreciation is provided on Straight Line Method (considering a salvage value of 5%) over their balance useful life. In respect of DTPS based on technical evaluation, the balance useful life has been determined as 15 years.

iii) In respect of assets other than (i) & (ii) above, depreciation on fixed assets is calculated on straight-line method (SLM) (considering a salvage value of 5%) basis using the rates arrived on the basis on useful life as specified in Schedule II of the Companies Act, 2013. The estimated Useful lives, residual value and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Adani Transmission Limited

Decapitalisation
An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Estimated useful lives of assets are as follows:-

Type of Assets	Useful lives
Building	25-60 Years
Plant and Equipment	3-35 Years
Furniture and Fixtures	10-15 Years
Office Equipment	5-15 Years
Computer Equipment	3-6 Years
Vehicles	8-10 Years
Distribution Line / Transmission Cable	35 Years
Plant and Equipment, Building at DTPS	15 Years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(b) Intangible assets
Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal.
In respect of Intangible Asset ("Assets") pertaining to Mumbai Generation, Transmission and Distribution business during the year with effect from 29th August, 2018, the group has accounted for such Assets at their respective fair values based on the valuation done by professional valuation firm. Subsequent additions to the assets after 29th August, 2018 are accounted for at cost.

In respect of Intangible Asset ("Assets") pertaining to Mumbai Generation, Transmission and Distribution business acquired from Reliance Infrastructure Limited under a Court sanctioned scheme of arrangement with an appointed date of 1 April, 2018, in line with the requirements of the Court Scheme, the Company has accounted for such Assets at their respective fair values as at April 01, 2018 based on valuation done by professional valuation firm.

Derecognition of Intangible assets.
An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognised in statement of profit and loss when the asset is derecognised.

Useful life
Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible Assets with Indefinite lives are not amortised but are tested for impairment on annual basis.

Estimated useful lives of the intangible assets are as follows:

Type of Assets	Useful lives
Transmission License*	Indefinite
Computer Software	3-5 years

* Related to Mumbai distribution Business

(c) Intangible Assets Under Development - Software
Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled are recognised as intangible assets where the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use;
- management intends to complete the software and use or sell it;
- there is an ability to use or sell the software;
- it can be demonstrated how the software will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

(d) Impairment of PPE and intangible assets other then Goodwill
PPE (including CWIP) and intangible assets with definite lives, are reviewed for impairment, whenever events or changes in circumstances indicate that their carrying values may not be recoverable. Intangible assets having indefinite useful lives are tested for impairment, at-least annually and whenever circumstances indicate that it may be impaired.

For the purpose of impairment testing, the recoverable amount (that is, higher of the fair value less costs to sell and the value-in-use) is determined on an individual asset basis, unless the asset does not generate cash flows that are largely independent of those from other assets, in which case the recoverable amount is determined at the cash generating unit ("CGU") level to which the said asset belongs. If such individual assets or CGU are considered to be impaired, the impairment to be recognised in the statement of profit and loss is measured by the amount by which the carrying value of the asset / CGU exceeds their estimated recoverable amount and allocated on pro-rata basis.

Impairment losses are reversed in the statement of profit and loss and the carrying value is increased to its revised recoverable amount provided that this amount does not exceed the carrying value that would have been determined had no impairment loss been recognised for the said asset / CGU in previous years.

Adani Transmission Limited

(e) Current versus Non-Current Classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle; or
- Held primarily for the purpose of trading; or
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle; or
- It is held primarily for the purpose of trading; or
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

(f) Cash & Cash Equivalents

Cash & cash equivalents comprises cash on hand, cash at bank and short term deposit with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. Cash & cash equivalents include balance with banks which are unrestricted for withdrawal and usage.

For the purpose of the statement of cash flows, cash & cash equivalents consists of cash at banks and short term deposits as defined above, as they are considered an integral part of the Group's cash management.

(g) Statement of Cash Flows

Cash flows are reported using the indirect method, where by profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

(h) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Group's entity are recognised at the proceeds received, net of direct issue costs.

(A) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

i) Classification of financial assets

a) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using the effective interest rate method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition, the Group makes an irrevocable election on an instrument-by-instrument basis to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments, other than equity investment which are held for trading. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

c) Financial assets at fair value through profit & loss (FVTPL)

All financial assets that do not meet the criteria for amortised cost are measured at FVTPL.

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ii) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial assets and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and transaction costs and other premiums or discounts) through the expected life of the financial assets, or where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest is recognised on an effective interest basis for debt instruments other than those financial assets classified as at Fair Value through Profit and Loss (FVTPL). Interest income is recognised in profit or loss and is included in the "Other income" line item.

iii) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

- the right to receive cash flows from the asset have expired, or
- the Group has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its right to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

iv) Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables and other contractual rights to receive cash or other financial asset.Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. The Group estimates cash flows by considering all contractual terms of the financial instrument through the expected life of that financial instrument. The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on financial instruments has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that will results if default occurs within the 12 months after the reporting date and this, are not cash shortfalls that are predicted over the next 12 months. If the Group measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Group again measures the loss allowance based on 12-month expected credit losses. When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Group uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable recognition and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are expedient as permitted under Ind AS 109, this expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward looking information.

v) Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in Statement of Profit and Loss.

vi) Impairment of investments

The Group reviews its carrying value of investments carried at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted in the statement of profit and loss.

(B) Financial liabilities and equity instruments

i) Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

ii) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

iii) Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the Effective Interest Rate (EIR) amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

iv) Financial liabilities at Fair Value through Profit or Loss (FVTPL)

A financial liability may be designated as at FVTPL upon initial recognition if:

such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;

the financial liability whose performance is evaluated on a fair value basis, in accordance with the Group's documented risk management;

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability.

v) Financial liabilities at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Trade and other payables are recognised at the transaction cost, which is its fair value, and subsequently measured at amortised cost.

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vi) Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in 'Other income'.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL or amortisation cost, the foreign exchange component forms part of the fair value gains or losses and is recognised in the Statement of Profit and Loss.

vii) Derecognition of Financial Liability

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of Profit and Loss.

(C) Reclassification of financial assets and liabilities

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

(D) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(i) Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement:

In order to hedge its exposure to foreign exchange and interest rate risks, the Group enters into forward contracts, Principle only Swaps (POS) and other derivative financial instruments. The Group does not hold derivative financial instruments for speculative purposes.

Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to the statement of profit and loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to the statement of profit and loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment.

- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting.

The documentation includes the Group's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

(i) Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in the statement of profit and loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in statement of profit and loss.

Hedge accounting is discontinued when the Group revokes the hedge relationship, the hedging instrument or hedged item expires or is sold, terminated, or exercised or no longer meets the criteria for hedge accounting.

(ii) Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

Amounts recognised in OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

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(j) **Inventories**

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on weighted average basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Cost of inventory includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Unserviceable/damaged stores and spares are identified and written down based on technical evaluation.

(k) **Business combinations and Goodwill**

The Group accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognised in statement of profit and loss as incurred. The acquiree' s identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date.

If the initial accounting for a business combination is incomplete as at the reporting date in which the combination occurs, the identifiable assets and liabilities acquired in a business combination are measured at their provisional fair values at the date of acquisition. Subsequently adjustments to the provisional values are made within the measurement period, if new information is obtained about facts and circumstances that existed as of the acquisition date and, if known, would have resulted in the recognition of those assets and liabilities as of that date; otherwise the adjustments are recorded in the period in which they occur.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in other comprehensive income (OCI) and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

(l) **Foreign currencies**

The functional currency of the Group is Indian Rupee ₹

In preparing the financial statements of the Group, transactions in currencies other than the entity's functional currency are recognised at the rate of exchange prevailing on the date of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise except for:

(i) exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings; and

(ii) exchange differences on transactions entered into in order to hedge certain foreign currency risks (see note 49)

(m) **Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the financial asset or settle the financial liability takes place either:

(i) In the principal market for the asset or liability; or

(ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. Fair value measurement and / or disclosure purposes in these financial statements is determined on such a basis, except for measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

(i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

(ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;

(iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per The Group's accounting policies. For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

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(n) Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

i) Income from Transmission of Power:

- Revenue are recognised immediately when the service is provided. The Group collects the tax on behalf of the government and therefore, these are not economic benefits flowing to the Group. Hence they are excluded from revenue.
- Transmission income is accounted for based on tariff orders notified by respective regulatory authorities.
- The transmission system incentive / disincentive is accounted for based on certification of availability by respective Regional Power Committee.
- **Service concession arrangements (SCA) :**
  With respect to SCA, revenue and costs are allocated between those relating to construction services and those relating to operation and maintenance services, and are accounted for separately. Consideration received or receivable is allocated by reference to the relative fair value of services delivered when the amounts are separately identifiable. The infrastructure used in a concession are classified as an intangible asset or a financial asset, depending on the nature of the payment entitlements established in the SCA. When the amount of consideration under the arrangement for the provision of public services is substantially fixed by a contract, the Group recognizes the consideration for construction services at its fair value as a financial asset and is classified as "financial asset under service concession arrangements". When the demand risk is with Group, then, to the extent that the Group has a right to charge the user of infrastructure facility, the Group recognizes the consideration for construction services at its fair value, as an intangible asset. The Group accounts for such intangible asset in accordance with the provisions of Ind AS 38. When the amount of consideration under the arrangement comprises -
  - fixed charges based on Annual Capacity and
  - variable charges based on Actual utilisation of capacity
  then, the Group recognizes the consideration for construction services at its fair value, as the "financial asset under service concession arrangement" to the extent present value of fixed payment to be received discounted at incremental borrowing rate and the residual portion is recognized as an intangible asset.

(a) **Infrastructure is under project phase, the treatment of income is as follows:**
Revenues relating to construction contracts which are entered into with government authorities for the construction of the infrastructure necessary for the provision of services are measured at the fair value of the consideration received or receivable. Revenue from service concession arrangements is recognised based on the fair value of construction work performed at the reporting date.

(b) **Infrastructure is in operation, the treatment of income is as follows:**
Finance income over financial asset after consideration of fixed transmission charges is recognized using effective interest method. Variable transmission charges revenue is recognized in the period when the service is provided. Revenues relating to construction contracts which are entered into with government authorities for the construction of the infrastructure necessary for the provision of services are measured at the fair value of the consideration received or receivable. Revenue from service concession arrangements is recognised based on the fair value of construction work performed at the reporting date.

(ii) Sale of Power - Distribution Business
Revenue from sale of power is recognised net of cash discount over time for each unit of electricity delivered at the pre determined rate.

(iii) Rendering of Services
Revenue from a contract to provide services is recognized over time based on output method where direct measurements of value to the customer based on survey's of performance completed to date. Revenue is recognised net of cash discount at a point in time at the contracted rate.

(iv) Amortisation of Service Line Contribution
Contributions by consumers towards items of property, plant and equipment, which require an obligation to provide electricity connectivity to the consumers, are recognised as a credit to deferred revenue. Such revenue is recognised over the useful life of the property, plant and equipment.

(v) Sale of Goods:
Revenue from sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the amount of revenue can be measured reliably; and
- it is probable that the economic benefits associated with the transaction will flow to the Group.
- There is no significant judgement involved while evaluating the timing as to when customers obtain control of promised goods and services.

(vi) Interest on Overdue Receivables / Delay Payment Charges
(i) Transmission business- Revenue in respect of delayed payment charges and interest on delayed payments leviable as per the relevant contracts are recognised on actual realisation or accrued based on an assessment of certainty of realization supported by either an acknowledgement from customers or on receipt of favourable order from regulator / authorities.
(ii) Distribution Business - Consumers are billed on a monthly basis and are given average credit period of 15 to 30 days for payment. No delayed payment charges ('DPC') / interest on arrears ('IOA') is charged for the initial 15-30 days from the date of invoice to customers. Thereafter, DPC / IOA is charged at the rate prescribed in the tariff order on the outstanding amount.

(o) Borrowing costs
Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.
All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

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(p) Employee benefits

i) Defined benefit plans:

The Group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees through Group Gratuity Scheme of Life Insurance Corporation of India. The Group accounts for the liability for the gratuity benefits payable in future based on an independent actuarial valuation carried out using Projected Unit Credit Method considering discounting rate relevant to Government Securities at the Balance Sheet Date.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods. Past service costs are recognised in the statement of profit and loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring costs
- Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:
- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non routine settlements; and

- Net interest expense or income.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds. The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Defined benefit costs in the nature of current and past service cost and net interest expense or income are recognized in the statement of profit and loss in the period in which they occur. Actuarial gains and losses on remeasurement is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur and is reflected immediately in retained earnings and not reclassified to profit or loss. Past service cost is recognised in the Statement of Profit and Loss in the period of a plan amendment.

ii) Defined contribution plan:

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

iii) Compensated Absences:

Provision for Compensated Absences and its classifications between current and non-current liabilities are based on independent actuarial valuation. The actuarial valuation is done as per the projected unit credit method as at the reporting date.

iv) Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

(q) Leases

Effective from 1st April, 2019, the Group adopted Ind AS 116 – Leases and applied the standard to all lease contracts existing as on 1st April, 2019 using the modified retrospective method on the date of initial application i.e. 1st April, 2019. Refer 44 for details on transition to Ind AS 116 Leases.

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Lease term is a non-cancellable period together with periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments to be paid over the lease term at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate. Subsequently, the lease liability is measured at amortised cost using the effective interest method.

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Under Ind AS 17 Leases:
Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

As a Lessor
Rental income from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Group's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

As a Lessee
Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

Lease payments
Payments made under operating leases are generally recognised in profit and loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(r) Taxation
Tax on Income comprises current tax and deferred tax. These are recognised in Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

i) Current tax

Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations for which applicable tax regulations are subject to interpretation and revises the provisions where appropriate.

ii) Deferred tax
Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction other than a business combination that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised. The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

Deferred tax assets are recognised for unused tax losses (excluding unabsorbed depreciation) to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Regulators tariff norms provide the recovery of Income Tax from the beneficiaries by way of grossing up the return on equity based on effective tax rate for the financial year shall be based on the actual tax paid during the year on the transmission income from certain subsidiaries . Accordingly, deferred tax liability provided during the year which is fully recoverable from beneficiaries and known as "deferred assets recoverable / adjustable". The same will be recovered when the related deferred tax liability forms a part of current tax.

(s) Earnings per share
Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Group by the weighted average number of equity shares outstanding during the period.
Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Group by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.
The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.
The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

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(t) Provisions, Contingent Liabilities and Contingent Assets.

i) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Present obligations arising under onerous contracts are recognised and measured as provisions with charge to statement of profit and loss. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract

ii) Contingent liability

A possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise are disclosed as contingent liability and not provided for. Such liability is not disclosed if the possibility of outflow of resources is remote.

iii) Contingent assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

Contingent assets are not recognised but disclosed only when an inflow of economic benefits is probable.

(u) Regulatory Deferral Account

The Group determines revenue gaps (i.e. surplus/shortfall in actual returns over returns entitled) in respect of its regulated operations in accordance with the provisions of Ind AS 114 "Regulatory Deferral Accounts" read with the Guidance Note on Rate Regulated Activities issued by ICAI and based on the principles laid down under the relevant Tariff Regulations/Tariff Orders notified by the Electricity Regulator and the actual or expected actions of the regulator under the applicable regulatory framework. Appropriate adjustments in respect of such revenue gaps are made in the regulatory deferral account of the respective year for the amounts which are reasonably determinable and no significant uncertainty exists in such determination. These adjustments/accruals representing revenue gaps are carried forward as Regulatory deferral accounts debit/credit balances (Regulatory Assets/Regulatory Liabilities) as the case may be in the financial statements, which would be recovered/refunded through future billing based on future tariff determination by the regulator in accordance with the electricity regulations

The Group presents separate line items in the balance sheet for:

i. the total of all regulatory deferral account debit balances; and

ii. the total of all regulatory deferral account credit balances.

A separate line item is presented in the Statement of Profit and Loss for the net movement in regulatory deferral account. Regulatory assets/ liabilities on deferred tax expense/income is presented separately in the tax expense line item

(v) Dividend distribution to equity shareholders

The Group recognises a liability to make dividend distributions to its equity holders when the distribution is authorised and the distribution is no longer at its discretion. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

In case of Interim Dividend, the liability is recognised on its declaration by the Board of Directors.

3 Significant accounting judgements, estimates and assumptions

Critical accounting judgements and key sources of estimation uncertainty

The application of the group accounting policies as described in Note 2, in the preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant.

The estimates and underlying assumptions are reviewed on an ongoing basis and any revisions thereto are recognized in the period in which they are revised or in the period of revision and future periods if the revision affects both the current and future periods. Actual results may differ from these estimates which could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

3.1 Property, plant and equipment:(PPE)

i) Service concession arrangements[1]

The Group has assessed applicability of Appendix A of Ind AS - 11 "Service Concession Arrangements" with respect to its transmission assets portfolio. In assessing the applicability, the Group have exercised judgment in relation to the provisions of the Electricity Act, 2003, transmission license and / or agreements etc. Based on such assessment, it has concluded that Appendix A of Ind AS 11 is not applicable.

ii) Depreciation rates, depreciation method and residual value of property, plant and equipment[1]

Depreciation is recognised based on the cost of assets (other than land) less their residual values over their useful lives.

i) Depreciation in respect of assets related to electricity transmission business covered under Part B of Schedule II of the Companies Act, 2013, has been provided on the straight line method at the rates using the methodology as notified by the respective regulators.

ii) In respect of other, depreciation on fixed assets is calculated on straight-line method (SLM) basis using the rates arrived on the basis on useful life as specified in Schedule II of the Companies Act, 2013.The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

iii) Impairment of property plant and equipment[2]

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

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3.2 Taxation:

i) **Current tax[1]**

The Group has treated certain expenditure as being deductible for tax purposes. However, the tax legislation in relation to this expenditure is not clear and the Group has applied their judgement and interpretation for the purpose taking their tax position.

ii) **Deferred tax assets[2]**

Deferred tax assets are recognised for unused tax losses / credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Regulators tariff norms provide the recovery of Income Tax from the beneficiaries by way of grossing up the return on equity based on effective tax rate for the financial year shall be based on the actual tax paid during the year on the transmission income. Accordingly, deferred tax liability provided during the year which is fully recoverable from beneficiaries and known as "deferred assets recoverable / adjustable". The same will be recovered when the related deferred tax liability forms a part of current tax.

3.3 Fair value of Assets and liabilities acquired on business combination are considered at fair value[2]. (Refer note 62)

3.4 Impairment of Goodwill and other intangible assets with indefinite life[2]

Goodwill and other intangible assets with indefinite life are tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash generating unit is less than its carrying amount based on a number of factors including operating results, business plans, future cash flows and economic conditions. The recoverable amount of cash generating units is determined based on higher of value-in-use and fair value less cost to sell. The goodwill impairment test is performed at the level of the cash-generating unit or groups of cash-generating units which are benefitting from the synergies of the acquisition and which represents the lowest level at which goodwill is monitored for internal management purposes.

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments. (Refer Note 2.4 (k)) & (Refer note 58)

3.5 Judgment to estimate the amount of provision required or to determine required disclosure related to litigation and claim against the Group[2] (Refer note 43)

3.6 Fair value measurement of financial instruments[2]

In estimating the fair value of financial assets and financial liabilities, the Group uses market observable data to the extent available. Where such Level 1 inputs are not available, the Group establishes appropriate valuation techniques and inputs to the model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Note 46.

3.7 Employee benefit plans:

Defined benefit plans and other long-term employee benefits[2]

The present value of obligations under defined benefit plan and other long term employment benefits is determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual development in the future. These include the determination of the discount rate, future salary escalations, attrition rate and mortality rates etc. Due to the complexities involved in the valuation and its long term nature, these obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Information about the various estimates and assumptions made in determining the present value of defined benefit obligations are disclosed in Note 54.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

3.8 Assessment of lease classification in respect of long term power purchase agreement.[1]

The Group had a 25 year long term Power Purchase Agreement (PPA) with Vidharbha Industries Power Limited (VIPL), wherein the Group has committed to purchase the entire output generated from VIPL's generating station located at Butibori. In terms of the PPA, the Group subject to a minimum guaranteed plant availability (determined on a yearly basis) is liable to pay subject to MERC approval a fixed monthly capacity charge and a variable charge towards the cost of fuel.VIPL was obligated to make the plant available for generation for a minimum period of time (determined on a yearly basis) and the option as regards the timing of availability was at the discretion of VIPL.

The Group on assessment of the above arrangement has concluded, that considering the Group does not have the right to direct the use of the asset , the above arrangement does not qualify to be lease under IND AS 116.

During the year the Group has terminated the above PPA due to non-performance of obligations under the PPA by VIPL, such termination has been upheld by MERC and VIPL has preferred to appeal against the MERC order to the Appellate Tribunal of Electricity ("ATE").

3.9 Control over Subsidiary[1]

During the year, the Group entered into an agreement with Qatar Investment Authority ("QIA") , through Qatar Holdings LLC ("QH"), pursuant to which it has disposed off 25.1% stake in Adani Electricity Mumbai Limited ("AEML") to QIA. The Group continues to own 74.9% ownership interest in AEML. The Group Management has assessed whether or not it has control over AEML. In making their judgement, the Group considered the powers it has to appoint and remove majority directors on the Board of AEML and the practical ability to direct the relevant activities of AEML, in light of the various rights available to both parties with the aforesaid agreement with QIA. Based on such assessment, the Group management has concluded that it has sufficient power to direct the relevant activities of AEML and therefore, AEML continues to be controlled by the Group and consolidated accordingly.

[1] **Critical accounting judgments**

[2] **Key sources of estimation uncertainties**

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4.1 Standards issued but not effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

4.2 Change in accounting policies and disclosures

Ind AS 116 Leases

Ind AS 116 supersedes Ind AS 17 Leases, including Appendix A of Ind AS 17 Operating Leases-Incentives, Appendix B of Ind AS 17 Evaluating the Substance of Transactions Involving the Legal Form of a Lease and Appendix C of Ind AS 17, Determining whether an Arrangement contains a Lease. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the balance sheet.

Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17. Therefore, Ind AS 116 did not have an impact for leases where the Group is the lessor.

The Group adopted Ind AS 116 using the modified retrospective method of adoption with the date of initial application of 1 April 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initially applying the standard recognised at the date of initial application. The Group elected to use the transition practical expedient to not reassess whether a contract is or contains a lease at 1 April 2019. Instead, the Group applied the standard only to contracts that were previously identified as leases applying Ind AS 17 and Appendix C to Ind AS 17 at the date of initial application.

The effect of adoption Ind AS 116 as at 1 April 2019 (increase/ (decrease) is, as follows:

Assets	**₹ in Crores**
Right- of- Use assets	170.22
Prepayments- Land	(58.32)
Prepayments- Way Leave rights	(8.41)
Total Assets	103.49
Liabilities	
Lease Liability Obligation	103.49
Total Liabilities	**103.49**

The Group has lease contracts for various items of plant, machinery and buildings. Before the adoption of Ind AS 116, the Group classified each of its leases (as lessee) at the inception date as either a finance lease or an operating lease. Refer to Note 2.20 (2) Leases for the accounting policy prior to 1 April 2019.

Upon adoption of Ind AS 116, the Group applied a single recognition and measurement approach for all leases except for short-term leases and leases of low-value assets. Refer to Note 2.20 (1) Leases for the accounting policy beginning 1 April 2019. The standard provides specific transition requirements and practical expedients, which have been applied by the Group.

- **Leases previously classified as finance leases**

The Group did not have any finance leases.

- **Leases previously accounted for as operating leases**

The Group recognised right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases and leases of low-value assets. The right-of-use assets for most leases were recognised based on the carrying amount as if the standard had always been applied, apart from the use of incremental borrowing rate at the date of initial application. In some leases, the right-of-use assets were recognised based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognised. Lease liabilities were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

The Group also applied the available practical expedients wherein it:

Used a single discount rate to a portfolio of leases with reasonably similar characteristics

Relied on its assessment of whether leases are onerous immediately before the date of initial application

Applied the short-term leases exemptions to leases with lease term that ends within 12 months of the date of initial application

Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application

Used hindsight in determining the lease term where the contract contained options to extend or terminate the lease

Assets	**₹ in Crores**
Operating lease commitments as at 31 March, 2019	177.51
Weighted average incremental borrowing rate as at 1 April, 2019	9.32% to 13.25%
Discounted operating lease commitments as at 1 April 2019	103.49
Lease liabilities as at 1 April 2019	103.49

Adoption of the above standard did not have material financial impact on the Financial Statements of the Group.

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5. Property, Plant and Equipment, Intangible Assets and Capital Work in Progress

5.1 Property, Plant and Equipment

(₹ in Crores)

Description of Assets	Tangible Assets											Intangible Assets		
	Land (Free hold)	Building	Plant and Equipment	Furniture and Fixtures	Office Equipment	Computer Equipment	Vehicles	Railway Slidings	Distribution System	Jetties	Electrical Installation	Total	Computer Software	Transmission License	Total
I. Gross Carrying Amount															
Balance as at 1st April, 2018	91.51	87.68	10,492.05	1.92	4.35	0.91	0.26	-	-	-	-	10,678.68	0.31	-	0.31
Additions	2.24	52.86	2,780.00	4.29	3.17	10.17	2.52	-	275.93	-	2.07	3,133.25	-	-	-
Disposals	(3.11)	(0.26)	(26.12)	-	-	(0.02)	(0.24)	-	-	-	(0.01)	(29.76)	-	-	-
Other Adjustment	-	-	-	-	-	-	-	-	-	-	-	-	(0.64)	-	(0.64)
Acquisitions through business combinations	2,636.87	810.88	3,790.18	13.24	5.53	16.29	11.75	6.70	4,332.48	1.23	14.32	11,639.47	7.50	981.62	989.12
Balance as at 31st March, 2019	2,727.51	951.16	17,036.11	19.45	13.05	27.35	14.29	6.70	4,608.41	1.23	16.38	25,421.64	7.17	981.62	988.79
Additions	8.27	33.30	863.26	2.03	1.91	42.13	12.81	-	437.76	-	6.10	1,407.57	15.24	-	15.24
Disposals	(0.07)	-	(7.62)	-	(0.17)	(0.42)	(1.15)		-	-	(0.12)	(9.55)	-	-	-
Other Adjustment				-								-	-	-	-
Balance as at 31st March, 2020	2,735.71	984.46	17,891.75	21.48	14.79	69.06	25.95	6.70	5,046.17	1.23	22.36	26,819.66	22.41	981.62	1,004.03
II. Accumulated depreciation															
Balance as at 1st April, 2018	-	9.25	1,697.72	0.36	0.69	0.14	0.06	-	-	-	-	1,708.22	0.09	-	0.09
Depreciation and Amortisation Expense	-	22.39	734.30	2.94	2.82	9.88	2.16	0.26	100.69	0.05	3.18	878.67	3.48	-	3.48
Eliminated on disposal of assets	-	-	(1.80)	-	-	(0.02)	(0.07)	-	-	-	-	(1.89)	-	-	-
Balance as at 31st March, 2019	-	31.64	2,430.22	3.30	3.51	10.00	2.15	0.26	100.69	0.05	3.18	2,585.00	3.57	-	3.57
Depreciation and Amortisation Expense	-	35.10	892.89	2.76	2.45	11.09	2.10	0.41	187.54	0.07	2.47	1,136.88	5.59	-	5.59
Eliminated on disposal of assets	-	-	(0.96)	-	(0.18)	(0.38)	(0.30)	-	-	-	(0.10)	(1.92)	-	-	-
Balance as at 31st March, 2020	-	66.74	3,322.15	6.06	5.78	20.71	3.95	0.67	288.23	0.12	5.55	3,719.96	9.16	-	9.16

(₹ in Crores)

Description of Assets	Tangible Assets											Intangible Assets		
	Land (Free hold)	Building	Plant and Equipment	Furniture and Fixtures	Office Equipment	Computer Equipment	Vehicles	Railway Slidings	Distribution System	Jetties	Electrical Installation	Total	Computer Software	Transmission License	Total
Net Carrying Value :															
As at 31st March, 2019	2,727.51	919.52	14,605.89	16.15	9.54	17.35	12.14	6.44	4,507.72	1.18	13.20	22,836.64	3.60	981.62	985.22
As at 31st March, 2020	2,735.71	917.72	14,569.60	15.42	9.01	48.35	22.00	6.03	4,757.94	1.11	16.81	23,099.70	13.25	981.62	994.87

Notes:

(i) The above Intangible Assets are other than internally generated Intangible Assets

(ii) Transmission License was acquired as a part of the business acquisition. The license is valid for 25 years from 16th August 2011 to 15th August, 2036. The license may be further extended at minimal cost, considering similar extensions have happened in the past. Based on an analysis of all of the relevant factors, the license is considered by the company as having an indefinite useful life, as there is no foreseeable limit to the period over which the transmission business related assets are expected to generate net cash inflows for the company.

For charge created on aforesaid assets, refer note 23.

5.2 Capital Work-In-Progress

(₹ in Crores)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Opening balance	694.06	2,352.79
Expenditure incurred during the year	2,761.12	895.82
Employee benefit expenses	32.20	44.26
Borrowing cost	44.75	159.05
Other expenses	59.36	64.73
Addition due to acquisitions through business combinations	40.28	310.66
Less: Capitalized during the year	(1,422.81)	(3,133.25)
Closing Balance	2,208.96	694.06

For charge created on aforesaid assets, refer note 23.

5.3 Right of Use Assets

(₹ in Crores)

Particulars	Transition due to IND AS 116	Additions for the year ended March 31, 2020	Disposal for the year ended March 31, 2020	Depreciation for the year ended March 31, 2020	Net carrying amount as at March 31, 2020
Leasehold Land	97.44	1.58	-	5.78	93.24
Buildings	64.37	90.66	(25.12)	23.97	105.94
Way Leave Rights	8.41	31.75	-	1.80	38.36
Total	170.22	123.99	(25.12)	31.55	237.54

(₹ in Crores)

Particulars	For the year ended 31 March, 2020	For the year ended 31 March, 2019
Depreciation on Tangible Assets	1,136.88	878.67
Amortisation of Intangible Assets	5.59	3.48
Amortisation of Right of Use	31.55	-
Total	1,174.02	882.15

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6	Investments	Face Value	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
	Non-Current investments			
	Investment in Government or Trust Securities at amortised cost			
	Contingency Reserve Investment (Quoted)			
	8.12% Central Government of India-2020	100	-	76.89
	8.27% Central Government of India-2020	100	-	15.39
	7.68% Central Government of India-2023	100	-	15.34
	7.68% Central Government of India-2023	100	-	13.30
		Total	-	120.92
	Aggregate book value of Quoted Investments		-	120.92
	Aggregate market value of Quoted Investments		-	120.92

7	Loans- At Amortised Cost		As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
	Housing loans to employee against Hypothecation of the property (Secured, considered good)		31.37	35.79
	Loan to employees (Unsecured, considered good)		7.54	5.37
		Total	38.91	41.16

8	Non-current Financial Assets- Others		As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
	(Unsecured, considered good)			
	Fixed Deposits with maturity over 12 months (Margin money with banks for guarantees issued)		59.75	16.64
	Advance for Business Acquisition (Refer note 62(vi))		17.21	-
	Financial Asset Under Service Concession Arrangement (SCA)		1,196.20	1,262.52
	Balance with Government Authorities		-	6.95
	Regulatory Assets other than Distribution		-	4.78
	Derivative instruments designated in hedge accounting relationship		998.30	-
	Security deposit - Considered Good		30.76	21.20
	Security deposit -Considered doubtful		1.05	1.05
	Balances held as Margin Money or security against borrowings		0.19	-
		Total	2,303.46	1,313.14
	Less : Provision For Doubtful Deposits		(1.05)	(1.05)
		Total	2,302.41	1,312.09

9	Deferred tax assets (Net)		As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
	Deferred tax Assets		-	526.40
	Deferred tax Liabilities		-	(423.82)
	Net Deferred Tax Assets	Total	-	102.58

The significant component and classification of deferred tax assets and liabilities on account of timing differences are:

2018-19

Particulars	Opening Balance	Arising on Business Combination	Recognised in Profit & Loss	Closing Balance
Deferred Tax Assets in relation to				
Allowance for Doubtful Debts, Deposits and Advances	-	-	8.59	8.59
Provisions for employee benefits and others	-	177.84	10.22	188.06
Tax Losses	-	7.41	-	7.41
Unabsorbed Depreciation	-	-	322.34	322.34
	-	185.25	341.15	526.40
Deferred Tax liabilities in relation to				
Property, Plant & Equipment	-	7.80	416.02	423.82
	-	7.80	416.02	423.82
Deferred Tax Asset/(Liability) (Net)	-	177.45	(74.87)	102.58

For deferred tax Liabilities of FY 19-20 Refer note 28

10	Income Tax Assets (Net)		As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
	Advance Income Tax		37.31	36.62
		Total	37.31	36.62

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		As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
11	**Other Non-current Assets**		
	(Unsecured)		
11.1	Capital advances		
	- Considered Good	632.95	210.80
	- Considered Doubtful	1.39	-
		634.34	210.80
	Less : Expected Credit Loss on Capital Advances	(1.39)	-
		632.95	210.80
11.2	Prepaid Lease Rent and Prepaid Expenses	2.91	63.40
11.3	Deferred Assets (recoverable) / adjustable*	874.83	732.14
	Total	**1,510.69**	**1,006.34**

* In respect of transmission businesses where tariff is determined on cost plus, return on equity and the income tax is a pass through, deferred tax recoverable from / adjustable against future tariff, when and to the extent such deferred tax becomes current tax in future periods, is presented separately, and is not offset against deferred tax in accordance with guidance given by Expert Advisory Committee of The Institute of Chartered Accountant of India (ICAI) in its recent opinion on a similar matter. Until previous year, it was presented under 'Tax Expense' in the Statement of Profit & Loss and adjusted in deferred tax balance in the Balance sheet, which has now been reclassified.

		As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
12	**Inventories**		
	(At lower of Cost and Net Realisable Value)		
	Fuel	332.83	178.30
	Fuel -in Transit	87.19	50.72
	Stores & spares	121.15	137.16
	Total	**541.17**	**366.18**

During the year ended 31st March, 2020 ₹ 4.53 Crores (Previous Year ₹ Nil) was recognised as an expense for inventories carried at net realisable value.

For charge created on aforesaid assets, refer note 23.

		Face Value of ₹ unless otherwise specified	No of Units*	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
13	**Current Financial Assets - Investments**				
	Investment in Mutual Funds units at FVTPL (Unquoted)				
	Contingency Reserve Investments				
	SBI Liquid Fund Direct Growth Plan	1000	5,95,254 (1,48,706.31)	185.07	43.55
	SBI Premier Liquid Fund - Direct Growth Plan	1000	1,43,513.49 (93,391.31)	44.62	27.36
	Other Investments				
	Birla Sun Life Cash Plus - Growth-Direct Plan	100	41,078.07 (-)	1.31	-
	Nippon India Liquid Fund Direct Growth Plan	1000	1,41,593.37 (-)	68.68	-
	ICICI Prudential Overnight Fund Direct Plan	100	12,01,911.06 (-)	12.95	-
	Kotak Liquid Fund - Direct Growth Plan	1000	- (5,28,93.26)	-	20.02
	Axis Liquid Fund-Direct Growth Plan	1000	- (96,570.58)	-	20.02
	Edelweiss Liquid Fund - Direct Growth Plan	1000	- (74,974.18)	-	18.02
	UTI Liquid Cash Plan - Direct Growth Plan	1000	- (28,458.9)	-	8.71
	Yes Liquid Fund - Direct Growth Plan	1000	- (2,95,894.44)	-	30.03
	ICICI Prudential Liquid Fund - Direct Growth Plan	100	1,301.26 (12,53,406.47)	0.04	34.65
	Reliance Liquid Fund - Direct Growth Plan	1000	- (10,465.91)	-	4.77
	SBI Premier Liquid Fund - Direct Growth Plan	1000	- (26,405.85)	-	7.73
			Total	**312.67**	**214.86**

* Previous year units are in bracket

	2020	2019
Aggregate Carrying value of unquoted investments	312.67	214.86
Aggregate market value of unquoted investments	312.67	214.86

Adani Transmission Limited *

14 Trade Receivables

	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
(Unsecured otherwise stated)		
Unsecured, considered good	1,000.26	722.05
Credit Impaired	77.46	29.50
	1,077.72	751.55
Less : Expected Credit Loss	(77.46)	(29.50)
Total	1,000.26	722.05

Age of receivables	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
Within the Credit Period	637.64	494.92
Beyond Credit Period	362.62	227.13
	1,000.26	722.05

Movement in the allowance for doubtful trade receivables	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
Balance at the beginning of the year	29.50	2.46
Add : Provision made during the year	47.96	27.04
Balance at the end of the year	77.46	29.50

(i) The Group holds security deposit amounting to ₹ 469.72 Crores (P.Y. ₹ 431.87 Crores) in respect of trade receivable of Distribution of power business.

(ii) As at 31 March, 2020 - ₹ 59.70 crore is due from Municipal Corporation of Greater Mumbai which represents Group's large customer who owes more than 5% of the total balance of trade receivables.

(iii) The average credit period for the Group's receivables from its distribution (including street light maintenance) business is in the range of 15 to 30 days. No interest or delayed payment is charged on trade receivables till the due date. Thereafter, one time delayed payment charges at the rate of 1.25% & interest after 30 / 60 days from bill date is charged in the range of 12% to 15% per annum

(iv) In case of transmission business, regulator approved tariff is receivable from long-term transmission customers (LTTCs) and Discoms that are highly rated companies or government parties. Counterparty credit risk with respect to these receivables is very minimal.

(v) The Group considers for impairment its receivables from customers in its of Distribution of power business. The risk of recovery in these businesses is reduced to the extent of security deposits already collected and held as collaterals. Balance amount receivable over and above the deposit is assessed for expected credit loss allowances. The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experienced and adjusted for forward- looking information. The expected credit loss allowance is based on ageing of the days the receivables are due.

(vi) Above trade receivables are pledged as security with the Lenders against borrowings. (Refer note 23)

15 Cash and Cash Equivalents

	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
Balances with banks		
In current accounts	920.33	148.04
Fixed Deposits (with original maturity for three months or less)	306.05	28.54
(Lodged against Bank guarantees and Debt service reserve account)		
Cheque / Draft on Hand	6.19	9.06
Cash on Hand	0.42	2.61
Total	1,232.99	188.25

For charge created on aforesaid assets, refer note 23.

16 Bank Balance other than Cash and Cash Equivalents

	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
Balances held as Margin Money	688.85	27.10
Fixed Deposit (with original maturity of more than 3 months)	375.00	486.21
Total	1,063.85	513.31

(Lodge against Bank Guarantee and Debt Service Reserve Account)
For charge created on aforesaid assets, refer note 23.

17 Current Financial Assets - Loans

	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
(At Amortised Cost)		
Housing loans to employee against Hypothecation of the property (Secured, considered good)	4.82	4.29
Loans to employees - Unsecured	3.58	4.46
Loans to Related Party Unsecured (Refer note 45)	1,623.00	-
Loans to Others Unsecured (Unsecured, considered good)	777.88	-
Total	2,409.28	8.75

Adani Transmission Limited

18 Current Financial Assets- Others	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
(Unsecured, considered good, unless otherwise stated)		
Interest receivable	44.47	1.77
Unbilled Revenue	1,105.97	1,071.45
Financial Asset Under Service Concession Arrangement (SCA)	92.26	107.60
Security deposit	1.37	0.46
Derivative instruments designated in hedge accounting relationship	299.24	1.44
Other financial assets*	-	503.26
Total	**1,543.31**	**1,685.98**

* In respect of the standby charges dispute with Tata Power Company Limited (TPCL), Hon. Supreme Court vide its order dated 2nd May, 2019 has dismissed the appeals filed by RINFRA (substituted with Adani Electricity Mumbai Limited (AEML) subsequently) / TPCL against the Appellate Tribunal of Electricity ("ATE") order dated 20th December, 2006. Accordingly, the ATE order has reached finality. Based on the said ATE order and its interpretation thereof, AEML has booked a sum of ₹ 503.26 crores (including interest) as amount recoverable from TPCL as at 31st March, 2019 which is subject to TPCL confirmation. In terms of the Share Purchase Agreement entered into by the Group, AEML and RINFRA, the amount recoverable from TPCL is payable to RINFRA on receipt of the same from TPCL.

19 Other Current Assets	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
(Unsecured, considered good)		
Advance to Suppliers	293.33	86.89
Balances with Government authorities	12.42	10.41
Prepaid Lease Rent	-	2.61
Prepaid Expenses	19.53	17.74
Advance to Employees	8.89	12.64
Total	**334.17**	**130.29**

20 Equity Share Capital	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
Authorised Share Capital 1,50,00,00,000 (As at 31st March 2019-1,50,00,00,000) equity shares of ₹ 10 each	1,500.00	1,500.00
Total	**1,500.00**	**1,500.00**
Issued, Subscribed and Fully paid-up equity shares 109,98,10,083 (As at 31st March 2019- 109,98,10,083) fully paid up equity shares of ₹ 10 each	1,099.81	1,099.81
Total	**1,099.81**	**1,099.81**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	As at 31st March, 2020		As at 31st March, 2019	
Equity Shares	No. Shares	(₹ in Crores)	No. Shares	(₹ in Crores)
At the beginning of the Year	1,099,810,083	1,099.81	1,099,810,083	1,099.81
Issued during the year	-	-	-	-
Outstanding at the end of the year	**1,099,810,083**	**1,099.81**	**1,099,810,083**	**1,099.81**

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend if proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Aggregate Number of shares issued other than cash, during the period of five years immediately preceding the reporting date:

Particulars	As at 31st March, 2020 No. Shares	As at 31st March, 2019 No. Shares
Company has issued and allotted fully paid up equity shares of ₹ 10 each, to the equity shareholders of Adani Enterprise Limited ("AEL") pursuant to the Composite Scheme of Arrangement during F.Y. 2015-16	**1,099,810,083**	**1,099,810,083**

d. Details of shareholders holding more than 5% shares in the Company

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	No. Shares	% holding in the class	No. Shares	% holding in the class
Equity shares of ₹ 10 each fully paid				
Mr. Gautam S. Adani / Mr. Rajesh S. Adani (On the behalf of S.B. Adani Family Trust)	621,197,910	56.48%	621,197,910	56.48%
Adani Tradeline LLP (Formerly known as Parsa Kente Rail Infra LLP)	99,491,719	9.05%	99,491,719	9.05%
Total	**720,689,629**	**65.53%**	**720,689,629**	**65.53%**

Transmission Limited

21 Unsecured Perpetual Equity Instrument	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
Opening Balance	3,408.03	1,848.63
Add: Availed during the year	700.00	1,254.00
(Less): Repaid during the year	(1,209.62)	-
Add: Distribution on Unsecured Perpetual Equity Instrument (Net of Tax)	381.01	305.40
Closing Balance	3,279.42	3,408.03

Adani Transmission Limited (Parent Company) has issued Unsecured Perpetual Equity Instrument (the "Instrument") to Adani Infra (India) Limited. These Instrument are perpetual in nature with no maturity or redemption and are callable only at the option of the Parent company. The distribution on part of these Instrument i.e ₹ 2,579.42 Crores (As at 31.03.2019: ₹ 3,408.03 Crores) outstanding as at March 31, 2020 are fixed at coupon rate of 11.80% p.a. compounded annually and for remaining amount i.e. ₹ 700.00 Crores (As at 31.03.2019: ₹ Nil) outstanding as at March 31, 2020 are without any coupon rate. The obligation of the Parent company to repay the outstanding amounts shall rank on a parri passu basis with the obligations of the Parent company to make payments/distributions in relation to any parity securities issued/ to be issued by the Parent company and be senior to the obligations of the Parent company to make payments/distributions in relation to preference and equity share capital and any other securities at par with preference and equity share capital of the Parent Company.

As this Instrument are perpetual in nature and ranked senior only to the Share Capital of the Parent Company and the Parent company does not have any redemption obligation, these are considered to be in the nature of equity instruments.

22 Other Equity		As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
a. Capital Reserve (Refer note (i) below)			
Closing Balance	Total (a)	208.87	208.87
b. Effective portion of cashflow Hedge (Refer note (ii) below)			
Opening Balance		(174.55)	(183.74)
Effective portion of cash flow hedge for the year		141.14	9.19
Closing Balance	Total (b)	(33.41)	(174.55)
c. General Reserve (Refer note (iii) below)		1,220.60	1,220.60
	Total (c)	1,220.60	1,220.60
d. Capital Redemption Reserve (Refer note (iv) below)			
Opening Balance		1,891.88	801.25
Add: Transfer from Retained Earning on redemption of Optionally Convertible Redeemable Preference Shares		-	1,090.63
Closing Balance	Total (d)	1,891.88	1,891.88
e. Debenture Redemption Reserve (Refer note (v) below)			
Opening Balance		12.87	-
Transfer from Retained Earning		0.57	12.87
Closing Balance	Total (e)	13.44	12.87
f. Contingency Reserve (Refer note (vi) below)			
Opening Balance		203.17	-
Acquired on Business Combination		-	165.73
Addition during the year		37.37	37.44
Closing Balance	Total (f)	240.54	203.17
g. Surplus in the Statement of Profit and Loss (Refer note (vii) below)			
Opening Balance		172.20	1,061.07
Add : Profit for the year		741.82	559.20
(Less): Other comprehensive income arising from remeasurement of Defined Benefit Plans		(13.21)	(1.42)
(Less): Distribution on Unsecured Perpetual Equity Instrument		(383.29)	(305.71)
(Less): Transfer to Contingency reserve		(36.52)	(37.44)
(Less): Transfer to Debenture Redemption Reserve		(0.57)	(12.87)
Add: Gain on sale of Equity Shares of Subsidiary Companies to non controlling interest (Refer note 60)		97.38	-
Transfer from Retained Earning to Capital Redemption Reserve (CRR) on redemption of optionally convertible redeemable Preference Shares		-	(1,090.63)
	Total (g)	577.81	172.20
	Total (a+b+c+d+e+f+g)	4,119.73	3,535.04

Adani Transmission Limited

Notes :

i) Capital Reserve of ₹ 11.47 Crores was created due to acquisition of 100% stake in Maru Transmission Service Company Limited and 100% stake in Aravali Transmission Service Company Limited in the financial year 2016-17.

Capital reserve of ₹ 193.50 Crores have been created on issuance of Compulsory Convertible Preference Shares (CCPS) by wholly owned subsidiary companies namely Western Transco Power Limited and Western Transmission (Gujarat) Limited in the financial year 2017-18.

ii)The cash flow hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognised and accumulated under the heading of cash flow hedging reserve will be reclassified to profit or loss only when the hedged transaction affects the profit or loss, or included as a basis adjustment to the non-financial hedged item.

iii) During the financial year 2015-16, General reserve of ₹ 1,220.60 crores was created pursuant to the demerger of transmission undertaking of Adani Enterprises Limited into the company.

iv) Capital redemption reserve of ₹ Nil (F.Y. 2018-19 ₹ 1,090.63 Crores) was created due to transfer on redemption of optionally convertible redeemable preference shares from retained earnings.

v) The Company has issued redeemable non-convertible debentures. Accordingly, the Companies (Share capital and Debentures) Rules, 2014 (as amended), require the company to create DRR out of profits of the company available for payment of dividend. The DRR is created over the life of debentures out of retained earnings.

vi) As per the provisions of MERC MYT Regulations read with Tariff orders passed by MERC, the Group being a Distribution and Transmission Licensee, makes an appropriation to the Contingency Reserve fund to meet with certain exigencies. Investments in Bonds issued by Government of India and Mutual Funds have been made against such reserve.

vii) Retained earnings represents the amount that can be distributed by the Company as dividends considering the requirements of the Companies' Act, 2013. No dividend are distributed during the year by the Company.

23 Non current Financial Liabilities - Borrowings

	Non-current		Current	
	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
Secured				
Bonds				
3.949% USD Bonds	7,488.22	-	-	-
4.00% USD Bonds	3,725.85	3,392.62	-	-
4.25% USD Bonds	3,625.18	-	129.90	-
5.20% US private Placement	2,909.97	-	87.92	-
9.10% INR Bonds (Masala Bond)	-	272.88	-	97.67
Shareholders Affiliated Debts	2,095.22	-	-	-
Term Loans				
From Banks				
Rupee loan	550.89	9,310.61	84.60	1,019.24
Foreign currency loan	687.72	185.87	11.06	10.32
From Financial Institutions	1,019.33	1,321.26	20.38	29.02
Trade Credits & Buyers Credit				
From Banks	65.21	170.96	-	-
Non Convertible Debentures				
8.46% Non Convertible Debenture	122.06	-	11.51	-
9.01% Non Convertible Debenture		139.08	-	12.31
9.25% Non Convertible Debenture	-	-	-	149.98
9.35% Non Convertible Debenture	-	363.70	164.94	-
9.45% Non Convertible Debenture	-	149.17	-	-
9.85% Non Convertible Debenture	-	249.72	209.96	881.56
10.25% Non Convertible Debenture	-	748.24	-	-
Total	**22,289.65**	**16,304.11**	**720.27**	**2,200.10**
Amount disclosed under the head "Other current financial liabilities" (Refer Note: 31)	-	-	(720.27)	(2,200.10)
Net amount	**22,289.65**	**16,304.11**	**-**	**-**

Notes

(A) During the year, AEML has raised foreign currency borrowings by way of issue of Senior Secured Notes- USD 1 billion, Shareholders Affiliated Debts - USD 282 Million, External Commercial Borrowing- USD 70 Million. The proceeds from these borrowings were / will be utilized to retire existing Debts, future capital expenditure and general corporate borrowings. The said borrowings have been hedged using various hedging instruments.

(B) During the year, wholly owned subsidiaries of Adani Transmission Limited (ATL) (Six Subsidiaries as issuer and one subsidiary as obligor) has completed US private placement transaction by issuance of USD 400 Million 5.20% notes to eligible International Investors maturing in 2050.The said borrowings have been hedged using various hedging instruments.

(C) During the year, ATL has completed issuance of USD 500 million 4.25% Foreign Currency Bonds maturing in 2036. Servicing of the bonds will be supported by an obligor group that includes ATL and two of its wholly-owned subsidiaries, MEGPTCL and ATIL. ATL were/will use the bond's proceeds to refinance its existing INR debt and Masala bonds. The said borrowings have been hedged using various hedging instruments.

Security

1 3.949% USD Bond and Rupee term loan of ₹ 600.59 Crores are secured by

a a first ranking mortgage of certain specific immovable properties of the AEML.

b a negative lien over other immovable properties of the Borrower, excluding the Identified Immovable Properties of AEML

c a first charge by way of hypothecation of all the movable assets of the Project, both present and future of AEML

d a first pari-passu charge on all book debts, operating cash flows, receivables (excluding Past Period Regulatory Assets; post distribution cash flows and debenture liquidity reserve), commissions or revenues whatsoever arising out of the Project, both present and future of AEML

e a first pari-passu charge on the Accounts under the Project Accounts Deed (excluding the Excluded Accounts) and amounts lying to the credit of such Accounts, both present and future of AEML

f a first pari-passu charge/ assignment in relation to the MERC Licenses of the Project, subject to approval from MERC of AEML

g a pledge over 100% of the entire paid up equity and preference share capital of AEML

As at the reporting date, it is in the process of creation of security in favour of the lenders. The Security Interest to be created on the Security as aforesaid shall rank pari passu inter se the Senior Secured Creditors.

2 4.00% USD Bonds,4.25% USD Bonds and Non-Convertible Debentures are secured by way of first ranking pari passu charge in favour of the Security trustee (for the benefit of the Bond/Debenture holders):

a. mortgage of land situated at Sanand.

b. hypothecation of all the assets (movable and immovable) including current assets of the respective Companies.

c. pledge over 100% equity shares of Adani Transmission India Limited (ATIL) and Maharashtra Eastern Grid Power Transmission Company Limited (MEGPTCL), both are wholly owned subsidiaries of the Company.

d. accounts and receivables of ATIL and MEGPTCL and also the operating cash flows, book debts, loans and advances, commissions, dividends, interest income, revenues present and future of ATIL and MEGPTCL

3 5.20% US private Placement Notes are issued by six (6) transmission companies.The Notes are secured/to be secured by first ranking charge on receivables, on all immovable and movable assets, charge or assignment of rights under Transmission Service Agreement and other project documents, charge or assignment of rights and/or designation of the Security Trustee as loss payee under each insurance contract in respect of Project. The Notes are also secured by way of pledge over 100% of shares of the Seven (7) companies held by Holding Company, i.e. Adani Transmission Limited.

4 Rupee Term Loans aggregating ₹ 1,051.04 Crores (31st March, 2019 ₹ 1,482.30 Crores) ,Foreign Currency Loans aggregating ₹ 200.10 Crores (31st March 2019: ₹ 199.00 Crores), Rupee Term Loan from Financial Institution of ₹ 548.51 Crores (31st March, 2019 ₹ 1,350.28 Crores) and Letter of credits/Buyers Credit aggregating ₹ 65.21 Crores (31st March, 2019 ₹ 170.96 Crores) availed by the Group from various banks and financial institutions are secured by a pari passu charge on all present and future movable and immovable assets, receivables, project documentation, cash flows, licences, insurance contracts and approval.
Respective companies shares are pledged.

5 6.3645% Shareholders Affiliated Debts are secured by First-ranking fixed charge over all its present and future right, title, benefit and interest in the Excluded Loan Accounts and First-ranking floating charge over all of its present and future right, title, benefit and interest in the equity distribution account

6 In respect of loans outstanding as at 31 March, 2019 Rupee Term Loans aggregating ₹ 8,715.79 Crores (Including Short term working capital loan of ₹ 389.49 Crores and current maturities of ₹ 267.10 Crores) and short term Buyers Credit aggregating ₹ 56.88 Crores from banks were secured by way of:-:-

a. First pari-passu charge by way of Mortgage of 33 immovable properties of Adani Electricity Mumbai Limited (AEML)

b. First pari-passu charge by way of hypothecation over the movable assets, both present and future, of the Adani Electricity Mumbai Limited (AEML)

c. First charge by way of assignment of all documents, permits, approvals, rights, titles, interest, benefits, claims, insurance, demands, clearances etc. pertaining to the business of the Group by way of Hypothecation Deed / Indenture of Mortgage, both present and future of the Adani Electricity Mumbai Limited (AEML).

d. First pari-passu charge on all book debts, operating cash flows, receivables (excluding Regulatory Assets and the bank accounts where such Regulatory Assets are deposited), commissions or revenues whatsoever arising both present and future of the Adani Electricity Mumbai Limited (AEML)

e. First pari-passu charge on all present and future bank accounts including the Trust and Retention accounts (excluding the Escrow bank account wherein the Regulatory Assets recovered are deposited).

f. First charge by way of assignment of transmission and distribution license of the Adani Electricity Mumbai Limited (AEML)

g. Pledge over 51% of the entire paid up share capital of Adani Electricity Mumbai Limited (AEML)

h. Negative Lien Undertaking (by way of NDU) in respect of the 90 freehold, 115 leasehold immoveable properties and 2 Right of way properties, including future immovable properties.

7 ₹ 700 Crores Rupee Term Loan (31st March, 2019 ₹ 778.99 Crores) (Including short term borrowing of ₹ 78.99 Crores)(rate of interest in the range of 9.20% to 9.75% reset on monthly basis) (including current maturities of ₹ 700 Crs) from Banks against Regulatory Assets to be recovered, is secured by way of (in respect of Previous Years)

a. First ranking pari-passu charge on identified Approved Regulatory Asset / Revenue Gap as approved by Maharashtra State Electricity Regulatory Commission (MERC) for FY 2019-20 as per MYT order dated September 12, 2018 of Adani Electricity Mumbai Limited (AEML).

b. First ranking pari-passu charge on Collection accounts opened with designated Banks of Adani Electricity Mumbai Limited (AEML).

8 Cash Credits in Rupee terms & Working Capital Loan from Banks aggregating to ₹ 173.82 Crore (P.Y. - ₹ 158.67 Crore) & ₹ 24.00 Crore (PY ₹ Nil) respectively, is secured by first charge on receivables and on immovable and movable assets created out of project on paripassu basis.

Terms of Repayment

9 INR Bonds (Masala Bonds) aggregating ₹ Nil (31st March, 2019 ₹ 375.00 Crores) were redeemable by quarterly structured payments from financial year 2018 to financial year 2022 and this have been repaid in full.

10 4.00%, 500 Million USD Bonds aggregating ₹ 3,783.25 Crores (31st March, 2019- ₹ 3,457.75 Crores) are redeemable by bullet payment in FY 2026.

11 4.25% 500 Million USD Bonds aggregating ₹ 3,783.25 Crores (31st March, 2019- Nil) are redeemable by Half yearly payment starts from May 2020 to May 2036.

12 INR Non-Convertible Debentures (NCDs) ,ranging from 8.46% to 9.85%, aggregating to ₹ 509.41 Crores, (31st March, 2019 -₹ 2,698.90 Crores) are redeemable at different maturities its tenor ending on year 2034.

13 5.20%, 400 Million USD Denominated Notes aggregating ₹ 3,026.60 crores, (31st March, 2019- ₹ Nil Crores) which has a semi-annual repayment schedule with first repayment in the month of Sep-2020 and semi-annually then after over the period of its tenor ending March-2050.

14 Letter of credits & Buyers Credit (Foreign and Inland) from bank of ₹ 65.21 Crores (31st March, 2019 ₹ 170.96 Crores) carry interest rates ranging from 8.15% to 8.75% p.a. and (a) ₹ 40.39 Crores will be converted in to Rupee term loan as per the terms on the day of maturity or will be repaid and (b) ₹ 24.82 Crores will be converted in to Rupee term loan as per the terms on the day of maturity or will be repaid and the repayment of RTL will start from Mar-2022 ends on Mar 2041

15 Rupee term loans from Banks of ₹ 548.51 Crores (31st March, 2019 ₹ 10,508.79 Crores) and Rupee Term Loan from Financial Institution of ₹ 1,051.04 Crores (31st March, 2019 ₹ 1,361.29 Crores) carry interest rates ranging from 8.25% to 10.90%. The loan is repayable at different maturities ending on FY 50-51.

16 Foreign Currency loan (ECB Loan) from bank aggregating ₹ 200.10 Crores (31st March 2019: ₹ 199.00 Crores) carries an Interest @ 1.85% per annum. The entire FC loan is repayable in 19 quarterly instalments started from December 2017.

17 3.949% Bond is repayable by way of bullet payment in February 2030 with an obligation to prepay the debt on occurrence of certain events. The Group can voluntarily prepay the Bond on payment of premium.

18 6.3645% Shareholders Affiliated Debts are repayable commencing from February 2027 through February 2040 with an obligation to prepay the debt on occurrence of certain events. The Company can voluntarily prepay the debt on payment of premium.

19 3.9466% Term Loan from Banks amounting to ₹ 500.59 Crores (31st March, 2019 Nil) are repayable by way of bullet payment in March 2023 with an obligation to prepay the debt on occurrence of certain events. The Group can voluntarily prepay the Term Loan either in full or part.

20 8.50% Rupee term loan amounting to ₹ 100 Crores (31st March, 2019 Nil) from Banks are repayable by way of three equal annual instalments of ₹ 33.33 Crores staring from March 2021

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24 Non Current Trade Payable

	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
(A) total outstanding dues of micro enterprises and small enterprises; and	-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.	29.35	21.80
Total	**29.35**	**21.80**

Refer note : 30 (for Micro and Small Enterprises disclosure)

25 Non Current Financial Liabilities - Others

	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
Payable on purchase of Property, Plant and Equipment	228.31	45.52
Derivative instruments designated in hedge accounting relationship	82.17	137.44
Lease Liability Obligation	109.38	-
Total	**419.86**	**182.96**

26 Other Non Current Liabilities

	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
Deferred Revenue- Service Line Contributions from Consumers	226.90	224.82
Advances from Customer	51.12	-
Total	**278.02**	**224.82**

27 Provisions

	Non-Current		Current	
	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
Provision for Gratuity (Refer note 54)	131.66	115.21	31.99	29.93
Provision for Compensated Absences	108.92	331.86	27.76	33.62
Provision for Other Employment Benefits	19.35	-	2.65	-
Provision for Stamp Duty	15.65	-	-	-
Total	**275.58**	**447.07**	**62.40**	**63.55**

28 Deferred Tax Liabilities (net)

	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
Deferred Tax Liabilities		
Mark to Market Gain on Mutual Funds	(0.90)	(0.29)
Difference between book base and tax base of property, plant and equipment and SCA	(2,178.41)	(1,038.45)
Deferred Tax Liabilities	**(2,179.31)**	**(1,038.74)**
Deferred Tax Assets		
Provision disallowed	7.00	-
Interest on Lease Liabilities	0.02	-
Unabsorbed Depreciation	1,108.76	271.49
Tax Losses	20.92	-
Hedge Reserve	2.76	-
Deferred Tax Assets	**1,139.46**	**271.49**
Deferred Tax Assets/(Liabilities)	**(1,039.85)**	**(767.25)**
Deferred Tax Assets/(Liabilities)	1,039.85	767.25
Less :- MAT Credit Entitlement	(68.48)	(19.58)
Net deferred tax liabilities Total	**971.37**	**747.67**

Regulators tariff norms provide the recovery of Income Tax from the beneficiaries by way of grossing up the return on equity based on effective tax rate for the financial year shall be based on the actual tax paid during the year on the transmission income. Accordingly, deferred tax liability provided during the year which is fully recoverable from beneficiaries and known as "deferred assets recoverable / adjustable". The same will be recovered when the related deferred tax liability forms a part of current tax.

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(a) Movement in deferred tax assets (net) for the Financial Year 2019-20

(₹ in Crores)

Particulars	Opening Balance as at 1st April, 2019	Recognised in profit and loss	Recognised in OCI	Closing Balance as at 31st March, 2020
Tax effect of items constituting deferred tax liabilities:				
Mark to Market gain on Mutual Funds	(0.29)	(0.61)	-	(0.90)
Difference between book base and tax base of property, plant and equipment and SCA	(1,462.27)	(716.14)	-	(2,178.41)
Total	**(1,462.56)**	**(716.75)**	**-**	**(2,179.31)**
Tax effect of items constituting deferred tax assets:				
Provision disallowed	188.06	(181.06)	-	7.00
Interest on Lease Liabilities	-	0.02	-	0.02
Unabsorbed Depreciation	593.83	514.93	-	1,108.76
Allowance for Doubtful Debts, Deposits and Advances	8.59	(8.59)	-	-
Tax Losses	7.41	13.51		20.92
Hedge Reserve	-	-	2.76	2.76
Others	-	(0.04)	-	-
Total	**797.89**	**338.77**	**2.76**	**1,139.46**
MAT credit entitlement	19.58	48.90	-	68.48
Net Deferred Tax Asset / (Liabilities)	**(645.09)**	**(329.08)**	**2.76**	**(971.37)**

(b) Movement in deferred tax Liabilities (net) for the Financial Year 2018-19

(₹ in Crores)

Particulars	Opening Balance as at 1st April, 2018	Recognised in profit and loss	Recognised in OCI	Closing Balance as at 31st March, 2019
Tax effect of items constituting deferred tax Liabilities:				
Mark to Market gain on Mutual Funds	-	(0.29)	-	(0.29)
Difference between book base and tax base of property, plant and equipments and SCA	(794.38)	(244.07)	-	(1,038.45)
Total	**(794.38)**	**(244.36)**	**-**	**(1,038.74)**
Tax effect of items constituting deferred tax assets:				
Unabsorbed Depreciation	155.33	116.16	-	271.49
Total	**155.33**	**116.16**	**-**	**271.49**
MAT credit entitlement	-	19.58	-	19.58
Net Deferred Tax Liabilities	**(639.05)**	**(108.62)**	**-**	**(747.67)**

29 Current Financial Liabilities - Borrowings

		As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
Secured Borrowings			
Cash Credit/ Working Capital Short term Loan			
From Banks		1,036.83	627.16
Buyers credit			
From Banks		133.27	56.88
	Total (a)	**1,170.10**	**684.04**
Unsecured Borrowings			
From Banks		54.67	100.00
From Related Parties		-	35.79
Commercial Papers		-	812.95
Other Short term loan payable on demand		11.04	-
	Total (b)	**65.71**	**948.74**
	Total (a+b)	**1,235.81**	**1,632.78**

(i) For Short Term Loan, Buyers Credit and Working capital loans - Please Refer note 23 (6), 23 (7) & 23 (8)

(ii) The rate of interest for Secured / Unsecured loans (including Buyers Credit and Working capital loans) from banks ranges from 2.13 % to 9.90 %

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30 Trade Payables

	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
Trade Payables		
Micro and Small Enterprises	49.93	0.64
Other than Micro and Small Enterprises	1,701.58	1,236.28
Total	**1,751.51**	**1,236.92**

The Disclosure in respect of the amounts payable to Micro and Small Enterprises have been made in the Consolidated Financial Statements based on the information received and available with the Group. The Group has not received any claim for interest from any supplier as at the balance sheet date. These facts have been relied upon by the auditors.

	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
(a) the principal amount remaining unpaid to any supplier at the end of each accounting year	49.93	0.64
(b) Interest due on principal amount remaining unpaid to any supplier at the end of each accounting year	0.54	0.00
(c) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(d) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	0.54	0.18
(e) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	0.54	0.18
(f) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	0.54	0.18

The above information has been determined to the extent such parties have been identified on the basis of information available with the Group. This has been relied upon by the auditors.

31 Current Financial Liabilities - Others

	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
Current maturities of long-term borrowings (Secured) (Refer note : 23)	720.27	2,200.10
Interest accrued but not due on borrowings	202.96	255.75
Payable on purchase of Property, Plant and Equipment	491.65	151.90
Derivative Instruments designated in hedge accounting relationship	24.37	106.80
Security Deposits from Consumers, Customers & Vendors	478.79	435.85
Deferred Revenue - Service Line Contributions from Consumers	9.54	-
Lease Liability Obligations	35.97	-
Other Payables	18.96	60.87
Total	**1,982.51**	**3,211.27**

32 Other Current Liabilities

	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
Statutory liabilities	210.14	181.46
Advance from Customers	87.39	74.39
Other Payables	11.89	2.61
Total	**309.42**	**258.46**

33 Current Tax Liabilities

	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
Current Tax	40.29	15.19
Total	**40.29**	**15.19**

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34 Revenue from Operations - From Generation, Transmission and Distribution Business		For the year ended 31st March, 2020 (₹ in Crores)	For the year ended 31st March, 2019 (₹ in Crores)
a) Income from sale of Power and Transmission Charges			
Income from sale of Power and Transmission Charges (net) (refer note 59)		10,016.78	6,168.09
Income under Service Concession Arrangements (SCA)		155.88	155.86
	Total (a)	10,172.66	6,323.95
b) Other Operating Revenue			
Street Light Maintenance Charges		105.24	62.14
Cross subsidy Surcharge		160.23	58.65
Sale of Coal Rejects / Fly Ash		21.15	-
Amortisation of Service Line Contribution		8.49	7.42
Others		23.58	10.94
	Total (b)	318.69	139.15
	Total (a+b)	10,491.35	6,463.10

35 Revenue from Operations - From Trading Business		For the year ended 31st March, 2020 (₹ in Crores)	For the year ended 31st March, 2019 (₹ in Crores)
Sale of Traded Goods		924.61	842.35
	Total	924.61	842.35

36 Other Income		For the year ended 31st March, 2020 (₹ in Crores)	For the year ended 31st March, 2019 (₹ in Crores)
Interest Income			
Bank		34.06	27.25
Others		153.15	151.77
Gain on Sale/Fair Value of Current Investments measured at FVTPL		47.95	12.24
Gain on Sale/Fair Value of Current Investments measured at FVTPL - Contingency Reserve Fund		13.58	3.32
Sale of Scrap		0.14	0.19
Gain on Extinguishment of Financial Liabilities		-	55.39
Bad debt recovery		8.85	3.09
Unclaimed liabilities / Excess provision written back		0.26	1.01
Miscellaneous Income		7.34	1.09
	Total	265.33	255.35

37 Purchase of Stock - in - Trade		For the year ended 31st March, 2020 (₹ in Crores)	For the year ended 31st March, 2019 (₹ in Crores)
Purchase of Stock - in - Trade		924.21	838.94
	Total	924.21	838.94

38 Employee Benefits Expenses		For the year ended 31st March, 2020 (₹ in Crores)	For the year ended 31st March, 2019 (₹ in Crores)
Salaries, Wages and Bonus		749.80	432.20
Contribution to provident fund and other funds		64.13	36.84
Contribution to Gratuity fund		44.08	62.60
Staff Welfare Expenses		115.23	55.28
	Total	973.24	586.92

39 Finance costs		For the year ended 31st March, 2020 (₹ in Crores)	For the year ended 31st March, 2019 (₹ in Crores)
Interest on Loans & Debentures		1,773.94	1,072.62
Interest on Trade Credits		103.04	85.26
Interest on Intercorporate Deposit		12.24	14.11
Interest on Lease Obligation		11.97	-
Bank Charges & Other Borrowing Costs		75.38	20.86
Security Deposits From Consumer at amortised cost		42.42	22.04
Interest - Hedging Cost		276.47	175.78
Foreign Exchange Fluctuation Gain(net)-Borrowings*		(56.97)	0.36
	Total	2,238.49	1,391.03

*Note: Including Mark to Market gain of ₹ 1,249.88 Crores (P.Y. ₹ 198.64 Crores) on Derivative Instruments designated in hedge accounting relationship.

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40 Other Expenses

	For the year ended 31st March, 2020 (₹ in Crores)	For the year ended 31st March, 2019 (₹ in Crores)
Stores and Spares	65.70	41.03
Transmission Charges	403.16	209.07
Construction Cost Under Service Concession Arrangements	-	14.20
Repairs and Maintenance - Plant and Equipment	347.74	197.41
Repairs and Maintenance -Building	14.19	8.26
Repairs and Maintenance - Others	8.76	9.80
Rent	-	33.41
Short Term Lease Rental*	20.65	-
Rates and Taxes	10.80	12.56
Legal & Professional Expenses	164.92	141.21
Payment to Auditors (including component auditors)	2.50	1.97
Travelling & Conveyance Expenses	45.65	22.46
Insurance Expenses	22.82	13.71
Write downs in Inventory value	4.53	-
Provision for Stamp Duty Expense	22.60	-
Bad Debt Written Off	0.56	-
Foreign Exchange Fluctuation Loss	12.53	1.50
Corporate Social Responsibility expenses (Refer note 55)	18.14	17.91
Security Charges	35.30	20.09
Expected Credit Loss- Doubtful Debts,Advances,Depoists	43.62	12.20
Loss on sale of Property, Plant and Equipment	4.58	15.68
Miscellaneous Expenses	85.77	53.77
Total	**1,334.52**	**826.24**

*Lease Rentals in respect of low value assets is immaterial.

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41 Income Tax

	For the year ended 31st March, 2020 (₹ in Crores)	For the year ended 31st March, 2019 (₹ in Crores)
Current Tax :		
In respect of current year	213.72	191.87
In respect of Previous year	0.08	-
Deferred Tax	329.08	183.49
Total	**542.88**	**375.36**

Tax recognised in other comprehensive income	For the year ended 31st March, 2020 (₹ in Crores)	For the year ended 31st March, 2019 (₹ in Crores)
Remeasurement of Defined Benefit Plans		
Total income tax recognised in other comprehensive income	3.61	-
Effective portion of gains and losses on designated portion of hedging instruments in a cash flow hedge		
Tax relating to items that will be reclassified to Profit or Loss	2.76	-
Total	**6.37**	-

Bifurcation of the income tax recognised in other comprehensive income into:		
Items that will be reclassified to statement of profit and loss	2.76	-
Items that will not be reclassified to statement of profit and loss	3.61	-
Total	**6.37**	-

Pursuant to the Taxation Law (Amendment) Ordinance, 2019 ("Ordinance") issued by Ministry of Law and Justice (Legislative Department) on 20th September, 2019 effective from 01st April, 2019, domestic companies have a non-reversible option to pay Corporate income tax rate at 22% plus applicable surcharge and cess ("New tax rate") subject to certain conditions. Based on the assessment, the Group has chosen to exercise the option of New tax rate for certain companies. Accordingly where it has chosen to exercise New tax rate, the Companies have made the provision for current tax and deferred tax at the rate of 25.17%. For the rest of the Companies, the Group would evaluate its option in the future based on business developments.

Accounting profit before tax	1,106.68	840.24
Income tax expense at tax rates applicable to individual entities	397.40	293.61
Tax Effect of :		
Income and Expenses not allowed under Income Tax		
i) Depreciation allowable on assets (difference between Income tax act and Companies act)	115.50	(22.40)
ii) Non deductible Expenses	26.41	7.31
iii) Current year Losses for which no Deferred Tax Asset is created	(166.73)	(91.79)
v) Adjustments in respect of current income tax of previous year	-	26.03
vii) Recognition of tax losses	5.28	-
viii) MAT Credit not recognised	165.28	162.82
ix) 80IA claims	(91.77)	-
x) Deferred Tax Assets Written off	95.98	-
xi) Others (Includes Tax at different rate)	(4.47)	(0.22)
Gross Tax	**542.88**	**375.36**
Tax provisions :		
Current Tax: In respect of current year	213.72	191.87
Current Tax: In respect of Earlier Period	0.08	-
Net (DTL) / DTA recognised during the year	376.06	203.07
MAT Credit entitlement	(46.98)	(19.58)
Income tax recognised in statement of profit and loss at effective rate	**542.88**	**375.36**

Unrecognised deductible temporary differences, unused tax losses and unused tax credits
Deductible temporary differences, unused tax losses and unused tax credits for which no deferred tax assets have been recognised are attributable to the following :

Unused tax credits*	875.47	714.76
Unused tax losses (Revenue in nature) and Unabsorbed depreciation	767.89	389.83
	1,643.36	**1,104.59**

*Expiry date : Range from FY 2028 -29 to FY 2034-35

The Parent Company and certain subsidiary companies have carried forward unabsorbed depreciation aggregating ₹ 3,586.48 crore (Previous year ₹ 2,014.16 crore) under the Income Tax Act,1961 for which there is no expiry date of its tax credit utilisation by the respective entities. Further, the Parent Company and certain subsidiary companies have carried forward losses aggregating ₹ 767.95 crore (previous year ₹ 390.04 crore) under the Income Tax Act, 1961, which gets expired within 8 years of the respective year. The carried forward losses will get expired mainly during the year 2022-23 to 2027-28.

Deferred tax assets has not been recognised in respect of the unabsorbed depreciation and unabsorbed losses of Adani Transmission Limited (ATL) aggregating to ₹ 767.89 crore (Previous year ₹ 389.83 crore) as they may not be used fully against taxable profits of ATL on standalone basis in near future or other evidence of recoverability in the near future.

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42 Earnings per share (EPS)		For the year ended 31st March, 2020	For the year ended 31st March, 2019
A After net Movement in Regulatory Deferral Balance			
Profit after tax	(₹ in Crores)	706.49	559.20
Less: Distribution on Unsecured perpetual Equity Instrument	(₹ in Crores)	(383.29)	(305.71)
Net Profit attributable to Equity Shareholders including Regulatory income/(expense)	(₹ in Crores)	**323.20**	**253.49**
Weighted average number of equity shares outstanding during the year	No	1,099,810,083	1,099,810,083
Nominal Value of equity share	₹	10	10
Basic / Diluted Earnings per Equity Share (Face Value of ₹ 10 each) after net Movement in Regulatory Deferral Balance	₹	**2.94**	**2.30**
B Before net Movement in Regulatory Deferral Balance			
Profit after tax	(₹ in Crores)	706.49	559.20
Less: Distribution on Unsecured perpetual Equity Instrument	(₹ in Crores)	(383.29)	(305.71)
Add/(Less): Regulatory Income / (expense) (net)	(₹ in Crores)	192.10	(95.84)
Net Profit attributable to Equity Shareholders excluding Regulatory income/(expense)	(₹ in Crores)	**515.30**	**157.65**
Weighted average number of equity shares outstanding during the year	No	1,099,810,083	1,099,810,083
Nominal Value of equity share	₹	10	10
Basic / Diluted Earnings per Equity Share (Face Value of ₹ 10 each) before net Movement in Regulatory Deferral Balance	₹	**4.69**	**1.43**

43 Contingent liabilities and Commitments	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
(i) Contingent liabilities :		
(a) Direct tax	1.06	1.01
(b) Vat and Entry tax	9.48	9.48
(c) Demand disputed by the Group relating to Service tax on street light Maintenance, wheeling charges and cross subsidy surcharges - (Refer note 1)	353.55	353.55
(d)Take or Pay dispute with The Tata Power Company Ltd (TPCL).(Refer Note 2)	-	323.87
(e) Claims raised by the Government authorities towards unearned income arising on alleged transfer of certain land parcels.(Refer Note 1)	127.65	127.65
(f)Demand towards fixed charges payable in respect of power drawn from the state pool (Refer Note 3)	99.68	124.60
(g) Claims raised by Vidarbha Industries Power Limited (VIPL) in respect of increase in fuel cost (Refer Note 1)	1,381.28	1,381.28
(h) Way Leave fees claims disputed by the Group relating to rates charged (Refer Note 1)	28.43	20.60
(i) Property related disputes (Refer Note 1)	2.59	2.59
(j) Other claims against the Group not acknowledged as debts.	2.12	2.12
(k) Towards the payment of Stamp duty under Gujarat Stamp Act, 1958 pursuant to the scheme of arrangement in the nature of Demerger of transmission division of Adani Power Limited and Adani Power Maharashtra Limited into Adani Transmission (India) Limited. An application under Section 53(1) of Gujarat Stamp Act, 1958, inter alia, challenging the said order dated 25.7.2018 passed by the Collector and Additional Superintendent of Stamp at Gandhinagar has been filed with the Chief Controlling Revenue Authority (CCRA) and the matter is sub judice.	-	27.82
(l) Claim raised during the year by the Maharashtra State Electricity Transmission Company Limited (MSETCL) towards additional capital cost for the assets constructed in earlier years	31.31	-
	2,037.15	**2,374.57**

1 In terms of the Share Purchase Agreement entered into by the Group with RINFRA, in the event the above matters are decided against the AEML and are not recoverable from the consumers, the same would be recovered from RINFRA.

2 Pursuant to the order passed by MERC dated December 12, 2007, in case No. 7 of 2002, TPCL has claimed an amount of ₹ 323.87 Crore towards the following:

a. Difference in the energy charge for energy supplied by TPCL at 220 kV interconnection for the period March 2001 to May 2004 along with interest at 24% per annum up to December 31, 2007, and
b. Minimum off-take charges for energy for the years 1998-99 to 1999-2000 along with interest at 24% per annum up to December 31, 2007.

In an appeal filed by AEML, ATE held that the amount in the matter (a) above is payable by AEML along with interest at State Bank of India prime lending rate for short term borrowings. The matter (b) was remanded to MERC for redetermination. AEML had filed an appeal against the said order before the Supreme Court, which while admitting the appeal, had by way of interim order restrained TPC from taking any coercive action in respect of the matter stated in (a) above and TPCL had also filed an appeal against the said order. AEML has complied with the interim order directions of depositing ₹ 25 Crore with the Registrar of Supreme Court which has been withdrawn by TPCL and has provided a Bank Guarantee of ₹ 9.98 Crore.

During the year, Supreme Court has issued its final order in respect of the above matter and consequent to the same , AEML has paid a sum ₹ 41.92 crores (including interest of ₹ 31.94 crores and net of deposit of ₹ 25 crores) to TPCL towards difference in Energy Charges, further a sum of ₹ 40.49 crores has been paid by the AEML to TPCL towards its claim of Take or Pay charges.

The above amounts are recoverable from the consumers as part of the truing up exercise.

3 MERC vide its order dated 26 September, 2019 has upheld the demand raised by MSEDCL on AEML of ₹ 124.60 crores, towards payment of fixed cost in respect of power procured from the State pool during the financial years ended 31 March, 2012 to 31 March 2018. Similar demands have also been raised by MSEDCL on other Mumbai Licensees.

MERC in its above order, has however differed with the methodology adopted by MSLDC in calculating the above demand, and has issued instructions to MSLDC to issue revised bills based on the agreed revised methodology within a period of 1 year, and further, considering the amount/period involved directed MSLDC to set up a task force comprising officials from all Maharashtra Utilities to complete the task. MERC has also instructed that any amount payable (including relevant carrying cost) can be claimed by the respective Mumbai Licensees during the truing up/ARR exercise.

In terms of the above stated MERC Order, considering the proposed revision in the methodology to be adopted by MSLDC in calculating the above, and the complexities involved/unavailability of technical data in respect of all utilities, the management is unable to make an estimate of the above liability and accordingly no provision has been made in respect of the above as at 31 March, 2020. AEML would account for the same and pass through to the consumers, as and when the provisional/final invoices would be received.

Further an amount of ₹ 24.92 crores which was paid as an interim payment against the above demand based on MERC instructions in the previous year, has been charged to cost of power purchased during the year and recovered from consumers as part of FAC mechanism.

4 The above Contingent Liabilities to the extent pertaining to Regulated Business having cost plus model, which on unfavourable outcome are recoverable from consumers subject to MERC/CERC approval.

5 Amounts in respect of employee related claims/disputes, consumer related litigation, regulatory matters is not ascertainable.

6 Future cash flows in respect of above matters are determinable only on receipt of judgements/decisions pending at various forums/authorities.

7 Bank guarantee given by the Parent Company on behalf of Special Purpose Vehicle (SPV) companies, which were taken over to carry out the business awarded under tariff-based bidding, towards performance of work awarded is ₹ 352.00 Crores (Previous year ₹ 189.56 Crores) against which Bank guarantee taken by the Parent company from vendors is ₹ 406.82 Crores (Previous year ₹ 122.62 Crores) in various form.

The Group, in respect of the above mentioned Contingent Liabilities has assessed that it is only possible but not probable that outflow of economic resources will be required.

	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2019 (₹ in Crores)
(ii) Commitments :		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of Advance)	2,658.42	1,886.49
	2,658.42	**1,886.49**

In terms of the MERC RPO obligation regulations ,one of the subsidiary, AEML is required to procure on an annual basis a certain quantum of power generated from renewable sources , as at 31 March, 2020 AEML has an cumulative outstanding commitment to procure renewable power of 3211 MU's.

AEML to meet its past and future RPO commitment, has entered into through a competitive bid, a long term power purchase agreement with a related party to procure 700 MW of Wind Solar Hybrid Renewable Power , supply of which would commence from financial year ended 31 March, 2022

AEML in its MYT petition had requested MERC to allow it to carry forward its unmet RPO obligation to the next control period , so as to allow it to fulfil its past obligation from the above arrangement entered into. MERC has directed AEML to file a separate petition in respect of the same wherein appropriate view would be taken. The management is of the view that MERC would approve the above request and there would be no adverse financial implications of the non-compliance by AEML of its past RPO obligations.

44 Leases

(i) Disclosure under Ind AS 116 Leases:

(a) The following is the movement in Lease liabilities during the year ended 31st March, 2020

Particulars	(₹ in Crores)
Balance as at 1st April, 2019	103.49
Lease Liabilities on account of adoption of Ind AS 116	65.55
Lease Liabilities on account of Leases entered / terminated during the year	11.97
Finance Costs incurred during the year	(35.66)
Net Payments of Lease Liabilities	**145.35**
Balance as at 31st March, 2020 (refer note 25 and 31)	

(ii) Disclosure under Ind AS 17 Leases for the year ended 31 March 2019

(a) The Group's significant leasing arrangements, other than land, are in respect of office premises, residential premises, warehouses and cash collection centres, taken on lease. The arrangements range between 11 months to 5 years generally and are usually renewable by mutual consent on mutually agreeable terms. Under these arrangements, generally refundable interest free deposits have been given. The Group has not entered into any material financial lease.

Expenses of ₹ 9.04 crores was incurred under such lease have been expensed in the statement of profit and loss.

Leasing arrangements with respect to land range between 20 years to 99 years generally.

The future minimum lease payments in respect of non-cancellable leases is as follow:-

	As at 31st March, 2019 (₹ in Crores)
Less than 1 year	8.58
Between 1 to 5 years	6.56
More than 5 years	-
	15.14

The Group has not entered into any financial lease.

(b) The Group has a 25 year long term Power Purchase Agreement (PPA) with Vidarbha Industries Power Limited (VIPL), wherein the Group has committed to purchase the entire output generated from VIPL's generating station located at Butibori. In terms of the PPA, the Group, subject to a minimum guaranteed plant availability (determined on a yearly basis), is liable to pay (subject to MERC approval) a fixed monthly capacity charge and a variable charge towards the cost of fuel.

(c) The Group on assessment of the above arrangement has concluded , that the payment towards fixed monthly capacity charge is contingent on plant availability which is the responsibility of VIPL, and accordingly such lease has been classified as operating lease.

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45 Related Party Disclosure

As per the Ind AS 24, disclosure of transactions with related parties, are given below:

Name of related parties & description of relationship

(A) Ultimate Holding Entity S. B. Adani Family Trust (SBAFT)

(B) Key Management Personnel:

Mr. Gautam S. Adani, Chairman

Mr. Rajesh S. Adani, Director

Mr. Anil Sardana, Managing Director and Chief Executive Officer (w.e.f. 10th May, 2018)

Mr. Kaushal Shah, Chief Financial Officer

Mr. Jaladhi Shukla, Company Secretary

Mr. Laxmi Narayana Mishra, Whole-time Director (Resigned w.e.f. 2nd May, 2018)

Mr. K. Jairaj - Non Executive Director

Dr. Ravindra H. Dholakia - Non Executive Director

Ms. Meera Shankar - Non Executive Director

(C) Enterprises over which (A) or (B) above have significant influence :

Adani Infra (India) Limited
Adani Power (Mundra) Limited
Adani Power Maharashtra Limited
Adani Enterprises Limited
Adani Power Limited
Adani Ports and Special Economic Zone Limited
Mundra Solar PV Limited
Adani Wilmar Limited
Adani Estates Private Limited
Karnavati Aviation Private Limited
Adani Foundation
Adani Finserve Private Limited
Belvedere Golf and Country Club Private Limited
Adani Township & Real Estate Company Private Limited
Adani Transport Limited
Adani Institute for Education and Research
Adani Infrastructure Management Services Limited
Adani Properties Private Limited
Adani Institute of Infrastructure Management
Adani Capital Private Limited
Adani Housing Finance Private Limited
Sunbourne Developers Private Limited
Rosepetal Solar Energy Private Limited
Adani Power Rajasthan Limited
Parampujya Solar Energy Private Limited
Udupi Power Corporation Limited
Adani Green Energy Limited
Adani Water Limited
Adani Gas Limited
Adani Power (Jharkhand) Limited

(₹ in Crores)

Nature of Transactions	With Other Parties		With Key Managerial Personnel	
For the Year Ended	31st March, 2020	31st March, 2019	31st March, 2020	31st March, 2019
Interest Expenses	12.24	14.11	-	-
Interest Income	6.55	-	-	-
Distribution on Perpetual Equity Instrument (Refer Note: 1)	383.29	305.71	-	-
Purchase of Goods	1.10	838.54	-	-
Purchase of Inventory	3.98	-	-	-
Purchase of Power	1,035.91	79.97	-	-
Purchase of Property, Plant and Equipment	0.48	0.33	-	-
Corporate allocation and Reimbursement of expenses	131.85	128.08	-	-
Rent Expense	2.60	0.74	-	-
Loan Taken	745.00	444.10	-	-
Loan given	1,843.57	-	-	-
Loan Repaid	780.79	727.55	-	-
Loan Received back	223.57	-	-	-

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(₹ in Crores)

Nature of Transactions	With Other Parties		With Key Managerial Personnel	
For the Year Ended	31st March, 2020	31st March, 2019	31st March, 2020	31st March, 2019
Sale of Goods	75.67	0.04	-	-
Services Availed	-	7.99	-	-
CSR Expenditure	10.67	11.29	-	-
Staff Welfare Expenses	0.04	-	-	-
Advance paid towards Purchase of property	271.00	-	-	-
Advance paid towards Purchase of Power	200.00	-	-	-
Eearnest Money Deposit (EMD) received	0.99	-	-	-
Director Sitting Fees	-	-	0.22	0.18
Compensation of Key Management Personnel				
a) Short-term benefits	-	-	8.84	3.56
b) Post-employment benefits	-	-	0.40	0.27
Unsecured Perpetual Equity Instrument repaid	1,209.62	-	-	-
Unsecured perpetual Equity Instrument issued (Refer Note: 2)	1,081.01	1,559.40	-	-
O&M Agreement Charge	51.17	44.05	-	-

All above transactions are in the normal course of business and are made on terms equivalent to those that prevail at arm's length transactions.

Notes :

1 Accrued on Perpetual Equity, infused by Entity under common control

2 Long term Financial support by way of perpetual equity instruments from Entity under common control

(₹ in Crores)

Closing Balance	With Other Parties		With Key Managerial Personnel	
As at	31st March, 2020	31st March, 2019	31st March, 2020	31st March, 2019
Balance Payable	15.28	98.51	-	-
Balance Receivable	437.51	1.92	-	-
Loan Payable	-	35.79	-	-
Interest accrued but not due	-	2.41	-	-
Interest receivable	3.00	-	-	-
Advance for Capex	124.70	-	-	-
Loans Receivable	1,620.00	-	-	-
Unsecured Perpetual Equity Instrument (includes accrued distribution)	3,279.42	3,408.03	-	-

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46 Fair Value Measurement :

a) The carrying value of financial instruments by categories as of 31st March, 2020 is as follows :

(₹ in Crores)

Particulars	Fair Value through other Comprehensive income	Fair Value through profit or loss	Amortised cost	Total Carrying value in books	Fair value
Financial Assets					
Investments in Mutual Funds	-	312.67	-	312.67	312.67
Trade Receivables	-	-	1,000.26	1,000.26	1,000.26
Cash and Cash Equivalents	-	-	1,232.99	1,232.99	1,232.99
Bank Balances other than Cash and Cash Equivalents above	-	-	1,063.85	1,063.85	1,063.85
Loans	-	-	2,448.19	2,448.19	2,448.19
Derivative instruments designated in hedge accounting relationship	(40.81)	1,338.35	-	1,297.54	1,297.54
Other Financial Assets	-	-	2,548.18	2,548.18	2,548.18
Total	**(40.81)**	**1,651.02**	**8,293.47**	**9,903.68**	**9,903.68**
Financial Liabilities					
Borrowings (Including current maturities and Interest Accrued)	-	-	24,448.69	24,448.69	22,458.17
Derivative instruments designated in hedge accounting relationship	106.54	-	-	106.54	106.54
Other Financial Liabilities	-	-	1,372.60	1,372.60	1,372.60
Trade Payables	-	-	1,780.86	1,780.86	1,780.86
Total	**106.54**	**-**	**27,602.15**	**27,708.69**	**25,718.17**

b) The carrying value of financial instruments by categories as of 31st March, 2019 is as follows :

(₹ in Crores)

Particulars	Fair Value through other Comprehensive income	Fair Value through profit or loss	Amortised cost	Total Carrying value in books	Fair value
Financial Assets					
Investments in Mutual Funds	-	214.86	-	214.86	214.86
Investments in Government securities	-	-	120.92	120.92	120.92
Trade Receivables	-	-	722.05	722.05	722.05
Cash and Cash Equivalents	-	-	188.25	188.25	188.25
Bank Balances other than Cash and Cash Equivalents	-	-	513.31	513.31	513.31
Loans	-	-	49.91	49.91	49.91
Derivative instruments designated in hedge accounting relationship	(0.70)	2.14	-	1.44	1.44
Other Financial Assets	-	-	2,996.63	2,996.63	2,996.63
Total	**(0.70)**	**217.00**	**4,591.07**	**4,807.37**	**4,807.37**
Financial Liabilities					
Borrowings (Including current maturities and Interest Accrued)	-	-	20,392.74	20,392.74	20,213.30
Derivative instruments designated in hedge accounting relationship	176.33	67.91	-	244.24	244.24
Other Financial Liabilities	-	-	694.14	694.14	694.14
Trade Payables	-	-	1,258.72	1,258.72	1,258.72
Total	**176.33**	**67.91**	**22,345.60**	**22,589.84**	**22,410.40**

The management assessed that the fair value of cash and cash equivalents, other balance with banks, trade receivables, loans, trade payables, other financial assets and liability approximate their carrying amount largely due to the short term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties. The following methods and assumptions were used to estimate the fair values.

Fair value of mutual funds are based on the price quotations near the reporting date.

The fair value of loans from banks and other financial liabilities, as well as other non-current financial liabilities is estimated by discounting future cash flow using rates currently available for debt on similar terms, credit risk and remaining maturities.

The Group enters into derivative financial instruments with various counterparties, principally banks and financial institutions with investment grade credit ratings. Foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying currency. All derivative contracts are fully collateralized, thereby, eliminating both counterparty and the Group's own non-performance risk.

47 Fair Value hierarchy :

(₹ in Crores)

Particulars	31st March, 2020 Level 1	31st March, 2020 Level 2	31st March, 2019 Level 1	31st March, 2019 Level 2
Assets measured at fair value				
Investments in unquoted Mutual Funds measured at FVTPL	-	312.67	120.92	214.86
Derivative Instruments designated in hedge accounting relationship				
Derivative Instruments	-	1,297.54	-	1.44
Total	**-**	**1,610.21**	**120.92**	**216.30**
Derivative Instruments designated in hedge accounting relationship				
Derivative Instruments	-	106.54	-	244.24
Liabilities for which fair values are disclosed				
Borrowings (Including current maturities and Interest Accrued)	13,102.53	9,355.64	3,235.85	16,977.45
Total	**13,102.53**	**9,462.18**	**3,235.85**	**17,221.69**

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48 **Capital Management**

The Group's objectives to manage capital is to safeguard continuity and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth. The Group's overall strategy remains unchanged from previous year.

The Group sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.

The funding requirements are met through a mixture of equity, internal fund generation, borrowings. The Group's policy is to use borrowings to meet anticipated funding requirements.

No changes were made in the objectives, policies or processes for managing capital during the years ended as at 31st March, 2020 and as at 31st March, 2019.

(₹ in Crores)

Particulars	Refer Note	As at 31st March, 2020	As at 31st March, 2019
Total Borrowings (Including Current Maturities of Long Term Debt)	23,29 & 31	24,245.73	20,136.99
Less: Cash and bank balances	15 & 16	2,296.84	701.56
Less: Current Investments	13	312.67	214.86
Net Debt(A)		**21,636.22**	**19,220.57**
Equity Share Capital & Other Equity	20 & 22	5,219.54	4,634.85
Unsecured Perpetual Equity Instrument	21	3,279.42	3,408.03
Total Equity (B)		**8,498.96**	**8,042.88**
Total Equity and Net Debt (C=A+B)		**30,135.18**	**27,263.45**
Gearing Ratio : (A)/(C)		**0.72**	**0.70**

49 **Financial Risk Management Objectives**

The Group's principal financial liabilities comprises borrowings, trade and other payables, The main purpose of these financial liabilities is to finance the Group's operations/projects .The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

In the ordinary course of business, the Group is mainly exposed to risks resulting from exchange rate fluctuation (currency risk), interest rate movements (interest rate risk) collectively referred as Market Risk, Credit Risk, Liquidity Risk and other price risks such as equity price risk. The Group's senior management oversees the management of these risks. It manages its exposure to these risks through derivative financial instruments by hedging transactions. It uses derivative instruments such as Principal only Swaps, Interest rate swaps, foreign currency future options and foreign currency forward contract to manage these risks. These derivative instruments reduce the impact of both favourable and unfavourable fluctuations.

The Group's risk management activities are subject to the management, direction and control of Central Treasury Team of the Group under the framework of Risk Management Policy for Currency and Interest rate risk as approved by the Board of Directors of the Group. The Group's central treasury team ensures appropriate financial risk governance framework for the Group through appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken.

The decision of whether and when to execute derivative financial instruments along with its tenure can vary from period to period depending on market conditions and the relative costs of the instruments. The tenure is linked to the timing of the underlying exposure, with the connection between the two being regularly monitored. The Group is exposed to losses in the event of non-performance by the counterparties to the derivative contracts. All derivative contracts are executed with counterparties that, in our judgment, are creditworthy. The outstanding derivatives are reviewed periodically to ensure that there is no inappropriate concentration of outstanding to any particular counterparty.

In the ordinary course of business, the Group is exposed to Market risk, Credit risk, and Liquidity risk.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and foreign currency risk.

Interest rate risk

The Group is exposed to changes in market interest rates due to financing, investing and cash management activities. The Group's exposure to the risk of changes in market interest rates relates primarily to The Group's long-term debt obligations with floating interest rates and period of borrowings. The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Group enters into interest rate swap contracts or interest rate future contracts to manage its exposure to changes in the underlying benchmark interest rates.

Interest rate sensitivity

The sensitivity analysis below have been determined based on the exposure to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher / lower and all other variables were held constant, the Group's profit for the year ended March 31, 2020 would decrease / increase by ₹ 17.39 Crores (previous year ₹ 49.67 crores). This is mainly attributable to interest rates on variable rate borrowings.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities. The Group manages its foreign currency risk by hedging transactions that are expected to realise in future.

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a) The Group has taken various derivatives to hedge its foreign exposure. The outstanding position of exposure against variation in interest rates and foreign exchange rate are as under:

Nature	Purpose	As at 31st March, 2020		As at 31st March, 2019	
		₹ in Crores	Foreign Currency (in Million)	₹ in Crores	Foreign Currency (in Million)
(i) Principal only swaps	Hedging of foreign currency borrowings principal liability 1. Bond 870 Million USD, USPP 310 Million USD (P.Y. bond 320 Million USD) 2.Term Loan from bank 24.18 Million EUR (P.Y. 25.62 Million EUR)	9,128.57	EUR 24.18 USD 1180	2,411.96	EUR 25.62 USD 320.00
(ii) Forward covers	1a.Hedging of foreign currency borrowing principal:- Bond 430 Million USD, USPP 90 Million USD (P.Y. Bond 180 Million USD) 1b.Hedging of foreign currency interest liability	4,476.90	USD 591.67	1,452.26	USD 210.00
	2.Hedging of LC, Acceptances, Creditors and firm commitments	-	-	22.14	USD 3.20
(iii) Cross Currency Swaps	Hedging of foreign currency borrowing principal & interest liability 1. Bond 400 Million USD, Term Loan 70 Million USD (P.Y. Nil)	3,556.26	USD 470	-	-
(iv) Options	Hedging of foreign currency borrowing principal & interest liability 1. Bond 300 Million USD, Share holder affiliated debt 282 Million USD (P.Y. Nil)	4,403.70	USD 582	-	-
(v) Coupon only Swaps	Hedging of foreign currency borrowing interest liability	3,783.25	USD 500	-	-

b) The details of foreign currency exposures not hedged by derivative instruments are as under :

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	₹ in Crores	Foreign Currency (in Million)	₹ in Crores	Foreign Currency (in Million)
(i) Interest accrued but not due	23.85	USD 3.15	0.57	USD 0.44
(ii) Import Creditors and Acceptances	-	-	82.06	USD 11.87
	335.83	USD 44.38	0.04	GBP 0.00
	0.03	EUR 0.00*	0.02	EUR 0.00
(iii) Buyer's Credit	-	-	56.88	USD 8.23

** EUR 3115/-*

A change of 1% in Foreign currency would have following impact on profit before tax

(₹ in Crores)

Particulars	For the Year 2019-20		For the Year 2018-19	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Foreign Currency Sensitivity				
RUPEES / USD - (Increase) / Decrease	(3.60)	3.60	(1.42)	1.42
RUPEES / GBP - (Increase) / Decrease	-	-	(0.00)	0.00
RUPEES / EUR - (Increase) / Decrease	0.00	(0.00)	(0.00)	0.00

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a loss to the Group. The Group has adopted the policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial losses from default, and generally does not obtain any collateral or other security on trade receivables.

The carrying amount of financial assets recorded in the financial statements represents the Group's maximum exposure to credit risk. Since the Group is an ISTS licensees, the responsibility for billing and collection on behalf of the Group lies with the CTU/STU. Based on the fact that the collection by CTU/STU is from Designated ISTS Customers (DICs) which in majority of the cases are state government organisations and further based on an analysis of the past trends of recovery, the management is of the view that the entire receivables are fully recoverable. Accordingly, the Group does not recognize any impairment loss on its receivables.

Liquidity risk

The Group monitors its risk of shortage of funds using cash flow forecasting models. These models consider the maturity of its financial investments, committed funding and projected cash flows from operations. The Group's objective is to provide financial resources to meet its business objectives in a timely, cost effective and reliable manner and to manage its capital structure. A balance between continuity of funding and flexibility is maintained through the use of various types of borrowings.

The table below analysis derivative and non-derivative financial liabilities of the Group into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

(₹ in Crores)

As at 31st March, 2020	Less than 1 year	1-5 years	Over 5 years	Total
Borrowings (Including current maturities)	1,956.08	2,452.51	19,837.14	24,245.73
Trade Payables	1,751.51	-	29.35	1,780.86
Derivative Liabilities	24.37	82.17	-	106.54
Other financial Liabilities	1,307.58	236.99	30.99	1,575.56

(₹ in Crores)

As at 31st March, 2019	Less than 1 year	1-5 years	Over 5 years	Total
Borrowings (Including current maturities)	3,832.88	5,300.25	11,003.86	20,136.99
Trade Payables	1,236.92	-	21.80	1,258.72
Derivative Liabilities	106.80	-	137.44	244.24
Other financial Liabilities	949.89	-	-	949.89

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Derivative Financial Instrument

The Group uses derivatives instruments as part of its management of risks relating to exposure to fluctuation in foreign currency exchange rates and interest rates. The Group does not acquire derivative financial instruments for trading or speculative purposes neither does it enter into complex derivative transactions to manage the above risks. The derivative transactions are normally in the form of forward currency contracts, cross currency swaps, options and interest rate swaps to hedge its foreign currency risks and interest rate risks, respectively and are subject to the Group's guidelines and policies.

The fair values of all derivatives are separately recorded in the balance sheet within current and non current assets and liabilities. Derivative that are designated as hedges are classified as current or non current depending on the maturity of the derivative.

The use of derivative can give rise to credit and market risk. The Group tries to control credit risk as far as possible by only entering into contracts with stipulated / reputed banks and financial institutions. The use of derivative instrument is subject to limits, authorities and regular monitoring by appropriate levels of management. The limits, authorities and monitoring systems are periodically reviewed by management and the Board. The market risk on derivative is mitigated by changes in the valuation of underlying assets, liabilities or transactions, as derivatives are used only for risk management purpose.

The Group enters into derivative financial instruments, such as forward currency contracts, cross currency swaps, options, interest rate futures and interest rate swaps for hedging the liabilities incurred/recorded and accounts for them as cash flow hedges and states them at fair value. The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss. Amounts recognised in OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. These hedges have been effective for the year ended March 31, 2020.

The fair value of the Group's derivative positions recorded under derivative financial assets and derivative financial liabilities are as follows :-

(₹ in Crores)

Derivative Financials Instruments	As at 31 March, 2020		As at 31 March, 2019	
	Assets	Liabilities	Assets	Liabilities
Cash flow hedge				
-Call Options	394.48	106.54	-	1.78
-Cross Currency Swaps	229.32	-	-	-
-Coupon Only Swaps	38.00	-	-	-
-Forward	150.35	-	-	105.02
-Principal Only Swaps	485.39	-	1.44	137.44
Total	**1,297.54**	**106.54**	**1.44**	**244.24**

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50 **Segment information:-Operating Segments**

The reportable segments of the Group are trading activity and providing transmission line service. The segment are largely organised and managed separately according to the organisation structure that is designed based on the nature of service. Operating segments reported in a manner consistent with the internal reporting provided to the Chairman and Managing Director jointly regarded as the Chief Operating Decision Maker ("CODM"). Description of each of the reportable segments for all periods presented, is as under:-

i) Transmission
ii) Trading
ii) Mumbai GTD Business

The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by operating segments. The CODM reviews revenue and gross profit at the performance indicator for all of the operating segments.

The measurement of each segment's revenues, expenses and assets is consistent with the accounting policies that are used in preparation of the financial statements.

Segment profit represents the profit before interest and tax.

Information regarding the company's reportable segments is presented below:

(₹ in Crores)

	Transmission	Trading	Mumbai GTD Business	Elimination	Total
1 Revenue					
External Sales	2,815.00	924.61	7,676.35	-	11,415.96
	2,192.88	*842.38*	*4,270.19*	-	*7,305.45*
Total Revenue	2,815.00	924.61	7,676.35	-	11,415.96
	2,192.88	*842.38*	*4,270.19*	-	*7,305.45*
2 Results					
Segment Results	1,873.21	0.40	1,206.23	-	3,079.84
	1,348.46	*3.44*	*624.02*	-	*1,975.92*
Unallocated Corporate Income (Net)					265.33
					255.35
Operating Profit					3,345.17
					2,231.27
Less: Finance Expense					2,238.49
					1,391.03
Profit before tax					1,106.68
					840.24
Current Taxes					213.80
					191.87
Deferred Tax					186.39
					89.17
Total Tax					400.19
					281.04
Profit after tax					706.49
					559.20
Less: Non-Controlling Interests					35.33
					-
Net profit					741.82
					559.20
3 Other Information					
Segment Assets	15,576.68	134.72	16,628.19	-	32,339.59
	14,928.19	-	*16,694.07*	-	*31,622.26*
Unallocated Corporate Assets					7,371.60
					1,038.78
Total Assets					39,711.19
					32,661.04
Segment Liabilities	693.67	134.48	3,755.06	-	4,583.21
	935.60	-	*3,045.58*	-	*3,981.18*
Unallocated Corporate Liabilities					25,566.89
					20,636.98
Total liabilities					30,150.10
					24,618.16
Depreciation /Amortisation	663.56	-	510.46	-	1,174.02
	598.32	-	283.83	-	*882.15*
Non Cash Expenditure other then Depreciation/ Amortisation	(5.38)	-	(32.48)	-	(37.86)
	49.69	-	*1.39*	-	*51.08*
Capital Expenditure	1,468.90	-	1,293.77	-	2,762.67
	932.33	-	*266.22*	-	*1,198.55*

Previous figures are given in italics

Adani Transmission Limited

51 The Consolidated financial statements for the year ended 31st March, 2020 are not comparable with the previous year, due to following:

Date of acquisition of Investment in Subsidiaries

Sr. No.	Name of the Entity	For the year ended 31st March, 2020	For the year ended 31st March, 2019
1	Adani Electricity Mumbai Limited	-	29th August, 2018
2	Ghatampur Transmission Limited	-	19th June, 2018
3	Adani Transmission Bikaner Sikar Private Limited (Formerly known as KEC Bikaner Sikar Transmission Private Limited)	-	1st January, 2019
4	OBRA-C Badaun Transmission Limited	-	21st December, 2018
5	Bikaner-Khetri Transmission Limited	19th September, 2019	-
6	WRSS XXI (A) Transco Limited	14th October, 2019	-
7	Lakadia Banaskantha Transco Limited	13th November, 2019	-
8	Jam Khambaliya Transco Limited	13th November, 2019	-

52 Group has entered into transmission agreements in the nature of Service Concession Arrangements (SCA) with Rajasthan Rajya Vidyut Prasaran Nigam Limited (RVPNL) and with Power Grid Corporation of India Limited (PGCIL).
(a) Two agreements for different maintaining different transmission lines with RVPNL (Grantor) is to construct & operate an transmission system comprising:- (i) A 400 KV Double Circuit transmission line from Suratgarh to Bikaner with a design capacity to transfer electricity equivalent to 1066 MW on Design, Built, Finance, Operate & Transfer (DBFOT) basis having contract for 35 years from the licence issued. (ii) A 400 KV Double Circuit transmission Line in Bikaner, Sikar with a design capacity to transfer electricity equivalent to 2400 MW on Design, Built, Finance, Operate & Transfer (DBFOT) basis having contract for 25 years from the licence issued.
(b) The agreements with PGCIL (Grantor) is to construct & operate an transmission system comprising a 400 KV Double Circuit transmission line in Pune, Aurangabad, Solapur, Kolhapur, Parli, Karad, Lonikhand, Kalwa, Limbdi, Vadavi, Kansari, Rajgarh and Karamsad with a design capacity to transfer electricity equivalent to 3600 MW on Design, Built, Finance, Operate & Transfer (DBFOT) basis having contract for 25 years. The service concession arrangement provides an option for extension of the concession period. Upon completion of concession period or on termination of agreement, Transmission Lines will vest with the grantor free and clear of all encumbrances. Financial assets is created on the basis of Present values of future Cash Flows. No intangible assets is created for this SCA accounting.

(₹ in Crores)

Financial summary of above concession arrangement are given below:

Sr.No.	Particulars	Transmission Lines 2019-20	2018-19
1	SCA Revenue Recognised	154.12	161.65
2	Profit for the year	40.18	38.92

53 Additional information of net assets and share in profit or loss contributed by various entities as recognised under Schedule III of the Companies Act, 2013

Sr. No.	Name of the Entity	As % of Consolidated Net Assets as on 31st March 2020	₹ in Crores	As % of Consolidated Profit or Loss for the year ended 31st March 2020	₹ in Crores	As % of Consolidated Other Comprehensive Income for the year ended 31st March 2020	₹ in Crores	As % of Consolidated Total Comprehensive Income for the year ended 31st March 2020	₹ in Crores
1	Adani Transmission Limited	32.66%	4,810.44	0.71%	5.54	131.66%	158.44	18.16%	163.98
	Subsidiaries (Indian)								
2	Maharashtra Eastern Grid Power Transmission Company Limited	15.90%	2,341.74	28.76%	225.09	-0.35%	(0.42)	24.88%	224.67
3	Adani Transmission (India) Limited	14.33%	2,110.47	39.96%	312.66	-0.08%	(0.10)	34.62%	312.56
4	Sipat Transmission Limited	0.41%	61.01	3.28%	25.66	-1.02%	(1.23)	2.71%	24.43
5	Raipur-Rajnandgaon-Warora Transmission Limited	0.94%	138.28	7.53%	58.89	-2.27%	(2.73)	6.22%	56.16
6	Chhattisgarh-WR Transmission Limited	0.68%	99.42	4.17%	32.67	-1.64%	(1.98)	3.40%	30.69
7	Adani Transmission (Rajasthan) Limited	0.09%	12.52	0.33%	2.60	-	-	0.29%	2.60
8	North Karanpura Transco Limited	0.20%	28.84	0.00%	(0.01)	-0.01%	(0.02)	0.00%	(0.02)
9	Maru Transmission Service Company Limited	0.14%	20.38	0.45%	3.52	-0.17%	(0.21)	0.37%	3.31
10	Aravali Transmission Service Company Limited	-0.02%	(2.98)	0.10%	0.75	-0.17%	(0.21)	0.06%	0.55
11	Western Transco Power Limited	1.02%	150.92	0.94%	7.35	-	-	0.81%	7.35
12	Western Transmission (Gujarat) Limited	0.72%	105.79	1.20%	9.37	-	-	1.04%	9.37
13	Hadoti Power Transmission Service limited	0.25%	36.98	2.34%	18.32	-0.28%	(0.33)	1.99%	17.98
14	Barmer Power Transmission Service limited	0.22%	32.71	1.84%	14.44	-0.19%	(0.23)	1.57%	14.20
15	Thar Power Transmission Service limited	0.18%	26.46	1.59%	12.45	-0.18%	(0.22)	1.35%	12.23
16	Fatehgarh-Bhadla Transmission Limited	0.17%	25.21	0.00%	0.02	-0.02%	(0.03)	0.00%	(0.01)
17	Ghatampur Transmission Limited	0.73%	108.03	0.05%	0.42	-0.05%	(0.06)	0.04%	0.36
18	Adani Transmission Bikaner Sikar Private Limited (Formerly Known as KEC Bikaner Sikar Transmission Private Limited)	0.30%	43.66	0.67%	5.27	-	-	0.58%	5.27
19	OBRA-C Badaun Transmission Limited	0.38%	55.40	-0.01%	(0.08)	-0.02%	(0.02)	-0.01%	(0.10)
20	Adani Electricity Mumbai Limited	30.72%	4,524.33	6.42%	50.22	-25.19%	(30.31)	2.21%	19.91
21	AEML Infrastructure Limited	0.00%	(0.00)	0.00%	(0.00)	-	-	0.00%	(0.00)
22	Bikaner-Khetri Transmission Limited	0.00%	0.02	0.00%	0.02	-0.01%	(0.01)	0.00%	0.01
23	WRSS XXI (A) Transco Limited	0.00%	(0.55)	-0.08%	(0.60)	0.00%	(0.00)	-0.07%	(0.60)
24	Lakadia Banaskantha Transco Limited	-0.01%	(0.99)	-0.13%	(1.03)	0.00%	(0.01)	-0.12%	(1.04)
25	Jam Khambaliya Transco Limited	-0.01%	(0.85)	-0.12%	(0.90)	0.00%	(0.00)	-0.10%	(0.90)
26	Arasan Infra Private Limited	0.00%	(0.11)	-0.01%	(0.12)	-	-	-0.01%	(0.12)
27	Sunrays Infra Space Private Limited	0.00%	0.02	0.00%	0.01	-	-	0.00%	0.01
28	Power Distribution Services Limited (Formerly known as 'Adani Electricity Mumbai Services Limited')	0.00%	0.01	0.00%	(0.00)	-	-	0.00%	(0.00)
29	Adani Electricity Mumbai Infra Limited	0.00%	0.01	0.00%	(0.00)	-	-	0.00%	(0.00)
	Total	**100%**	**14,727.17**	**100%**	**782.52**	**100%**	**120.34**	**100%**	**902.86**
	Less: Adjustment of Consolidation		**6,228.21**		**76.03**		**0.01**		**76.04**
	Add: Non Controlling Interest		**1,062.13**		**(35.33)**		**(7.60)**		**(42.93)**
	Consolidated Net Assets/Profit after tax		**9,561.09**		**741.82**		**127.93**		**869.75**

54 As per Ind AS 19 "Employee Benefits", the disclosures are given below.

(a) Defined Contribution Plan

(i) Provident fund
(ii) Superannuation fund
(iii) State defined contribution plans
-Employer's contribution to Employees' state insurance
-Employers' Contribution to Employees' Pension Scheme 1995
The Group has recognised the following amounts as expense in the financial statements for the year:

(₹ in Crores)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Contribution to Provident Fund	42.17	24.03
Contribution to Employees Superannuation Fund	8.46	4.75
Contribution to Employees Pension Scheme	7.17	4.29
Total	**57.80**	**33.07**

(b) Defined Benefit Plan

The Group operates a defined benefit plan (the Gratuity plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The status of gratuity plan as required under Ind AS-19:

(₹ in Crores)

Particulars	As at 31st March, 2020	As at 31st March, 2019
i. Reconciliation of Opening and Closing Balances of defined benefit obligation		
Present Value of Defined Benefit Obligations at the beginning of the Year	603.97	3.40
Current Service Cost	33.30	26.70
Interest Cost	45.56	37.21
Re-measurement (or Actuarial) (gain) / loss arising from:		
- Change in demographic assumptions	0.14	0.02
- Change in financials assumptions	38.69	0.11
- Experience variance (i.e. Actual experience vs assumptions)	(17.68)	1.23
Acquisition Adjustment	-	559.81
Benefits paid	(50.07)	(24.15)
Net Actuarial loss / (gain) Recognised	-	(0.27)
Liabilities Transfer In/Out	0.59	(0.09)
Present Value of Defined Benefit Obligations at the end of the Year	**654.50**	**603.97**
ii. Reconciliation of Opening and Closing Balances of the Fair value of Plan assets		
Fair Value of Plan assets at the beginning of the Year	457.39	1.67
Investment Income	34.49	0.13
Contributions	0.15	5.30
Benefits paid	(0.99)	(0.14)
Return on plan assets, excluding amount recognised in net interest expenses	0.06	(0.28)
Planned Asset Acquired on Business Acquisition	-	450.71
Fair Value of Plan assets at the end of the Year	**491.10**	**457.39**
iii. Reconciliation of the Present value of defined benefit obligation and Fair value of plan assets		
Present Value of Defined Benefit Obligations at the end of the Year	654.50	603.97
Fair Value of Plan assets at the end of the Year	(491.10)	(457.39)
Net Asset / (Liability) recognized in balance sheet as at the end of the year	**(163.40)**	**(146.58)**
iv. Composition of Plan Assets		
100% of Plan Assets are administered by LIC	-	-
v. Gratuity Cost for the Year		
Current service cost	33.30	26.70
Interest cost	45.56	37.21
Expected return on plan assets	(34.49)	(0.13)
Actuarial Gain / (Loss)	-	-
Net Gratuity cost recognised in the statement of Profit and Loss	**44.37**	**63.78**
vi. Other Comprehensive Income		
Actuarial (gains) / losses		
Change in demographic assumptions	0.14	(0.25)
Change in financial assumptions	38.69	0.11
Experience variance (i.e. Actual experiences assumptions)	(17.68)	1.23
Return on plan assets, excluding amount recognised in net interest expense	0.06	0.28
Components of defined benefit costs recognised in other comprehensive income	**21.21**	**1.37**
vii. Actuarial Assumptions		
Discount Rate (per annum)	6.7% to 6.84%	7.54% to 7.60%
Annual Increase in Salary Cost (per annum)	8.00% to 9.75%	8.00% to 9.75%

Adani Transmission Limited *

(c) **Sensitivity analysis**

The sensitivity of the defined benefit obligations to changes in the weighted principal assumptions is:

	Change in assumption			Increase in assumption			Decrease in assumption	
	31st March, 2020	31st March, 2019		31st March, 2020	31st March, 2019		31st March, 2020	31st March, 2019
Discount rate	1.00%	1.00%	Decrease by	71.79	55.87	Increase by	62.03	61.70
Salary Growth Rate	1.00%	1.00%	Increase by	60.59	60.73	Decrease by	68.81	53.84
Attrition Rate	0.50%	0.50%	Decrease by	21.68	11.28	Increase by	20.04	11.52
Mortality Rate	10.00%	10.00%	Increase by	9.53	7.25	Decrease by	9.52	7.25

55 Corporate Social responsibility

As per section 135 of the Companies Act, 2013, a corporate social responsibility (CSR) committee has been formed by the Group. The funds are utilized on the activities which are specified in Schedule VII of the Companies Act, 2013. The utilisation is done by way of contribution towards various activities.

(a) Gross amount as per the limits of Section 135 of the Companies Act, 2013 : ₹ 18.94 Crores. (Previous year : ₹ 17.22 crores)

(b) Amount spent during the year : ₹ 18.14 Crores. (Previous year : ₹ 17.91 crores)

Sr. No.	Particulars	Amount Contributed	Amount yet to contribute	Total
(i)	Construction/acquisition of any assets	-	-	-
(ii)	On purpose other than (i) above	18.14	*	18.14

*The Group intends to spend the unutilised amount ₹ 0.92 crores of a subsidiary company in the subsequent year on COVID-19 related activities, etc.

56 The Group has adopted Ind AS 115 using the cumulative effect method (without practical expedients) with the effect of initially applying this standard recognised at the date of initial application i.e. 1st April, 2018. Accordingly, the comparative information i.e. information for the year ended 31st March 2018, has not been restated. The adoption of the standard did not have any material impact on the financial statements of the Group. Additionally, the disclosure requirements in Ind AS 115 have not generally been applied to comparative information.

Contract balances:

(a) The following table provides information about receivables, contract assets and contract liabilities from the contracts with customers.

(₹ in Crores)

Particulars	As at 31st March, 2020	As at 1st April, 2019
Trade receivables (Gross) (Refer note 14)	1,077.72	751.55
(Less): Allowance for Doubtful Debts (Refer note 14)	(77.46)	(29.50)
Trade receivables (Net) (Refer note 14)	1,000.26	722.05
Contract assets (Refer note 8 & 18)	1,105.97	1,076.23
Contract liabilities	-	-

The contract assets primarily relate to the Group right to consideration for work completed but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Group issues an invoice to the Customer. The contract liabilities primarily relate to the advance consideration received from the customers.

(b) Significant changes in contract assets and liabilities during the period:

(₹ in Crores)

		For the year ended 31st March, 2020	For the year ended 31st March, 2019
Opening Balance			
Recoverable from consumers		4.78	-
Liabilities towards consumers		-	-
	(A)	**4.78**	-
Income to be adjusted in future tariff determination in respect of earlier year (of which ₹ 2.26 crores recoverable from others)		(10.22)	(8.95)
Income to be adjusted in future tariff determination (Net)		(23.06)	13.73
	(B)	**(33.28)**	**4.78**
Closing Balance			
Recoverable from consumers		-	-
Liabilities towards consumers		28.50	-
Contract assets reclassified to receivables	(A+B)	**(28.50)**	**4.78**

Reconciliation the amount of revenue recognised in the statement of profit and loss with the contracted price:

(₹ in Crores)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Revenue as per contracted price	10,328.99	7,255.43
Adjustments		
Discounts	51.10	26.99
Revenue from contract with customers	**10,277.90**	**7,228.44**

Adani Transmission Limited *

57 Regulatory Deferral Account

(₹ in Crores)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Regulatory Deferral Account - Liability		
Regulatory Liabilities	504.33	271.56
Regulatory Deferral Account - Assets		
Regulatory Assets	247.73	1,105.60
Net Regulatory Assets/(Liabilities)	**(256.60)**	**834.04**

Rate Regulated Activities

1 As per the Ind AS-114 'Regulatory Deferral Accounts', the business of electricity distribution is a Rate Regulated activity wherein Maharashtra Electricity Regulatory Commission (MERC), the regulator determines Tariff to be charged from consumers based on prevailing regulations in place.

2 MERC Multi Year Tariff Regulations, 2015 (MYT Regulations), is applicable for the period beginning from 1 April, 2016 to 31 March, 2020. These regulations require MERC to determine tariff in a manner wherein the AEML can recover its fixed and variable costs including assured rate of return on approved equity base, from its consumers. The AEML determines the Revenue, Regulatory Assets and Liabilities as per the terms and conditions specified in MYT Regulations.

3 Reconciliation of Regulatory Assets/Liabilities of distribution business as per Rate Regulated Activities is as follows:

(₹ in Crores)

S.No.	Particulars	As at 31st March, 2020	As at 31st March, 2019
A	**Opening Regulatory Assets (Net)**	834.04	-
	Add:		
B	Acquired on Business Combination(Net)	-	1,206.09
1	For Current Year	(232.77)	95.84
2	For Earlier Year	-	-
	Total C (1 + 2)	**(232.77)**	**95.84**
	Less:		
D	Recovered / (refunded) during the year	857.87	467.89
E	Net Movement during the year (C - D)	(1,090.64)	(372.05)
F	**Closing Balance (A + B+ E)**	**(256.60)**	**834.04**

58 (i) Impairment testing of intangible Assets

In accordance with the requirements of Ind AS 36 "Impairment of Assets", Transmission Cash Generating Unit ("TCGU") which includes carrying value of Transmission License having indefinite useful life being Transmission License (₹ 981.62 crores), has been tested for impairment as at 31 March, 2020 wherein, recoverable amount of the TCGU has been determined in one of the subsidiary (AEML) applying value in use approach. The value in use of the TCGU has been determined using Discounted Cash Flow Method (DCF)

In deriving the recoverable amount of the TCGU a discount rate (post tax) of 9 % per annum has been used. In arriving at the recoverable amount of the TCGU , financial projections have been developed for 5 years and thereafter in perpetuity considering a terminal growth rate of 2.5% per annum.

Based on the results of the TCGU impairment test, the estimated value in use of the TCGU was higher than its carrying amount, hence impairment provision recorded during the current year is ₹ Nil (31 March 2019 - ₹ Nil) Crore. Management believes that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the fair value of the Transmission License.

The key assumptions used in determining the recoverable amount of TCGU are as follows

Discount Rate: 9 % Post-Tax Discount rate has been derived based on current cost of borrowing and equity rate of return in line with the current market expectations

Capital expenditure /Capitalisation: Capital expenditure and capitalisation for 5 years is estimated based on management projections considered for purposes of Multi Year Tariff filing with MERC and thereafter ₹ 250 crores per annum.

(ii) Impairment testing of Goodwill

The group tests on a annual basis, goodwill arising on acqusition of subsidiaries amounting to ₹ 576.02 crores which has been allocated to the respective Cash Generating Unit ("CGU")(ATIL, MEGPTCL and AEML) for impairment. Based on the annual impairment test no provision towards impairment was required necessary.

The recoverable amounts of the CGUs are determined from value-in-use calculations and the projections based on the period of the transmission licenses (including expected extensions)

The key assumptions for the value-in-use calculations are those regarding discount rates, growth rates, capital expenditure, and expected increase in direct costs . Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money. The growth rates are based on management's forecasts/ tariff regulations. Changes in direct costs are based on past practices and expectations of future changes in the market.

The Group prepares its forecasts based on the most recent financial budgets approved by management with projected revenue growth rates per respective tariff regulation wherein the revenue is determined considering the parameters/benchmarks laid down in the respective MERC/CERC tariff regulations.

The rates used to discount the forecasts are in the range of 10.33% to 11.00% p.a

Management believes that any reasonable possible change in any of these assumptions would not cause the carrying amount to exceed its recoverable amount.

59 a. During the year 2019-20, Maharashtra Electricity Regulatory Commission (MERC) vide its order dated March 30,2020, has approved for (i) truing-up of the tariff for the period from the financial year 2017-18 & 2018-19, (ii) for Provisional truing up of financial year 2019-20 and (iii) Aggregate Revenue Requirement (ARR) for FY 2020-21 and FY 2024-25 for Adani Transmission (India) Limited (ATIL), Maharashtra Eastern Grid Power Transmission Company Limited (MEGPTCL) and Adani Electricity Mumbai Limited (AEML). Accordingly, based on the MERC order, during the year, Group has recognized revenue from operations of ₹ 254.43 Crores for the period from April, 2017 to March, 2019. Under the circumstances, the figures for the current year are not comparable with the corresponding figures of the previous year, to that extent.

b. During the previous year, MEGPTCL and ATIL has received an order dated 12-Sept-18 of Maharashtra Electricity Regulatory Commission (MERC) for (i) Truing-up of FY 2015-16 and FY 2016-17 and (ii) Provisional Truing-up of FY 2017-18. Accordingly, based on the MERC order, during the previous year, Group has reversed revenue from operations of ₹ 89.57 Crores for the period from 01-Apr-15 to 31-Mar-18. Under the circumstances, the figures for the previous year are not comparable with the corresponding figures of the current year, to that extent.

60 (A) - During the year, Group has sold 25.10 % stake of Adani Electricity Mumbai Limited (AEML) to Qatar Holding (QH), a subsidiary of Qatar Investment Authority (QIA), in accordance with terms of Shareholders Agreement entered into between the Group and QH.
- The Group has also sold 25.10 % stake of Power Distribution Services Limited (PDSL) (Formerly known as 'Adani Electricity Mumbai Services Limited') to Qatar Holding (QH), a subsidiary of Qatar Investment Authority (QIA) in accordance with terms of Shareholders Agreement entered into between the Group and QH.
- The Group has received total consideration amounting to ₹ 1,209.62 Crores for the same.

(B) Non Controlling Interests (NCI)

Summary of financial information for a subsidiary that has non-controlling interests that are material to the Group. The amounts disclosed for a subsidiary are before inter-company eliminations.

(₹ in Crores)

Summarised Balance Sheet	**31st March, 2020**	**31st March, 2019**
Total Assets	19,705.86	-
Total Liabilities	15,181.53	-
Net Assets	4,524.33	-
Accumulated NCI	**1,135.61**	**-**

(₹ in Crores)

Summarised statement of Profit and Loss	**31st March, 2020**	**31st March, 2019**
(Loss) for the period	(140.74)	-
Other Comprehensive Income / (Loss) for the period	(30.31)	-
Total Comprehensive Income /(Loss) for the period	(171.05)	-
Loss Allocated to NCI	**(35.33)**	**-**
Total Comprehensive Income /(Loss) allocated to NCI	**(42.93)**	**-**

(₹ in Crores)

Summarised Cash Flow allocated	**31st March, 2020**	**31st March, 2019**
Net cash from operating activities	55.48	-
Net cash (used in) investing activities	(444.81)	-
Net cash from financing activities	213.71	-
Net (decrease) in cash and cash equivalents	**(175.62)**	**-**

(C) Gain on sale of Equity Shares of Subsidiary Companies to Non Controlling Interests

(₹ in Crores)

Particulars	**31st March, 2020**	**31st March, 2019**
Consideration received from non-controlling interests	1,209.62	-
Expenses incurred	(6.33)	-
Carrying amount of non-controlling interests	(1,105.91)	-
Gain on sale of Equity Shares of Subsidiary Companies to Non Controlling Interests	**97.38**	**-**

(D) Transaction with Non Controlling Interests

(₹ in Crores)

Particulars	**31st March, 2020**	**31st March, 2019**
Subordinate debt received	2,009.64	-
Commitment Charges Paid	7.52	-
Interest expense on Sub debt	19.24	-

(₹ in Crores)

Closing balance	**31st March, 2020**	**31st March, 2019**
Subordinate debt payable	2,133.75	-
Interest accrued but not due on Sub debt	19.24	-

Adani Transmission Limited *

61 i) In December 2017, Adani Transmission Limited (the Parent Company) signed a binding Share Purchase Agreement ('SPA") with Reliance Infrastructure Limited ('R-Infra') to acquire its integrated Power Generation, Transmission and Distribution of Power business for suburban area in Mumbai city ('Mumbai GTD business').

ii) Consequent to a Scheme of Arrangement approved by the High Court of Judicature at Bombay, and other regulatory approvals obtained in this respect, effective from 29th August, 2018, the Mumbai GTD business of R-Infra has been demerged from R-Infra and transferred into Adani Electricity Mumbai Limited (formerly Reliance Electricity Generation and Supply Limited) ('AEML') with an Appointed Date of 1st April, 2018. Pursuant to the SPA, the Parent Company acquired 100% equity share capital of AEML for a consideration of ₹ 3,827.54 Crores. On such acquisition, AEML has become wholly-owned subsidiary of the Parent Company.

62 During the year, Adani Transmission Limited (the Parent Company)

(i) Has signed a binding Share Purchase Agreement on 19th September, 2019 with PFC Consulting Limited for acquisition of 100% equity share capital of Bikaner-Khetri Transmission Limited (BKTL). BKTL was incorporated on 22nd February, 2019 by PFC Consulting Limited to establish Transmission system associated with LTA applications from Rajasthan SEZ Part-D through Tariff Based Competitive Bidding (TBCB).

ii) Has acquired 100% equity share capital of SPV " WRSS XXI (A) Transco Limited" from REC Transmission Project Company Limited (REC TPCL) on 14th October, 2019. WRSS XXI (A) Transco Limited was formed by REC TPCL to establish "Transmission System Strengthening for relieving over loading observed in Gujarat Intra-State System due to RE injections in Bhuj PS through Tariff Based Competitive Bidding (TBCB).

iii) Has signed a binding Share Purchase Agreement on 13th November, 2019, with REC Transmission Project Company Limited for acquisition of 100% Equity Share Capital of Lakadia Banaskantha Transco Limited(LBTL). LBTL was incorporated by REC Transmission Project Company Limited to establish "Transmission system associated with Renewable Energy generation at Bhuj-II, Dwarka & Lakadia through Tariff Based Competitive Bidding (TBCB).

iv) Has signed Share Purchase Agreement on 13th November, 2019, with REC Transmission Project Company Limited for acquisition of 100% Equity Share Capital of Jam Khambhaliya Transco Limited (JKTL). JKTL was incorporated on 28th October, 2019 by REC Transmission Project Company Limited to establish Jam Khambhaliya Pooling Station and interconnection of Jam Khambhaliya Pooling station to provide connectivity to Renewable Energy projects (150 MW) in Dwarka (Gujarat) and installation of 400/220 KV ICT along with associated bays at Costal Gujarat Power Limited Switchyard through Tariff Based Competitive Bidding (TBCB).

v) Incorporated Arasan Infra Private Limited and Sunrays Infra Space Private Limited as a wholly owned subsidiary on 05th November, 2019, Power Distribution Services Limited (Formerly known as 'Adani Electricity Mumbai Services Limited') on 6th December 2019 and Adani Electricity Mumbai Infra Limited on 03rd January,2020.(step down subsidiary of the Parent Company)

vi) Received a Letter of Intent (LOI) for Transmission Project bid under TBCB in Maharashtra, from MSETCL for the Project "400 KV Kharghar Vikhroli Transmission Private Limited". This will be first ever 400 KV substation facility in the city of Mumbai.

Adani Transmission Limited *

(a) Fair value of assets acquired and liabilities recognised at the date of acquisition :

(₹ in Crores)

Particulars	Bikaner-Khetri Transmission Limited	WRSS XXI (A) Transco Limited	Lakadia Banaskantha Transco Limited	Jam Khambaliya Transco Limited
Assets				
Non-current assets				
Capital work-in-progress	15.87	10.48	9.97	3.96
	15.87	**10.48**	**9.97**	**3.96**
Current assets				
Cash balances	0.01	0.00	0.00	0.00
Other current assets	2.78	1.92	1.93	0.84
	2.79	**1.92**	**1.93**	**0.84**
Total Assets(i)	**18.66**	**12.40**	**11.90**	**4.80**
Current liabilities				
Short term borrowing	16.80	-	-	-
Trade Payables	0.37	-	-	-
Other financial liabilities	1.49	12.89	12.60	5.40
	18.66	**12.89**	**12.60**	**5.40**
Total Liabilities(ii)	**18.66**	**12.89**	**12.60**	**5.40**
Net Assets (i-ii)	**(0.00)**	**(0.49)**	**(0.70)**	**(0.60)**

(b) Goodwill arising from acquisition :

(₹ in Crores)

Particulars	Bikaner-Khetri Transmission Limited	WRSS XXI (A) Transco Limited	Lakadia Banaskantha Transco Limited	Jam Khambaliya Transco Limited
Consideration Paid	**0.01**	**0.05**	**0.05**	**0.05**
Less : Fair value of net assets (i-ii)	**(0.00)**	**(0.49)**	**(0.70)**	**(0.60)**
Goodwill	**0.01**	**0.54**	**0.75**	**0.65**

(c) Net cash outflow on acquisition :

(₹ in Crores)

Particulars	Bikaner-Khetri Transmission Limited	WRSS XXI (A) Transco Limited	Lakadia Banaskantha Transco Limited	Jam Khambaliya Transco Limited
Total Consideration paid during the year	0.01	0.05	0.05	0.05
Total	**0.01**	**0.05**	**0.05**	**0.05**

Adani Transmission Limited *

As if this companies where acquired on 1st April, 2019, the profitability would have been decreased by ₹ (1.94) Crores as per below table :-

(₹ in Crores)

Particulars	Bikaner-Khetri Transmission Limited	WRSS XXI (A) Transco Limited	Lakadia Banaskantha Transco Limited	Jam Khambaliya Transco Limited
Profitability Increase/(Decrease)	(0.00)	(0.54)	(0.75)	(0.65)

d) **Impact of acquisition on the results of the Group :**
Included in the Statement of profit and loss after tax for the year ended 31st March, 2020 is ₹ 7.09 Crores, ₹ 9.03 Crores, ₹ 3.89 Crores and ₹ 5.11 Crores attributable to the acquisition of the Bikaner Khetri Transmission Limited, WRSS XXI (A), Lakadia Banaskantha Transco Limited and Jam khambhaliya Transco Limited respectively.

e) The results of these subsidiaries, after elimination of inter company transactions and balances, as included in the consolidated financial statements for the year ended 31st March, 2020 are given below :

(₹ in Crores)

Particulars	As at 31st March, 2020			
	Bikaner-Khetri Transmission Limited	WRSS XXI (A) Transco Limited	Lakadia Banaskantha Transco Limited	Jam Khambaliya Transco Limited
ASSETS				
Non-current Assets				
Capital Work-In-Progress	165.58	33.11	15.29	5.33
Income Tax Assets (net)	0.70	0.91	0.40	0.52
Other Non-current Assets	34.37	51.42	23.32	3.91
Total Non-current Assets	**200.65**	**85.44**	**39.01**	**9.76**
Current Assets				
(i) Trade Receivables	-	-	-	5.89
(ii) Cash and Cash Equivalents	0.61	0.04	1.06	1.05
(iii) Loans	50.00	75.00	1.00	50.00
(iv) Financial Assets - Others	6.51	8.19	3.63	4.71
(v) Other Current Assets	0.87	-	0.05	0.05
Total Current Assets	**57.99**	**83.23**	**5.74**	**61.70**
Total Assets	**258.64**	**168.67**	**44.75**	**71.46**
Liabilities				
Non-current Liabilities				
Financial Liabilities				
(i) Other Financial Liabilities	16.30	0.65	0.09	0.05
Provisions	0.14	0.06	0.06	-
Other Non Current Liabilities	-	-	-	-
Total Non-current Liabilities	**16.44**	**0.71**	**0.15**	**0.05**
Current Liabilities				
Financial Liabilities				
(i) Borrowings	30.54	-	-	-
(ii) Trade Payables	0.02	0.02	0.03	5.91
(iii) Other Financial Liabilities	90.23	16.31	1.94	0.00
Other Current Liabilities	-	-	0.50	-
Provisions	0.04	0.02	0.01	0.02
Current Tax Liabilities	0.83	0.69	-	0.42
Total Current Liabilities	**121.66**	**17.04**	**2.48**	**6.35**
Total Liabilities	**138.10**	**17.75**	**2.63**	**6.40**

(₹ in Crores)

Particulars	For the Period			
	19th September, 2019 to 31st March, 2020	14th October, 2019 to 31st March, 2020	13th November, 2019 to 31st March, 2020	13th November, 2019 to 31st March, 2020
Total Revenue	7.10	9.43	4.33	5.64
Total Expenses	0.00	0.40	0.43	0.51
Profit / (Loss) before tax	**7.10**	**9.03**	**3.90**	**5.13**
Tax	(0.01)	-	(0.01)	(0.02)
Profit / (Loss) after tax	**7.09**	**9.03**	**3.89**	**5.11**

63 Other Disclosures

(i) Due to outbreak of COVID-19 globally and in India, the Group's management has made initial assessment of impact on business and financial risks on account of COVID-19. Considering that the Group is in the business of Generation, Transmission and Distribution of Power which is considered to be an Essential Service, the management believes that the impact of this outbreak on the business and financial position of the Group will not be significant. The management does not see any risks in the Group's ability to continue as a going concern and meeting its liabilities as and when they fall due.

(ii) The Group evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of consolidated financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the consolidated financial statements. As of 9th May, 2020, there are no subsequent events to be recognized or reported that are not already disclosed.

(iii) The Consolidated Financial Statements for the year ended 31st March, 2020 have been reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on 09th May, 2020.

As per our attached report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration Number : 117366W/W-100018

MOHAMMED BENGALI
Partner
(Membership No. 105828)

Place : Mumbai
Date : 09th May, 2020

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and Chief Executive Officer
DIN: 00006867

KAUSHAL SHAH
Chief Financial Officer

JALADHI SHUKLA
Company Secretary

Adani Transmission Limited

Place : Ahmedabad
Date : 09th May, 2020

ADANI TRANSMISSION LIMITED

adani
Transmission

Form No. AOC-I
Salient features of the financial statement of subsidiaries as per Companies Act, 2013

PART "A" : Subsidiaries

(₹ in Crores)

Sr. No.	Name of the Subsidiary	Reporting Period	Reporting Currency	Share Capital	Unsecured Perpetual Equity Instrument	Instrumental Entirely Equity in Nature	Reserves & Surplus[1]	Total Assets	Total Liabilities	Investments	Turnover	Profit/(Loss) before Taxation	Provision for Taxation	Profit/(Loss) after Taxation	Proposed Dividend	% of Shareholding
1	Adani Transmission (India) Limited	2019-20	INR	285.86	-	-	1,824.61	4,183.23	2,072.76	8.48	976.01	379.77	67.11	312.66	-	100%
2	Maharashtra Eastern Grid Power Transmission Company Limited	2019-20	INR	1,076.34	-	-	1,265.40	5,028.38	2,686.64	37.45	1,015.29	272.95	47.86	225.09	-	100%
3	Sipat Transmission Limited	2019-20	INR	44.00	-	-	17.01	620.81	559.80	0.04	98.95	34.50	8.84	25.66	-	100%
4	Raipur-Rajnandgaon-Warora Transmission Limited	2019-20	INR	91.10	-	-	47.18	1,409.56	1,271.28	-	226.81	79.66	20.77	58.89	-	100%
5	Chhattisgarh-WR Transmission Limited	2019-20	INR	68.00	-	-	31.42	1,072.46	973.04	-	151.52	45.44	12.77	32.67	-	100%
6	Adani Transmission (Rajasthan) Limited	2019-20	INR	8.50	-	-	4.02	143.14	130.62	-	21.31	4.91	2.31	2.60	-	100%[3]
7	North Karanpura Transco Limited	2019-20	INR	0.05	-	31.57	(2.78)	166.65	137.81	-	-	(0.01)	-	(0.01)	-	100%
8	Maru Transmission Service Company Limited	2019-20	INR	8.94	-	-	11.44	226.23	205.85	3.58	35.99	4.20	0.68	3.52	-	100%
9	Aravali Transmission Service Company Limited	2019-20	INR	5.23	-	-	(8.21)	143.04	146.02	4.70	22.32	0.90	0.15	0.75	-	100%
10	Western Transco Power Limited	2019-20	INR	10.00	-	-	140.92	675.71	524.79	11.10	73.65	17.64	10.29	7.35	-	100%
11	Western Transmission (Gujarat) Limited	2019-20	INR	10.00	-	-	95.79	375.92	270.13	2.18	43.47	15.23	5.86	9.37	-	100%
12	Hadoti Power Transmission Service Limited	2019-20	INR	10.00	-	-	26.98	196.85	159.87	-	48.08	25.84	7.52	18.32	-	100%
13	Barmer Power Transmission Service Limited	2019-20	INR	8.00	-	-	24.71	148.08	115.37	0.70	38.81	20.36	5.92	14.44	-	100%
14	Thar Power Transmission Service Limited	2019-20	INR	7.00	-	-	19.46	131.14	104.68	-	34.87	17.57	5.12	12.45	-	100%
15	Fatehgarh-Bhadla Transmission Limited	2019-20	INR	25.50	-	-	(0.29)	413.69	388.48	-	-	0.03	0.01	0.02	-	100%
16	Adani Electricity Mumbai Limited	2019-20	INR	4,020.82	-	-	503.51	19,705.86	15,181.53	185.07	7,705.36	252.80	202.58	50.22	-	74.90%
17	Ghatampur Transmission Limited	2019-20	INR	82.25	-	25.43	0.35	1,178.35	1,070.32	48.67	-	0.56	0.14	0.42	-	100%
18	Adani Transmission Bikaner Sikar Private Limited (Formerly Known as KEC Bikaner Sikar Transmission Private Limited)	2019-20	INR	10.00	-	-	33.66	222.55	178.89	3.61	27.85	7.33	2.06	5.27	-	100%[4]
19	OBRA-C Badaun Transmission Limited	2019-20	INR	55.50	-	-	(0.10)	248.38	192.98	7.10	-	(0.05)	0.02	(0.08)	-	100%
20	AEML Infrastructure Limited	2019-20	INR	0.01	-	-	(0.01)	21.03	21.03	-	-	(0.00)	-	(0.00)	-	100%
21	Bikaner Khetri Transmission Limited[2]	19th September, 2019 to 31st March, 2020	INR	0.01	-	-	0.01	258.64	258.62	-	-	0.03	0.01	0.02	-	100%
22	WRSS XXI (A) Transco Limited[2]	14th October, 2019 to 31st March, 2020	INR	0.05	-	-	(0.60)	168.68	169.23	-	-	(0.60)	-	(0.60)	-	100%
23	Lakadia Banaskantha Transco Limited[2]	13th November, 2019 to 31st March, 2020	INR	0.05	-	-	(1.04)	44.74	45.73	-	-	(1.03)	0.00	(1.03)	-	100%
24	Jam Khambhaliya Transco Limited[2]	13th November, 2019 31st March, 2020	INR	0.05	-	-	(0.90)	71.47	72.32	-	5.89	(0.87)	0.02	(0.90)	-	100%
25	Arasan Infra Private Limited	05th November, 2019 31st March, 2020	INR	0.01	-	-	(0.12)	114.54	114.64	-	16.08	(0.12)	-	(0.12)	-	100%
26	Sunrays Infra Space Private Limited	05th November, 2019 31st March, 2020	INR	0.01	-	-	0.01	532.43	532.41	-	16.08	0.02	0.01	0.01	-	100%
27	Power Distribution Services Limited (Formerly known as 'Adani Electricity Mumbai Services Limited')	06th December,2019 31st March 2020	INR	0.01	-	-	(0.00)	0.01	0.00	-	-	(0.00)	-	(0.00)	-	74.90%
28	Adani Electricity Mumbai Infra Limited	03rd January,2020 31st March 2020	INR	0.01	-	-	(0.00)	1.02	1.01	-	-	(0.00)	-	(0.00)	-	74.90%

1. Reserves & Surplus includes Other Comprehensive Income
2. Date of Acquisition by the company:
   - Bikaner-Khetri Transmission Limited - 19th September, 2019
   - WRSS XXI (A) Transco Limited - 14th October, 2019
   - Lakadia Banaskantha Transco Limited - 13th November, 2019
   - Jam Khambaliya Transco Limited - 13th November, 2019
3. Adani Transmission (Rajasthan) Limited has entered into a contract (Transmission Service Agreement) with Rajasthan Rajya Vidyut Prasaran Nigam Limited (RRVPNL) providing for the issue and allotment of one non-transferable equity share of the Company (the "Golden Share") in favour of the RRVPNL.
4. Adani Transmission Bikaner Sikar Private Limited has entered into a contract (Transmission Service Agreement) with Rajasthan Rajya Vidyut Prasaran Nigam Limited (RRVPNL) providing for the issue and allotment of one non-transferable equity share of the Company (the "Golden Share") in favour of the RRVPNL.
5. Date of Incorporation of subsidiary company:
   - Arasan Infra Private Limited - 05th November, 2019
   - Sunrays Infra Space Private Limited - 05th November, 2019
   - Power Distribution Services Limited (Formerly known as 'Adani Electricity Mumbai Services Limited') - 06th December, 2019
   - Adani Electricity Mumbai Infra Limited - 03rd January, 2020
6. Name of the Subsidiaries which are yet to commence operations

Sr. No.	1	2	3	4	5	6
Name of the Subsidiary	Ghatampur Transmission Limited	OBRA-C Badaun Transmission Limited	North Karanpura Transco Limited	Fatehgarh-Bhadla Transmission Limited	Bikaner Khetri Transmission Limited[2]	WRSS XXI (A) Transco Limited[2]
Sr. No.	**7**	**8**	**9**	**10**	**11**	
Name of the Subsidiary	Lakadia Banaskantha Transco Limited[2]	Jam Khambhaliya Transco Limited[2]	Power Distribution Services Limited (Formerly known as 'Adani Electricity Mumbai Services Limited')	AEML Infrastructure Limited	Adani Electricity Mumbai Infra Limited	

Note: There are no associate companies or joint ventures companies within the meaning of Section 2(6) of the Companies Act, 2013. Hence, Part B relating to the same is not applicable.

For and on behalf of the Board
ADANI TRANSMISSION LIMITED

Gautam S Adani
Chairman
DIN 00006273

Anil Sardana
Managing Director and
Chief Executive Officer
DIN: 00006867

Kaushal Shah
Chief Financial Officer

Jaladhi Shukla
Company Secretary

Place: Ahmedabad
Date : 09th May, 2020

Adani Transmission Limited *

ANNEXURE-9B

Deloitte
Haskins & Sells LLP

Chartered Accountants
19th floor, Shapath-V,
Opposite to Karnavati Club,
S.G. Highway, Ahmedabad - 380 015
Tel. +91 79 6682 7300

INDEPENDENT AUDITOR'S REPORT

To The Members of Adani Transmission Limited
Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Adani Transmission Limited** ("the Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March, 2021, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the financial information of the subsidiaries referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2021, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143 (10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the sub-paragraphs (a) of the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Regd. Office: Indiabulls Finance Centre, Tower 3, 27th-32nd Floor, Senapati Bapat Mart, Elphinstone Road (West), Mumbai 400 013, Maharashtra, India. (LLP identification No. AAB-8737)

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Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No	Key Audit Matter Description	Auditor's Response
1	**Hedge accounting and the related disclosures for currency derivatives:** (Refer to Note 48 to the Consolidated Financial Statements) We identified the hedge accounting for currency derivatives and the adequacy of the related disclosures as a key audit matter because the evaluation of hedge effectiveness involved management's judgement and estimation and the changes in fair values of these currency derivatives has significant impact on the consolidated financial statements. As disclosed in note 48 to the consolidated financial statements, the Group was exposed to currency risk primarily arising from foreign currency denominated borrowings. As further disclosed in note 48 to the consolidated financial statements, the Company utilised currency derivatives to hedge these the foreign exchange risk arising from these borrowings during the year ended 31 March, 2021. These currency derivatives which were designated and effective as net Cash flow hedges, gave rise to assets of Rs. 242.61 crores and liabilities of Rs. 309.16 crores as at 31 March, 2021 and the fair value changes of these currency derivatives have been presented in equity at 31 March, 2021.	**Principal audit procedures performed:** • Obtaining an understanding of and testing the design and implementation and operative effectiveness of the management's controls over the valuation of currency derivatives and hedge accounting of the Company and a subsidiary the Company audited by us. • Inspecting hedge documentations and contracts and evaluating the management's determination of mark to market valuations and assessment of hedge effectiveness, on a sample basis with the assistance of our internal specialists, to evaluate the accounting for these currency derivatives in accordance with the requirements of relevant Indian accounting standards. • Obtaining confirmations directly from contract counterparties of the Company and a subsidiary of the Company audited by us to verify the existence of each currency derivative held at 31 March, 2021. • Reperforming mark-to-market valuations on a sample basis with the involvement of our internal fair valuation specialists, to evaluate the reasonability of fair values of the currency derivatives and the hedge

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		effectiveness thereof has been appropriately determined by the management; and • Assessed the adequacy of the disclosures in respect of the currency derivatives and hedge accounting in accordance with the disclosure requirements of Ind AS 107- Financial Instruments: Disclosures, Ind AS 113- Fair Value Measurement.
2	**Impairment of Transmission License having indefinite life:** (Refer to Note 56 to the Consolidated Financial Statements) We identified the impairment testing of Transmission License having indefinite life as a key audit matter considering the significance of the carrying value, long term estimation and the significant judgements involved in the impairment assessment. As per the requirements of Ind AS 36, the Group tests for impairment annually, Intangible assets being Transmission License with indefinite life acquired in Business Combination with a carrying value of Rs. 981.62 crores as at 31 March, 2021. The determination of recoverable amount, being the higher of value-in-use and fair value less costs to dispose, involves significant estimates, assumption and judgements of the long term financial projections on part of the management.	**Principal audit procedures performed:** • We tested the design, implementation and operating effectiveness of controls over impairment assessment process which inter alia included the management's evaluation of the reasonableness of estimates including those over the forecasts of future revenues, future capital expenditure and selection of discount rates. • We obtained management's impairment assessment performed the following substantive procedures: • Tested the reasonableness of key estimates including revenue, future capital expenditure, terminal values and the selection of discount rates. • With the assistance of our internal fair value specialists we to evaluated the appropriateness of the valuation methodology and the reasonability of the discount rate.
3	**Acquisition of Transmission Special Purpose Vehicle ("SPV") classified as asset acquisition:** (Refer to Note 60 to the Consolidated Financial Statements) During the year, the Group has acquired operational transmission asset by acquiring Alipurduar Transmission Limited (ATL) from an unrelated party.	**Principal audit procedures performed:** • Assessed the activities of the transmission SPV to determine if the acquisition involved input, substantive processes and output

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	The key activity of ATL is maintenance of transmission assets. The acquisition does not include employees of any other significant process to earn tariff revenues. Based on evaluation of the relevant facts and circumstances related to the acquisition vis-à-vis the guidance under the relevant Ind-AS the management classified the acquisition of transmission SPV as an asset acquisition. Considering the management judgement involved in determining whether the acquisition is a business acquisition or an asset acquisition it is considered as a key audit matter.	• Evaluated the relevant facts and circumstances considered by the management in applying their judgment that the acquisition is an asset acquisition. • We read and assessed the adequacy of disclosures in the consolidated Ind AS financial statements for compliance with the relevant accounting standards requirements.
4	**Accrual of Regulatory Deferrals:** (Refer to Note 55 to the Consolidated Financial Statements) In the respect of Mumbai Distribution business, of the Group, the tariff is determined by Maharashtra Electricity Regulatory Commission (MERC) on cost plus return on equity basis wherein the cost is subject to certain laid down benchmarks/ norms. The Group invoices its customers on the basis of pre-approved tariff which is based on provisional tariff orders and is subject to final true up exercise to be adjusted in the future tariff. The Group recognizes revenue on the basis of tariff invoiced to consumers. As the Group is entitled to a fixed return on equity, the Group recognizes regulatory deferral for the shortage / excess compared to the entitled return on equity. Regulatory deferrals are determined based on tariff regulations, tariff orders, judicial pronouncements etc. and are subject to verification and approval by the regulators. Further the costs incurred are subject to laid down norms/benchmarks. Significant judgements and estimates are made in determining the regulatory deferrals including interpretation of tariff regulations.	**Principal audit procedures performed:** • Obtained an understanding of and tested the design, implementation and operating effectiveness of the management's controls over accrual of regulatory deferrals. • Evaluated the reasonability of key estimates used by the Group in accrual of regulatory deferrals by comparing it with tariff regulations, prior years orders and past precedents.

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	The Group has recognized net regulatory deferrals –Assets of Rs 167.89 crores (net) as at 31 March, 2021(including Rs 582.81 crores for the year). We identified the accrual of regulatory deferrals as a key audit matter considering the significance of the amount of regulatory deferrals and the significant judgements and estimates involved in the determination of accruals.	

Information Other than the Financial Statements and Auditor's Report Thereon

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries, is traced from their financial statements audited by the other auditors.

If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of

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the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are

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inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the branches, entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such branches or entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of 29 subsidiaries, whose financial statements reflect total assets of Rs. 12,743.19 crores as at 31 March, 2021, total revenues of Rs. 963.42 Crores and net cash outflows amounting to Rs. 229.03 Crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us

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by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiaries referred to in the Other Matters section above we report, to the extent applicable that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the reports of the other auditors.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors of the Parent Company as on 31 March, 2021 taken on record by the Board of Directors of the Company and subsidiary companies, none of the directors of the Group companies is disqualified as on 31 March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent company and subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

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(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

(i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group ;

(ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent Company, and its subsidiary companies incorporated in India.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

M Bengali

Mohammed Bengali
(Partner)
(Membership No. 105828)
(UDIN: 21105828AAAABC4937)

Place: Mumbai
Date:6 May, 2021

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ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting of Adani Transmission Limited (hereinafter referred to as "the Parent") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors of the subsidiary companies, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to

provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the criteria for internal financial control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 29 subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matter.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

M Bengali

Mohammed Bengali
(Partner)
(Membership No. 105828)
(UDIN: 21105828AAAABC4937)

Place: Mumbai
Date: 6 May, 2021

adani Transmission

(₹ in Crores)

Particulars	Notes	As at 31st March, 2021	As at 31st March, 2020
ASSETS			
Non-current Assets			
Property, Plant and Equipment	5.1	25,166.26	23,099.70
Capital Work-In-Progress	5.2	5,239.73	2,208.96
Right of Use Assets	5.3	218.15	237.54
Goodwill		592.88	592.09
Other Intangible Assets	5.1	1,009.31	994.87
Intangible Assets Under Development		15.41	3.28
Financial Assets			
(i) Investments	6	267.24	-
(ii) Loans	7	1,073.82	38.91
(iii) Other Financial Asset	8	2,910.63	2,302.41
Income Tax Assets (Net)	9	63.07	37.31
Other Non-current Assets	10	1,677.64	1,510.69
Total Non-current Assets		**38,234.14**	**31,025.76**
Current Assets			
Inventories	11	233.71	541.17
Financial Assets			
(i) Investments	12	174.79	312.67
(ii) Trade Receivables	13	1,013.54	1,000.26
(iii) Cash and Cash Equivalents	14	263.68	1,232.99
(iv) Bank Balances other than (iii) above	15	1,026.23	1,063.85
(v) Loans	16	24.43	2,409.28
(vi) Other Financial Assets	17	1,394.59	1,543.31
Other Current Assets	18	429.02	334.17
Total Current Assets		**4,559.99**	**8,437.70**
Total Assets before Regulatory Deferral Account		**42,794.13**	**39,463.46**
Regulatory Deferral Account - Asset	55	439.45	247.73
Total Assets		**43,233.58**	**39,711.19**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	19	1,099.81	1,099.81
Unsecured Perpetual Equity Instrument	20	2,829.70	3,279.42
Other Equity	21	4,989.77	4,119.73
Total Equity attributable to Equity Owners of the Company		**8,919.28**	**8,498.96**
Non-Controlling Interests		1,103.58	1,062.13
Total Equity		**10,022.86**	**9,561.09**
Liabilities			
Non-current Liabilities			
Financial Liabilities			
(i) Borrowings	22	23,808.81	22,289.65
(ii) Trade Payables	23		
(A) total outstanding dues of micro enterprises and small enterprises;		-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		31.93	29.35
(iii) Other Financial Liabilities	24	627.59	419.86
Other Non-Current Liabilities	25	282.89	278.02
Provisions	26	584.52	275.58
Deferred Tax Liabilities (Net)	27	1,186.35	971.37
Total Non-current Liabilities		**26,522.09**	**24,263.83**
Current Liabilities			
Financial Liabilities			
(i) Borrowings	28	1,966.47	1,235.81
(ii) Trade Payables	29		
(A) total outstanding dues of micro enterprises and small enterprises;		29.69	49.93
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		1,211.32	1,701.58
(iii) Other Financial Liabilities	30	2,849.97	1,982.51
Other Current Liabilities	31	291.29	309.42
Provisions	26	61.85	62.40
Current Tax Liabilities (Net)	32	6.48	40.29
Total Current Liabilities		**6,417.07**	**5,381.94**
Total Liabilities before Regulatory Deferral Account		**32,939.16**	**29,645.77**
Regulatory Deferral Account-Liabilities	55	271.56	504.33
Total Equity and Liabilities		**43,233.58**	**39,711.19**

See accompanying notes forming part of the consolidated financial statements

As per our attached report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration Number : 117366W/W-100018

MOHAMMED BENGALI
Partner
Membership No. 105828

DELOITTE HASKINS & SELLS LLP * CHARTERED ACCOUNTANTS *

Place : Mumbai
Date : 6th May, 2021

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

JALADHI SHUKLA
Company Secretary

Place : Ahmedabad
Date : 6th May, 2021

Adani Transmission Limited *

ADANI TRANSMISSION LIMITED

Consolidated Statement of Profit and Loss for the Year ended 31st March, 2021

adani Transmission

(₹ in Crores)

Particulars	Notes	For the Year ended 31st March, 2021	For the year ended 31st March, 2020
Income			
Revenue from Operations			
(i) From Generation, Transmission and Distribution Business	33	9,169.70	10,491.35
(ii) From Trading Business	34	756.63	924.61
Other Income	35	532.60	265.33
Total Income		**10,458.93**	**11,681.29**
Expenses			
Cost of Power Purchased		1,914.51	2,679.13
Cost of Fuel		972.56	1,018.23
Purchases of Stock-in-Trade	36	755.89	924.21
Employee Benefits Expense	37	930.76	973.24
Finance Costs	38	2,116.99	2,238.49
Depreciation and Amortisation Expenses	5.4	1,328.88	1,174.02
Other Expenses	39	1,402.25	1,334.52
Total Expenses		**9,421.84**	**10,341.84**
Profit Before Rate Regulated Activities, Tax and Deferred Assets recoverable/adjustable for the year		**1,037.09**	**1,339.45**
Net movement in Regulatory Deferral Account Balances - Income/(Expenses)		582.81	(232.77)
Profit Before Tax and Deferred Assets recoverable/adjustable for the year		**1,619.90**	**1,106.68**
Tax Expense:	40		
Current Tax		187.01	213.80
Deferred Tax		237.22	329.08
Total Tax expenses		**424.23**	**542.88**
Profit After Tax for the year but before Deferred Assets recoverable/adjustable		**1,195.67**	**563.80**
Deferred assets recoverable/adjustable		93.90	142.69
Profit After Tax for the year		**1,289.57**	**706.49**
Other Comprehensive Income/(Loss)			
(a) Items that will not be reclassified to profit or loss			
- Remeasurement of defined benefit plans / (Loss)		34.24	(21.10)
- Tax relating to items that will not be reclassified to Profit or Loss		(6.03)	3.61
(b) Items that will be reclassified to profit or loss			
- Effective portion of gains and losses on designated portion of hedging instruments in a cash flow hedge		(192.32)	135.06
- Tax relating to items that will be reclassified to Profit or Loss		17.71	2.76
Total Other Comprehensive Income/ (Loss) for the year (Net of Tax)		**(146.40)**	**120.33**
Total Comprehensive Income for the year		**1,143.17**	**826.82**
Profit/ (Loss) for the year attributable to:			
Owners of the Company		1,224.04	741.82
Non-controlling interests		65.53	(35.33)
		1,289.57	**706.49**
Other Comprehensive Income / (Loss) for the year attributable to:			
Owners of the Company		(128.03)	127.93
Non-controlling interests		(18.37)	(7.60)
		(146.40)	**120.33**
Total Comprehensive Income/ (Loss) for the year attributable to:			
Owners of the Company		1,096.01	869.75
Non-controlling interests		47.16	(42.93)
		1,143.17	**826.82**
Earnings Per Share (EPS) (in ₹)	41		
(Face Value ₹ 10 Per Share)			
Basic / Diluted Earnings per Equity Share (Face Value of ₹ 10 each) after Net movement in Regulatory Deferral Account Balances (₹)		9.02	2.94
Basic / Diluted Earnings per Equity Share (Face Value of ₹ 10 each) before Net movement in Regulatory Deferral Account Balances (₹)		5.75	4.69

See accompanying notes forming part of the consolidated financial statements

As per our attached report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration Number : 117366W/W-100018

MOHAMMED BENGALI
Partner
Membership No. 105828

DELOITTE HASKINS & SELLS LLP * CHARTERED ACCOUNTANTS *

Place : Mumbai
Date : 6th May, 2021

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

JALADHI SHUKLA
Company Secretary

Place : Ahmedabad
Date : 6th May, 2021

Adani Transmission Limited *

Statement of Consolidated Cash flows for the year ended 31st March, 2021

(₹ in Crores)

	Particulars	For the Year ended 31st March, 2021	For the year ended 31st March, 2020
A.	**Cash flows from operating activities**		
	Profit before tax	1,619.90	1,106.68
	Adjustments for:		
	Depreciation and Amortisation Expenses	1,328.88	1,174.02
	Amortisation of Consumer Contribution	(9.22)	(8.49)
	Gain on Sale/Fair Value of Current Investments measured at FVTPL	(46.00)	(61.53)
	Finance Costs	1,802.48	2,338.91
	Interest Income	(466.95)	(187.21)
	Provision for Stamp Duty Expense	-	22.60
	Unclaimed liabilities / Excess provision written back	(2.11)	(0.26)
	Write downs in Inventory value	-	4.53
	Bad Debt Written Off	27.14	0.56
	Expected Credit Loss- Doubtful Debts,Advances,Depoists	-	43.62
	Loss on sale of Property, Plant and Equipment	-	4.58
	Foreign Exchange Fluctuation Loss	-	12.53
	Unrealised Foreign Exchange (Gain)/Loss - Borrowings net of Hedging	314.51	(100.42)
	Operating profit before working capital changes	**4,568.63**	**4,350.12**
	Changes in Working Capital:		
	(Increase) / Decrease in Operating Assets :		
	Employee Loans, Other Financial Assets and Other Assets	(298.27)	312.41
	Inventories	312.86	(179.52)
	Trade Receivables	(39.16)	(321.00)
	Regulatory Deferral Account - Assets	(191.72)	857.87
	Increase / (Decrease) in Operating Liabilities :		
	Trade Payables	(402.30)	406.22
	Regulatory Deferral Account - Liabilities	(232.77)	232.77
	Other Financial Liabilities, Other Liabilities and Provisions	319.59	(35.85)
	Cash generated from operations	**4,036.86**	**5,623.02**
	Taxes paid (Net)	(252.53)	(185.82)
	Net cash generated from operating activities (A)	**3,784.33**	**5,437.20**
B.	**Cash flows from investing activities**		
	Purchase of Property, Plant and Equipment (including Capital Work-in-progress, other intangible assets, capital advances and capital creditors)	(3,952.32)	(2,762.67)
	Acquisition of Subsidiaries	(563.24)	(50.22)
	Advance for Business Acquisition	-	(17.21)
	Proceeds/(Purchase) of Non Current Investments (Contingency Reserve)	(267.24)	120.92
	Proceeds/(Purchase) of current investment (net)	171.45	(83.85)
	(Deposits in) Bank deposits (net) (Including Margin money deposit)	(1,260.09)	(593.84)
	Loans received back/ (given) - Net	1,344.85	(2,400.53)
	Interest Received	501.30	144.52
	Net cash used in investing activities (B)	**(4,025.29)**	**(5,642.88)**
C.	**Cash flows from financing activities**		
	Payment of lease liabilities (including Interest ₹ 12.07 crores (₹ 11.97 crores))	(35.19)	(35.66)
	Increase in Service Line Contribution	14.09	20.14
	Proceeds from Long-term borrowings	2,536.62	19,025.09
	Repayment of Long-term borrowings	(1,333.09)	(15,686.01)
	Proceeds from Short-term borrowings	2,805.32	4,651.91
	Repayment of Short-term borrowings	(2,074.39)	(5,084.22)
	Distribution on Unsecured Perpetual Equity Instrument	(1.39)	(2.28)
	Proceeds from issue of Unsecured Perpetual Equity Instrument	-	700.00
	Proceeds on Sale of Equity Shares in Subsidiary Company	-	1,209.62
	Repayment of Unsecured Perpetual Equity Instrument	(680.00)	(1,209.62)
	Finance Cost paid	(1,976.62)	(2,338.57)
	Net cash generated from/(used in) financing activities (C)	**(744.65)**	**1,250.40**
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	**(985.61)**	**1,044.72**
	Cash and cash equivalents at the beginning of the year	**1,232.99**	**188.25**
	Cash and cash equivalents acquired on acquisition of subsidiaries	16.30	0.02
	Cash and cash equivalents at the end of the year	**263.68**	**1,232.99**

Cash and Cash Equivalents includes (Refer note 14)	As at 31st March, 2021	As at 31st March, 2020
Balances with banks		
In current accounts	175.71	920.33
Fixed Deposits (with original maturity for three months or less)	60.60	306.05
Cheque / Draft on Hand	24.97	6.19
Cash on Hand	2.40	0.42
Total Cash and Cash Equivalents	**263.68**	**1,232.99**

DELOITTE HASKINS & SELLS LLP * CHARTERED ACCOUNTANTS *

Adani Transmission Limited *

Statement of Consolidated Cash flows for the year ended 31st March, 2021

Notes to Statement of Consolidated Cash Flows:

1 The Statement of Consolidated Cash Flows has been prepared under the Indirect method as set out in Ind AS 7 "Statement of Cash Flows"

2 Disclosure under Para 44A as set out in Ind AS 7 on Statement of Cash Flows under Companies (Indian Accounting Standards) Rules, 2017 (as amended) is given below:

Particulars	1st April, 2020	Cash Flows (net)	Unrealised Foreign Exchange Gain/(Loss)	Other	31st March, 2021
Long-term Borrowings (Including Current Maturities of Long Term Debt)#	23,009.92	1,203.53	(709.46)	1,490.52	**24,994.51**
Short term Borrowings	1,235.81	730.93	-	(0.27)	**1,966.47**
Unsecured perpetual Equity Instrument including Distribution (Net of Tax)*	3,279.42	(681.39)	-	231.68	**2,829.71**
TOTAL	**27,525.15**	**1,253.07**	**(709.46)**	**1,721.94**	**29,790.69**

Particulars	1st April, 2019	Cash Flows (net)	Unrealised Foreign Exchange Gain/(Loss)	Other	31st March, 2020
Long-term Borrowings (Including Current Maturities of Long Term Debt)#	18,504.21	3,339.08	1,188.36	(21.73)	**23,009.92**
Short term Borrowings	1,632.78	(432.31)	-	35.34	**1,235.81**
Unsecured perpetual Equity Instrument including Distribution (Net of Tax)*	3,408.03	(511.90)	-	383.29	**3,279.42**
TOTAL	**23,545.02**	**2,394.87**	**1,188.36**	**396.90**	**27,525.15**

* Other Includes Distribution on perpetual Equity Instrument

\# Other Includes Balances taken over on acquisition of Subsidiaries (Refer Note 60)

See accompanying notes forming part of the consolidated financial statements

As per our attached report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration Number : 117366W/W-100018

MOHAMMED BENGALI
Partner
Membership No. 105828

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

Place : Mumbai
Date : 6th May, 2021

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

JALADHI SHUKLA
Company Secretary

Adani Transmission Limited

Place : Ahmedabad
Date : 6th May, 2021

ADANI TRANSMISSION LIMITED

adani Transmission

Consolidated Statement of changes in equity for the year ended 31st March, 2021

A. Equity Share Capital

Particulars	No. of Shares	(₹ in Crores)
Balance as at 1st April, 2019	1,09,98,10,083	1,099.81
Issue of shares during the year	-	-
Balance as at 31st March, 2020	1,09,98,10,083	1,099.81
Issue of shares during the year	-	-
Balance as at 31st March, 2021	1,09,98,10,083	1,099.81

B. Unsecured Perpetual Equity Instrument

Particulars	(₹ in Crores)
Balance as at 1st April, 2019	3,408.03
i) Add: Availed during the year	700.00
ii) Add: Distribution on Unsecured Perpetual Equity Instrument (Net of Tax)	381.01
iii) Less: Repaid during the year	(1,209.62)
Balance as at 31st March, 2020	**3,279.42**
i) Add: Availed during the year	-
ii) Add: Distribution on Unsecured Perpetual Equity Instrument (Net of Tax)	230.28
iii) Less: Repaid during the year	(680.00)
Balance as at 31st March, 2021	**2,829.70**

C. Other Equity

(₹ in Crores)

Particulars	Attributable to owners of the Company									Non - controlling interest	Total Equity
	Reserves and Surplus							Item of other comprehensive income	Total Attributable to owners of the Company		
	Capital Reserve	General Reserve	Retained Earnings	Capital Redemption Reserve	Debenture Redemption Reserve	Self Insurance Reserve	Contingency Reserve	Effective portion of cashflow Hedge			
Balance as at 1st April, 2019	208.87	1,220.60	172.20	1,891.88	12.87	-	203.17	(174.55)	3,535.04	-	3,535.04
Profit for the year	-	-	741.82	-	-	-	-	-	741.82	(35.33)	706.49
Add/(Less): Other comprehensive income for the year (Net of Tax)	-	-	(13.21)	-	-	-	-	141.14	127.93	(7.60)	120.33
(Less): Distribution on Unsecured perpetual Equity Instrument	-	-	(383.29)	-	-	-	-	-	(383.29)	-	(383.29)
Non- Controlling Interest on sale of Equity Shares of Subsidiary Companies						-			-	1,105.91	1,105.91
Add: Gain on sale of Equity Shares of Subsidiary Companies to non controlling Interest (Refer Note 58)	-	-	97.38	-	-	-	-	-	97.38	-	97.38
Add/ (Less): Transfer from Retained Earning to Contingency Reserve	-	-	(36.52)	-	-	-	37.37	-	0.85	(0.85)	-
Add / (Less): Transfer from Retained Earning to Debenture Redemption Reserve	-	-	(0.57)	-	0.57	-	-	-	-	-	-
Balance as at 31st March, 2020	**208.87**	**1,220.60**	**577.81**	**1,891.88**	**13.44**	**-**	**240.54**	**(33.41)**	**4,119.73**	**1,062.13**	**5,181.86**
Profit/(Loss) for the year	-	-	1,224.04	-	-	-	-	-	1,224.04	65.53	1,289.57
Add/(Less): Other comprehensive income for the year (Net of Tax)	-	-	21.31	-	-	-	-	(149.34)	(128.03)	(18.37)	(146.40)
(Less): Distribution on Unsecured perpetual Equity Instrument	-	-	(231.68)	-	-	-	-	-	(231.68)	-	(231.68)
Add: Transfer from Retained Earning on redemption of Optionally Convertible Redeemable Preference Shares	-	-	(544.65)	544.65	-	-	-	-	-	-	-
Add/ (Less): Transfer from Retained Earning to Contingency Reserve	-	-	(38.66)	-		-	44.37	-	5.71	(5.71)	-
Add /(Less): Appropriation to Self Insurance Reserve	-	(12.65)	-	-	-	12.65	-	-	-	-	-
Add/(Less): Transfer from Retained Earning to Debenture Redemption Reserve	-	-	1.16	-	(1.16)	-	-	-	-	-	-
Balance as at 31st March, 2021	**208.87**	**1,207.95**	**1,009.33**	**2,436.53**	**12.28**	**12.65**	**284.91**	**(182.75)**	**4,989.77**	**1,103.58**	**6,093.35**

See accompanying notes forming part of the consolidated financial statements

As per our attached report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration Number : 117366W/W-100018

MOHAMMED BENGALI
Partner
Membership No. 105828

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

Place : Mumbai
Date : 6th May, 2021

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

JALADHI SHUKLA
Company Secretary

Adani Transmission Limited

Place : Ahmedabad
Date : 6th May, 2021

1 **Corporate information**

Adani Transmission Limited ("The Company") is a public limited company incorporated and domiciled in India, It's ultimate holding entity is S. B. Adani Family Trust (SBAFT), having its registered office at 'Adani Corporate House', Shantigram, Near Vaishno Devi Circle, S.G.Highway, Khodiyar, Ahmedabad - 382421, Gujarat, India. The Company and its subsidiaries (together referred to as "the Group") is incorporated to carry on the business of establishing, commissioning, setting up, operating and maintaining electric power transmission systems and to peruse acquisition of available opportunity in power transmission systems/networks. The Group develops, owns and operates transmission lines across the States of Gujarat, Rajasthan, Bihar, Jharkhand, Uttar Pradesh, Maharashtra, Haryana, Chhattisgarh, Madhya Pradesh and West Bengal. The Group has entered in Generation and Distribution business in Mumbai through acquisition of Integrated Mumbai Power Business i.e. Business of Generation, Transmission and Distribution (GTD). The Group has entered in to new business opportunities through OPGW fibres on transmission lines with the ambition of expanding its telecom solutions to Telcos, Internet service providers and long distance communication operators .The commercialization of the network shall be done through leasing out spare capacities to potential communication players.

2 **Significant accounting policies**

2.1 **Statement of Compliance**

The Consolidated Financial Statements of the Group have been prepared in accordance with Indian Accounting Standards (IndAS) as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with section 133 of the Companies Act, 2013 ("the Act") (as amended from time to time).

2.2 **Basis of Preparation**

These consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

The Function currency of the group is Indian Rupee(INR). The Consolidated financial statements are presented in INR and all values are rounded to the nearest Crores (Transactions below ₹ 50,000.00 denoted as ₹ 0.00), unless otherwise indicated.

2.3 **Principles of consolidation**

The consolidated financial statements comprise the financial statements of the Company and subsidiaries as at March 31, 2021. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- has power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders:
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated Statement of Profit and Loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

DELOITTE HASKINS & SELLS LLP * CHARTERED ACCOUNTANTS *

Adani Transmission Limited *

The list of Companies included in consolidation, relationship with Adani Transmission Limited and it's shareholding therein is as under: The reporting date for all the entities is 31st March, 2021

Sr. No.	Name of Company	Country of Incorporation	Relationship	Shareholding as on 31st March 2021	Shareholding as on 31st March 2020
1	Adani Transmission (India) Limited (ATIL)	India	Subsidiary	100%	100%
2	Maharashtra Eastern Grid Power Transmission Co. Limited (MEGPTCL)	India	Subsidiary	100%	100%
3	Sipat Transmission Limited (STL)	India	Subsidiary	100%	100%
4	Raipur-Rajnandgaon-Warora Transmission Limited (RRWTL)	India	Subsidiary	100%	100%
5	Chhattisgarh-WR Transmission Limited (CWRTL)	India	Subsidiary	100%	100%
6	Adani Transmission (Rajasthan) Limited (ATRL)	India	Subsidiary	100%[1]	100%[1]
7	North Karanpura Transco Limited (NKTL)	India	Subsidiary	100%	100%
8	Maru Transmission Service Company Limited (MTSCL)	India	Subsidiary	100%	100%
9	Aravali Transmission Service Company Limited (ATSCL)	India	Subsidiary	100%	100%
10	Hadoti Power Transmission Service Limited (HPTSL)	India	Subsidiary	100%	100%
11	Barmer Power Transmission Service Limited (BPTSL)	India	Subsidiary	100%	100%
12	Thar Power Transmission Service Limited (TPTSL)	India	Subsidiary	100%	100%
13	Western Transco Power Limited (WTPL)	India	Subsidiary	100%	100%
14	Western Transmission (Gujarat) Limited (WTGL)	India	Subsidiary	100%	100%
15	Fatehgarh-Bhadla Transmission Limited (FBTL)	India	Subsidiary	100%	100%
16	Ghatampur Transmission Limited (GTL)	India	Subsidiary	100%	100%
17	Adani Electricity Mumbai Limited (AEML)	India	Subsidiary	74.90%	74.90%
18	AEML Infrastructure Limited (AEML Infra)	India	Subsidiary	100%	100%
19	OBRA-C Badaun Transmission Limited (OBTL)	India	Subsidiary	100%	100%
20	Adani Transmission Bikaner Sikar Private Limited (Formerly Known as KEC Bikaner Sikar Transmission Private Limited) (ATBSPL)	India	Subsidiary	100%[2]	100%[2]
21	WRSS XXI (A) Transco Limited (WRSS XXI (A))	India	Subsidiary	100%	100%
22	Bikaner Khetri Transco Limited (BKTL)	India	Subsidiary	100%	100%
23	Lakadia banaskantha Transco Limited (LBTL)	India	Subsidiary	100%	100%
24	Jamkhambhaliya Transco Limited (JKTL)	India	Subsidiary	100%	100%
25	Arasan Infra Private Limited (AIPL)	India	Subsidiary	100%	100%
26	Sunrays Infra Space Private Limited (SISPL)	India	Subsidiary	100%	100%
27	Power Distribution Services Limited (Formerly known as 'Adani Electricity Mumbai Services Limited')	India	Subsidiary	74.90%	74.90%
28	Adani Electricity Mumbai Infra Limited (100% subsidiary of AEML) (AEMIL)	India	Subsidiary	74.90%	74.90%
29	Khar Ghar Vikhroli Transmission Private Limited (KVTPL)	India	Subsidiary	100%	N.A.
30	Alipurduar Transmission Limited (ALTL)	India	Subsidiary	100%[3]	N.A.
31	AEML Seepz Limited (100% subsidiary of AEML)(ASL)	India	Subsidiary	100%	N.A.
32	Adani Transmission Step One Limited (ATSOL)	India	Subsidiary	100%	N.A.
33	Warora Kurnool Transmission Limited (WKTL)	India	Subsidiary	100%	N.A.

1. Adani Transmission (Rajasthan) Limited (ATRL) has entered into a contract (Transmission Service Agreement) with Rajasthan Rajya Vidyut Prasaran Nigam Limited (RRVPNL) providing for the issue and allotment of one non-transferable equity share of ATRL (the "Golden Share") in favour of the RRVPNL.

2. Adani Transmission Bikaner Sikar Private Limited (ATBSPL) has entered into a contract (Transmission Service Agreement) with Rajasthan Rajya Vidyut Prasaran Nigam Limited (RRVPNL) providing for the issue and allotment of one non-transferable equity share of ATBSPL (the "Golden Share") in favour of the RRVPNL.

3. During the year 2020-21, Adani Transmission Limited acquired 49% of paid-up equity capital of Alipurduar Transmission Limited (ALTL) with effect from 26th November, 2020 from Kalpataru Power Transmission Limited ("the Selling Shareholder") pursuant to Share Purchase Agreement ("SPA") date 5 July, 2020. Adani Transmission Limited has finalised purchase consideration for acquisition of entire stake in ALTL and has entered into a binding agreement with the Selling Shareholder to acquire remaining 51% paid-up equity capital of ALTL from the Selling Shareholder. Considering the rights available to the Group under the SPA, the Group has concluded that it controls ALTL, accordingly the Group has consolidated ALTL, for the year ended 31 March, 2021. Further the revenue and corresponding expenses of ALTL included in the consolidated financial results is from 26th November, 2020 to 31 March, 2021.

2.4 Summary of significant accounting policies

(a) Property, plant and equipment

Land and building held for use in the production or for administrative purposes are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Free hold land is not depreciated.

Property, plant and equipment are stated at original cost grossed up with the amount of tax / duty benefits availed, less accumulated depreciation and accumulated impairment losses, if any. Properties in the course of construction are carried at cost, less any recognised impairment losses. All costs, including borrowing costs incurred up to the date the asset is ready for its intended use, is capitalised along with respective asset. Capital work-in-progress is stated at cost, net of accumulated impairment loss, if any.

Fixtures equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised based on the cost of assets (other than land) less their residual values over their useful lives.

i) Depreciation on property, plant and equipment in respect of Mumbai Generation, Transmission and Distribution business except (ii) and (iii) of the Group covered under Part B of Schedule II of the Companies Act, 2013, has been provided on the straight line method at the rates using the methodology as notified by the regulator.

ii) For certain types of assets in respect of which useful life is not specified in MERC Multi Year Tariff Regulations ("MYT regulations"), useful life as prescribed under Schedule-II of Companies Act, 2013 is considered.

ii)In respect of assets (other than Dahanu Thermal Power Station-DTPS) which have been accounted at fair value, considering life as specified in MYT regulations, depreciation is provided on Straight Line Method (considering a salvage value of 5%) over their balance useful life. In respect of DTPS based on technical evaluation, the balance useful life has been determined as 15 years as on 01 April, 2018.

iii) In respect of assets other than (i) & (ii) above, Salvage value in respect of assets which have not been accounted at fair value has been considered at 10% except in respect of Furniture & Fixture, Vehicles, Office Equipment and Electrical Installations which has been considered at 5% and Computers & Software at Nil (Consequent to amendment in tariff regulations, the Company has changed the Salvage value of Computers from 5 % to Nil w.e.f. 01 April 2020).

Decapitalisation

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Estimated useful lives of assets are as follows:-

Type of Assets	Useful lives
Building	25-60 Years
Plant and Equipment (Except Meters & Batteries)*	3-35 Years
Plant and Equipment - Meters*	10 Years
Plant and Equipment - Batteries*	5 Years
Furniture and Fixtures	10-15 Years
Street Light	25 Years
Office Equipment	5-15 Years
Computer Equipment	3-6 Years
Vehicles	8-10 Years
Distribution Line / Transmission Cable	35 Years
Plant and Equipment, Building at DTPS	15 Years

* Consequent to amendment in tariff regulations, w.e.f. 01 April, 2020 AEML has changed the useful life (years) in respect of meters (from 25 to 10), batteries (from 25 to 5), Computers (from 3 to 6) and Substations put to use post 01 April, 2016 (Plant & Equipment) (from 25 to 35).

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(b) Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal.

In respect of Intangible Asset ("Assets") pertaining to Mumbai Generation, Transmission and Distribution business during the year with effect from 29th August, 2018, the group has accounted for such Assets at their respective fair values based on the valuation done by professional valuation firm. Subsequent additions to the assets after 29th August, 2018 are accounted for at cost.

In respect of Intangible Asset ("Assets") pertaining to Mumbai Generation, Transmission and Distribution business acquired from Reliance Infrastructure Limited under a Court sanctioned scheme of arrangement with an appointed date of 1 April, 2018, in line with the requirements of the Court Scheme, the Company has accounted for such Assets at their respective fair values as at April 01, 2018 based on valuation done by professional valuation firm.

Derecognition of Intangible assets.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognised in statement of profit and loss when the asset is derecognised.

Useful life

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible Assets with Indefinite lives are not amortised but are tested for impairment on annual basis.

Estimated useful lives of the intangible assets are as follows:

Type of Assets	Useful lives
Transmission License*	Indefinite
Computer Software	3-5 years

* Related to Mumbai distribution Business

(c) Intangible Assets Under Development - Software

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled are recognised as intangible assets where the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use;
- management intends to complete the software and use or sell it;
- there is an ability to use or sell the software;
- it can be demonstrated how the software will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

DELOITTE HASKINS & SELLS CHARTERED ACCOUNTANTS

Adani Transmission Limited

(d) Impairment of PPE and intangible assets other then Goodwill

PPE (including CWIP) and intangible assets with definite lives, are reviewed for impairment, whenever events or changes in circumstances indicate that their carrying values may not be recoverable. Intangible assets having indefinite useful lives are tested for impairment, at-least annually and whenever circumstances indicate that it may be impaired.

For the purpose of impairment testing, the recoverable amount (that is, higher of the fair value less costs to sell and the value-in-use) is determined on an individual asset basis, unless the asset does not generate cash flows that are largely independent of those from other assets, in which case the recoverable amount is determined at the cash generating unit ("CGU") level to which the said asset belongs. If such individual assets or CGU are considered to be impaired, the impairment to be recognised in the statement of profit and loss is measured by the amount by which the carrying value of the asset / CGU exceeds their estimated recoverable amount and allocated on pro-rata basis.

Impairment losses are reversed in the statement of profit and loss and the carrying value is increased to its revised recoverable amount provided that this amount does not exceed the carrying value that would have been determined had no impairment loss been recognised for the said asset / CGU in previous years.

(e) Current versus Non-Current Classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle; or
- Held primarily for the purpose of trading; or
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.
A liability is treated as current when:

- It is expected to be settled in normal operating cycle; or
- It is held primarily for the purpose of trading; or
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.
The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

(f) Cash & Cash Equivalents

Cash & cash equivalents comprises cash on hand, cash at bank and short term deposit with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. Cash & cash equivalents include balance with banks which are unrestricted for withdrawal and usage.
For the purpose of the statement of cash flows, cash & cash equivalents consists of cash at banks and short term deposits as defined above, as they are considered an integral part of the Group's cash management.

(g) Statement of Cash Flows

Cash flows are reported using the indirect method, where by profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

(h) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Group's entity are recognised at the proceeds received, net of direct issue costs.

(A) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.
All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

i) Classification of financial assets

a) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using the effective interest rate method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
On initial recognition, the Group makes an irrevocable election on an instrument-by-instrument basis to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments, other than equity investment which are held for trading. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

c) Financial assets at fair value through profit & loss (FVTPL)

All financial assets that do not meet the criteria for amortised cost are measured at FVTPL.

ii) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial assets and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and transaction costs and other premiums or discounts) through the expected life of the financial assets, or where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest is recognised on an effective interest basis for debt instruments other than those financial assets classified as at Fair Value through Profit and Loss (FVTPL). Interest income is recognised in profit or loss and is included in the "Other income" line item.

iii) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

- the right to receive cash flows from the asset have expired, or
- the Group has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its right to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

iv) Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables and other contractual rights to receive cash or other financial asset.Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. The Group estimates cash flows by considering all contractual terms of the financial instrument through the expected life of that financial instrument. The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on financial instruments has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that will results if default occurs within the 12 months after the reporting date and this, are not cash shortfalls that are predicted over the next 12 months. If the Group measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Group again measures the loss allowance based on 12-month expected credit losses. When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Group uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable recognition and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are expedient as permitted under Ind AS 109, this expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward looking information.

v) Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in Statement of Profit and Loss.

vi) Impairment of investments

The Group reviews its carrying value of investments carried at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted in the statement of profit and loss.

(B) Financial liabilities and equity instruments

i) Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

ii) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

iii) Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the Effective Interest Rate (EIR) amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

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iv) Financial liabilities at Fair Value through Profit or Loss (FVTPL)

A financial liability may be designated as at FVTPL upon initial recognition if:

such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;

the financial liability whose performance is evaluated on a fair value basis, in accordance with the Group's documented risk management;

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability.

v) Financial liabilities at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Trade and other payables are recognised at the transaction cost, which is its fair value, and subsequently measured at amortised cost.

vi) Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in 'Other income'.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL or amortisation cost, the foreign exchange component forms part of the fair value gains or losses and is recognised in the Statement of Profit and Loss.

vii) Derecognition of Financial Liability

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of Profit and Loss.

(C) Reclassification of financial assets and liabilities

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

(D) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(i) Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement:

In order to hedge its exposure to foreign exchange and interest rate risks, the Group enters into forward contracts, Principle only Swaps (POS) and other derivative financial instruments. The Group does not hold derivative financial instruments for speculative purposes.

Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to the statement of profit and loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to the statement of profit and loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

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For the purpose of hedge accounting, hedges are classified as:

To qualify for hedge accounting, the hedging relationship must meet all of the following requirements:

-there is an economic relationship between the hedged item and the hedging instrument

-the effect of credit risk does not dominate the value changes that result from that economic relationship

-the hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Company actually hedges and the quantity of the hedging instrument that the Company actually uses to hedge that quantity of hedged item.

• Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment.

• Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting.

The documentation includes the Group's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

(i) Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in the statement of profit and loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in statement of profit and loss.

Hedge accounting is discontinued when the Group revokes the hedge relationship, the hedging instrument or hedged item expires or is sold, terminated, or exercised or no longer meets the criteria for hedge accounting.

(ii) Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

Amounts recognised in OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

(j) Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on weighted average basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Cost of inventory includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Unserviceable/damaged stores and spares are identified and written down based on technical evaluation.

(k) (i) Business combinations and Goodwill

The Group accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognised in statement of profit and loss as incurred. The acquiree' s identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date.

If the initial accounting for a business combination is incomplete as at the reporting date in which the combination occurs, the identifiable assets and liabilities acquired in a business combination are measured at their provisional fair values at the date of acquisition. Subsequently adjustments to the provisional values are made within the measurement period, if new information is obtained about facts and circumstances that existed as of the acquisition date and, if known, would have resulted in the recognition of those assets and liabilities as of that date; otherwise the adjustments are recorded in the period in which they occur.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in other comprehensive income (OCI) and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

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(ii) Acquisition of Transmission SPVs classified as asset acquisitions

The Group acquires transmission SPVs' from third parties. The Purchase consideration primarily pertains to the fair value of the transmission assets. Transmission SPV's are with fixed tariff revenues under the Transmission Services Agreements (TSAs). The only key activity for these SPV's is the maintenance of the transmission assets which is or will be outsourced to third parties. There are no employees retained on acquisition and no other significant processes are performed for earning tariff revenues.

Based on evaluation of the above fact pattern vis-à-vis the guidance on definition of business under Ind AS and also keeping in view the relevant guidance on similar fact pattern available under accounting standards applicable in other jurisdictions, the management has classified the acquisition of transmission SPVs as asset acquisition.

(l) Foreign currencies

The functional currency of the Group is Indian Rupee ₹.

In preparing the financial statements of the Group, transactions in currencies other than the entity's functional currency are recognised at the rate of exchange prevailing on the date of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise except for:

(i) exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings; and

(ii) exchange differences on transactions entered into in order to hedge certain foreign currency risks (see note 48)

(m) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the financial asset or settle the financial liability takes place either:

(i) In the principal market for the asset or liability; or

(ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. Fair value measurement and / or disclosure purposes in these financial statements is determined on such a basis, except for measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

(i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

(ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;

(iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per The Group's accounting policies. For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(n) Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

i) Income from Transmission of Power:

- Revenue are recognised immediately when the service is provided. The Group collects the tax on behalf of the government and therefore, these are not economic benefits flowing to the Group. Hence they are excluded from revenue.
- Transmission income is accounted for based on tariff orders notified by respective regulatory authorities.
- The transmission system incentive / disincentive is accounted for based on certification of availability by respective Regional Power Committee.

- **Service concession arrangements (SCA) :**

With respect to SCA, revenue and costs are allocated between those relating to construction services and those relating to operation and maintenance services, and are accounted for separately. Consideration received or receivable is allocated by reference to the relative fair value of services delivered when the amounts are separately identifiable. The infrastructure used in a concession are classified as an intangible asset or a financial asset, depending on the nature of the payment entitlements established in the SCA. When the amount of consideration under the arrangement for the provision of public services is substantially fixed by a contract, the Group recognizes the consideration for construction services at its fair value as a financial asset and is classified as "financial asset under service concession arrangements". When the demand risk is with Group, then, to the extent that the Group has a right to charge the user of infrastructure facility, the Group recognizes the consideration for construction services at its fair value, as an intangible asset. The Group accounts for such intangible asset in accordance with the provisions of Ind AS 38. When the amount of consideration under the arrangement comprises -

- fixed charges based on Annual Capacity and
- variable charges based on Actual utilisation of capacity

then, the Group recognizes the consideration for construction services at its fair value, as the "financial asset under service concession arrangement" to the extent present value of fixed payment to be received discounted at incremental borrowing rate and the residual portion is recognized as an intangible asset.

(a) **Infrastructure is under project phase, the treatment of income is as follows:**

Revenues relating to construction contracts which are entered into with government authorities for the construction of the infrastructure necessary for the provision of services are measured at the fair value of the consideration received or receivable. Revenue from service concession arrangements is recognised based on the fair value of construction work performed at the reporting date.

(b) **Infrastructure is in operation, the treatment of income is as follows:**

Finance income over financial asset after consideration of fixed transmission charges is recognized using effective interest method. Variable transmission charges revenue is recognized in the period when the service is provided. Revenues relating to construction contracts which are entered into with government authorities for the construction of the infrastructure necessary for the provision of services are measured at the fair value of the consideration received or receivable. Revenue from service concession arrangements is recognised based on the fair value of construction work performed at the reporting date.

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(ii) Sale of Power - Distribution Business

Revenue from sale of power is recognised net of cash discount over time for each unit of electricity delivered at the pre determined rate.

(iii) Rendering of Services

Revenue from a contract to provide services is recognized over time based on output method where direct measurements of value to the customer based on survey's of performance completed to date. Revenue is recognised net of cash discount at a point in time at the contracted rate.

(iv) Amortisation of Service Line Contribution

Contributions by consumers towards items of property, plant and equipment, which require an obligation to provide electricity connectivity to the consumers, are recognised as a credit to deferred revenue. Such revenue is recognised over the useful life of the property, plant and equipment.

(v) Sale of Goods:

Revenue from sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the amount of revenue can be measured reliably; and
- it is probable that the economic benefits associated with the transaction will flow to the Group.
- There is no significant judgement involved while evaluating the timing as to when customers obtain control of promised goods and services.

(vi) Interest on Overdue Receivables / Delay Payment Charges

(i) Transmission business- Revenue in respect of delayed payment charges and interest on delayed payments leviable as per the relevant contracts are recognised on actual realisation or accrued based on an assessment of certainty of realization supported by either an acknowledgement from customers or on receipt of favourable order from regulator / authorities.

(ii) Distribution Business - Consumers are billed on a monthly basis and are given average credit period of 15 to 30 days for payment. No delayed payment charges ('DPC') / interest on arrears ('IOA') is charged for the initial 15-30 days from the date of invoice to customers. Thereafter, DPC / IOA is charged at the rate prescribed in the tariff order on the outstanding amount.

(o) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

Substantial time is defined as time required for commissioning of the assets considering industry benchmarks/MERC tariff regulations.

(p) Employee benefits

i) Defined benefit plans:

The Group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees through Group Gratuity Scheme of Life Insurance Corporation of India. The Group accounts for the liability for the gratuity benefits payable in future based on an independent actuarial valuation carried out using Projected Unit Credit Method considering discounting rate relevant to Government Securities at the Balance Sheet

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods. Past service costs are recognised in the statement of profit and loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring costs
- Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:
- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non routine settlements; and
- Net interest expense or income.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds. The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Defined benefit costs in the nature of current and past service cost and net interest expense or income are recognized in the statement of profit and loss in the period in which they occur. Actuarial gains and losses on remeasurement is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur and is reflected immediately in retained earnings and not reclassified to profit or loss. Past service cost is recognised in the Statement of Profit and Loss in the period of a plan amendment.

ii) Defined contribution plan:

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

iii) Compensated Absences:

Provision for Compensated Absences and its classifications between current and non-current liabilities are based on independent actuarial valuation. The actuarial valuation is done as per the projected unit credit method as at the reporting date.

iv) Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

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(q) Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Lease term is a non-cancellable period together with periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments to be paid over the lease term at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate. Subsequently, the lease liability is measured at amortised cost using the effective interest method.

(r) Taxation

Tax on Income comprises current tax and deferred tax. These are recognised in Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

i) Current tax

Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations for which applicable tax regulations are subject to interpretation and revises the provisions where appropriate.

ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction other than a business combination that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be
Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised. The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

Deferred tax assets are recognised for unused tax losses (excluding unabsorbed depreciation) to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Regulators tariff norms provide the recovery of Income Tax from the beneficiaries by way of grossing up the return on equity based on effective tax rate for the financial year shall be based on the actual tax paid during the year on the transmission income from certain subsidiaries . Accordingly, deferred tax liability provided during the year which is fully recoverable from beneficiaries and known as "deferred assets recoverable / adjustable". The same will be recovered when the related deferred tax liability forms a part of current tax.

(s) Earnings per share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Group by the weighted average number of equity shares outstanding during the period.
Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Group by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.
The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

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(t) Provisions, Contingent Liabilities and Contingent Assets.

i) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Present obligations arising under onerous contracts are recognised and measured as provisions with charge to statement of profit and loss. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract

ii) Contingent liability

A possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise are disclosed as contingent liability and not provided for. Such liability is not disclosed if the possibility of outflow of resources is remote.

iii) Contingent assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

Contingent assets are not recognised but disclosed only when an inflow of economic benefits is probable.

(u) Regulatory Deferral Account

The Group determines revenue gaps (i.e. surplus/shortfall in actual returns over returns entitled) in respect of its regulated operations in accordance with the provisions of Ind AS 114 "Regulatory Deferral Accounts" read with the Guidance Note on Rate Regulated Activities issued by ICAI and based on the principles laid down under the relevant Tariff Regulations/Tariff Orders notified by the Electricity Regulator and the actual or expected actions of the regulator under the applicable regulatory framework. Appropriate adjustments in respect of such revenue gaps are made in the regulatory deferral account of the respective year for the amounts which are reasonably determinable and no significant uncertainty exists in such determination. These adjustments/accruals representing revenue gaps are carried forward as Regulatory deferral accounts debit/credit balances (Regulatory Assets/Regulatory Liabilities) as the case may be in the financial statements, which would be recovered/refunded through future billing based on future tariff determination by the regulator in accordance with the electricity regulations

The Group presents separate line items in the balance sheet for:

i. the total of all regulatory deferral account debit balances; and

ii. the total of all regulatory deferral account credit balances.

A separate line item is presented in the Statement of Profit and Loss for the net movement in regulatory deferral account. Regulatory assets/ liabilities on deferred tax expense/income is presented separately in the tax expense line item

(v) Dividend distribution to equity shareholders

The Group recognises a liability to make dividend distributions to its equity holders when the distribution is authorised and the distribution is no longer at its discretion. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

In case of Interim Dividend, the liability is recognised on its declaration by the Board of Directors.

3 Significant accounting judgements, estimates and assumptions

Critical accounting judgements and key sources of estimation uncertainty

The application of the group accounting policies as described in Note 2, in the preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant.

The estimates and underlying assumptions are reviewed on an ongoing basis and any revisions thereto are recognized in the period in which they are revised or in the period of revision and future periods if the revision affects both the current and future periods. Actual results may differ from these estimates which could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

3.1 Property, plant and equipment:(PPE)

i) Service concession arrangements[1]

The Group has assessed applicability of Appendix C of Ind AS - 115 "Service Concession Arrangements" with respect to its transmission assets portfolio. In assessing the applicability, the Group have exercised judgement in relation to the provisions of the Electricity Act, 2003, transmission license and / or agreements etc.

ii) Depreciation rates, depreciation method and residual value of property, plant and equipment[1]

Depreciation is recognised based on the cost of assets (other than land) less their residual values over their useful lives.

i) Depreciation in respect of assets related to electricity transmission business covered under Part B of Schedule II of the Companies Act, 2013, has been provided on the straight line method at the rates using the methodology as notified by the respective regulators.

ii) In respect of other, depreciation on fixed assets is calculated on straight-line method (SLM) basis using the rates arrived on the basis on useful life as specified in Schedule II of the Companies Act, 2013.The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

iii) Impairment of property plant and equipment[2]

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

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3.2 Taxation:

Deferred tax assets[2]

Deferred tax assets are recognised for unused tax losses / credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Regulators tariff norms provide the recovery of Income Tax from the beneficiaries by way of grossing up the return on equity based on effective tax rate for the financial year shall be based on the actual tax paid during the year on the transmission income. Accordingly, deferred tax liability provided during the year which is fully recoverable from beneficiaries and known as "deferred assets recoverable / adjustable". The same will be recovered when the related deferred tax liability forms a part of current tax.

3.3 Fair value of Assets and liabilities acquired on business combination and Assets Acquisition are considered at fair value[2]. (Refer note 60)

3.4 Impairment of Goodwill and other intangible assets with indefinite life[2]

Goodwill and other intangible assets with indefinite life are tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash generating unit is less than its carrying amount based on a number of factors including operating results, business plans, future cash flows and economic conditions. The recoverable amount of cash generating units is determined based on higher of value-in-use and fair value less cost to sell. The goodwill impairment test is performed at the level of the cash-generating unit or groups of cash-generating units which are benefitting from the synergies of the acquisition and which represents the lowest level at which goodwill is monitored for internal management purposes.

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments. (Refer Note 2.4 (k)) & (Refer note 56)

3.5 Judgement to estimate the amount of provision required or to determine required disclosure related to litigation and claim against the Group[2] (Refer note 42)

3.6 Fair value measurement of financial instruments[2]

In estimating the fair value of financial assets and financial liabilities, the Group uses market observable data to the extent available. Where such Level 1 inputs are not available, the Group establishes appropriate valuation techniques and inputs to the model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed

3.7 Employee benefit plans:

Defined benefit plans and other long-term employee benefits[2]

The present value of obligations under defined benefit plan and other long term employment benefits is determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual development in the future. These include the determination of the discount rate, future salary escalations, attrition rate and mortality rates etc. Due to the complexities involved in the valuation and its long term nature, these obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Information about the various estimates and assumptions made in determining the present value of defined benefit obligations are disclosed in Note 53.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

3.8 Assessment of lease classification in respect of long term power purchase agreement.[1]

The Group had a 25 year long term Power Purchase Agreement (PPA) with Vidharbha Industries Power Limited (VIPL), wherein the Group has committed to purchase the entire output generated from VIPL's generating station located at Butibori. In terms of the PPA, the Group subject to a minimum guaranteed plant availability (determined on a yearly basis) is liable to pay subject to MERC approval a fixed monthly capacity charge and a variable charge towards the cost of fuel.VIPL was obligated to make the plant available for generation for a minimum period of time (determined on a yearly basis) and the option as regards the timing of availability was at the discretion of VIPL.

The Group on assessment of the above arrangement has concluded, that considering the Group does not have the right to direct the use of the asset , the above arrangement does not qualify to be lease under IND AS 116.

During the previous year the Company had terminated the above PPA due to non-performance of obligations under the PPA by VIPL, such termination has been upheld by MERC / Appellate Tribunal of Electricity ("ATE").

[1] **Critical accounting judgments**

[2] **Key sources of estimation uncertainties**

3.9 Acquisition of Transmission SPV's classified as Assets acquisitions

The Group acquires transmission SPVs' from third parties. The Purchase consideration primarily pertains to the fair value of the transmission assets. Transmission SPV's are with fixed tariff revenues under the Transmission Services Agreements (TSAs) for 35 years. The only key activity for these SPV's is the maintenance of the transmission assets which is or will be outsourced to third parties. There are no employees retained on acquisition and no other significant processes are performed for earning tariff revenues.

Based on evaluation of the above fact pattern vis-à-vis the guidance on definition of business under IND AS and also keeping in view the relevant guidance on similar fact pattern available under accounting standard applicable in other justifications, the management has classified the acquisition of Transmission SPV's as assets acquisition.

4 Standards issued but not effective /Impact of new and amended Ind As

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. In the current year, the below amendments to Ind ASs were effective for an annual period that begins on or after 1 April 2021 and the impact of the amendments on the financial statements is as under :

Impact of the initial application of new and amended Ind ASs that are effective for the current year

In the current year, the below amendments to Ind ASs were effective for an annual period that begins on or after 1 April, 2021 and the impact of the amendments on the financial statements is as under :

Covid-19-related Rent Concessions – Amendments to Ind AS 116

Group has benefited from certain waiver of lease payments on premises. The waiver of lease payments of Rs. 2.55 crores has been accounted for as a negative variable lease payment in profit or loss and the part of the lease liability that has been extinguished by the forgiveness of lease payments has been derecognised, consistent with the requirements of Ind AS 109:3.3.1.

Definition of a Business – Amendments to Ind AS 103

The amended definition of a business requires an acquisition to include an input and a substantive process that together significantly contribute to the ability to create outputs. The definition of the term 'outputs' is amended to focus on goods and services provided to customers, generating investment income and other income, and it excludes returns in the form of lower costs and other economic benefits. This amendment will likely result in more acquisitions being accounted for as asset acquisitions. The impact due to amendment in Ind AS 103 is disclosed in Note No. 60.

Definition of Material – Amendments to Ind AS 1 and Ind AS 8

Amendments have been made to Ind AS 1 Presentation of Financial Statements and Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors which use a consistent definition of materiality throughout Ind AS and the Conceptual Framework for Financial Reporting, clarify when information is material and incorporate some of the guidance in Ind AS 1 about immaterial information. In particular, the amendments clarify:

a)that the reference to obscuring information addresses situations in which the effect is similar to omitting or misstating that information, and that an entity

a. that the reference to obscuring information addresses situations in which the effect is similar to omitting or misstating that information, and that an entity assesses materiality in the context of the financial statements as a whole, and

b) the meaning of 'primary users of general purpose financial statements' to whom those financial statements are directed, by defining them as 'existing and potential investors, lenders and other creditors' that must rely on general purpose financial statements for much of the financial information they need.

The adoption of the amendment has not had any material impact on the disclosures or on the amounts reported in these financial statements.

Interest Rate Benchmark Reform – Amendments to Ind AS 107, Ind AS 109 and Ind AS 39

The amendments made to Ind AS 107 Financial Instruments: Disclosures and Ind AS 109 Financial Instruments provide certain reliefs in relation to interest rate benchmark reforms. The reliefs relate to hedge accounting and have the effect that the reforms should not generally cause hedge accounting to terminate. However, any hedge ineffectiveness should continue to be recorded in the income statement.

The Group has not taken the benefit of the amendment.

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5. Property, Plant and Equipment, Intangible Assets and Capital Work in Progress

5.1 Property, Plant and Equipment

(₹ in Crores)

Description of Assets	Tangible Assets												Intangible Assets		
	Land (Free hold)	Building	Plant and Equipment	Furniture and Fixtures	Office Equipment	Computer Equipment	Vehicles	Railway Slidings	Distribution System	Jetties	Electrical Installation	Total	Computer Software	Transmission License	Total
I. Gross Carrying Amount															
Balance as at 1st April, 2019	2,727.51	951.16	17,036.11	19.45	13.05	27.35	14.29	6.70	4,608.41	1.23	16.38	25,421.64	7.17	981.62	988.79
Additions	8.27	33.30	863.26	2.03	1.91	42.13	12.81	-	437.76	-	6.10	1,407.57	15.24	-	15.24
Disposals	(0.07)	-	(7.62)	-	(0.17)	(0.42)	(1.15)	-	-	-	(0.12)	(9.55)	-	-	-
Balance as at 31st March, 2020	2,735.71	984.46	17,891.75	21.48	14.79	69.06	25.95	6.70	5,046.17	1.23	22.36	26,819.66	22.41	981.62	1,004.03
Additions	18.84	39.51	1,279.17	1.73	9.03	34.93	15.26	-	633.38	0.05	4.93	2,036.83	21.65	-	21.65
Disposals	-	-	(5.59)	-	(0.07)	(0.00)	(1.58)	-	-	-	(0.07)	(7.31)	-	-	-
Acquisitions of subsidiaries (Refer Note 60)	9.20	4.24	1,309.16	0.01	0.05	-	-	-	-	-	-	1,322.66			-
Balance as at 31st March, 2021	2,763.75	1,028.21	20,474.49	23.22	23.80	103.99	39.63	6.70	5,679.55	1.28	27.22	30,171.84	44.06	981.62	1,025.68
II. Accumulated depreciation															
Balance as at 1st April, 2019	-	31.64	2,430.22	3.30	3.51	10.00	2.15	0.26	100.69	0.05	3.18	2,585.00	3.57	-	3.57
Depreciation and Amortisation Expense	-	35.10	892.89	2.76	2.45	11.09	2.10	0.41	187.54	0.07	2.47	1,136.88	5.59	-	5.59
Eliminated on disposal of assets	-	-	(0.96)	-	(0.18)	(0.38)	(0.30)	-	-	-	(0.10)	(1.92)	-	-	-
Balance as at 31st March, 2020	-	66.74	3,322.15	6.06	5.78	20.71	3.95	0.67	288.23	0.12	5.55	3,719.96	9.16	-	9.16
Depreciation and Amortisation Expense	-	36.60	1,007.40	2.77	2.83	11.20	3.71	0.41	222.37	0.08	3.09	1,290.46	7.21	-	7.21
Eliminated on disposal of assets	-	-	(4.09)	-	(0.03)	-	(0.65)	-	-	-	(0.07)	(4.84)	-	-	-
Balance as at 31st March, 2021	-	103.34	4,325.46	8.83	8.58	31.91	7.01	1.08	510.60	0.20	8.57	5,005.58	16.37	-	16.37

(₹ in Crores)

Description of Assets	Tangible Assets												Intangible Assets		
	Land (Free hold)	Building	Plant and Equipment	Furniture and Fixtures	Office Equipment	Computer Equipment	Vehicles	Railway Slidings	Distribution System	Jetties	Electrical Installation	Total	Computer Software	Transmission License	Total
Net Carrying Value :															
As at 31st March, 2020	2,735.71	917.72	14,569.60	15.42	9.01	48.35	22.00	6.03	4,757.94	1.11	16.81	23,099.70	13.25	981.62	994.87
As at 31st March, 2021	2,763.75	924.87	16,149.03	14.39	15.22	72.08	32.62	5.62	5,168.95	1.08	18.65	25,166.26	27.69	981.62	1,009.31

Notes:

(i) The above Intangible Assets are other than internally generated Intangible Assets

(ii) Transmission License was acquired as a part of the business acquisition. The license is valid for 25 years from 16th August 2011 to 15th August, 2036. The license may be further extended at minimal cost, considering similar extensions have happened in the past. Based on an analysis of all of the relevant factors, the license is considered by the company as having an indefinite useful life, as there is no foreseeable limit to the period over which the transmission business related assets are expected to generate net cash inflows for the company.

iii) In respect of ATIL, the title deeds in respect of certain land and Buildings aggregating to cost of ₹ 64.45 Crores are in the erstwhile names of "Adani Power Limited" from which the transmission business was demerged into ATIL. Post demerger, the Company is in process of transferring the same in the name of the Company.
(iv) In respect of AEML, the title deeds in respect of land and certain residential properties are either in the erstwhile names viz: "Bombay Suburban Electric Supply Limited" / "Reliance Infrastructure Limited" . AEML is in process of transferring the same in the name of the Company.
For charge created on aforesaid assets, refer note 22.

5.2 Capital Work-In-Progress

(₹ in Crores)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Opening balance	2,208.96	694.06
Expenditure incurred during the year	3,719.38	2,761.12
Employee benefit expenses capitalised	17.17	32.20
Borrowing cost capitalised	189.51	44.75
Other expenses capitalised	341.35	59.36
Addition due to Acquisitions of subsidiaries (refer note 60)	821.84	40.28
Less: Capitalised during the year	(2,058.48)	(1,422.81)
Closing Balance	5,239.73	2,208.96

For charge created on aforesaid assets, refer note 22.

5.3 Right of Use Assets

(₹ in Crores)

Particulars	Transition due to IND AS 116	Additions for the year ended March 31, 2020	Disposal for the year ended March 31, 2020	Depreciation for the year ended March 31, 2020	Net carrying amount as at March 31, 2020	Additions for the year ended March 31, 2021	Disposal for the year ended March 31, 2021	Acquisition	Depreciation for the year ended March 31, 2021	Net carrying amount as at March 31, 2021
Leasehold Land	97.44	1.58	-	5.78	93.24	0.86	-	-	5.93	88.17
Buildings	64.37	90.66	(25.12)	23.97	105.94	14.14	(4.78)	0.05	23.10	92.25
Way Leave Rights	8.41	31.75	-	1.80	38.36	-	-	-	1.81	36.55
Computer Equipment	-	-	-	-	-	1.55	-	-	0.37	1.18
Total	170.22	123.99	(25.12)	31.55	237.54	16.55	(4.78)	0.05	31.21	218.15

In respect of ATIL,the title deeds in respect of certain land and Buildings are in the erstwhile name: "Adani Power Limited" from which the transmission business was demerged into the Company. Post demerger, the Company is in process of transferring the same in the name of the Company.

5.4 Depreciation and Amortisation Expenses

(₹ in Crores)

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
Depreciation on Tangible Assets	1,290.46	1,136.88
Amortisation of Intangible Assets	7.21	5.59
Amortisation of Right of Use	31.21	31.55
Total	1,328.88	1,174.02

(i) Consequent to amendment in tariff regulations, w.e.f. 01 April, 2020, Group has changed the useful life in respect of batteries and meters and accordingly depreciation for year ended is higher by ₹ 81.19 crores.
Further in line with the tariff regulations, w.e.f. 01 April, 2020, the Group has changed the useful life in respect to certain Plant & Machinery and IT Equipment, accordingly depreciation for the year ended is lower by ₹ 13.40 crores.

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6 **Investments**

		Face Value	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Non-Current investments				
Investment in Government or Trust Securities at amortised cost				
Contingency Reserve Investment (Quoted)	**No of Securities**	**Face Value of ₹ unless otherwise specified**		
7.16% Central Government of India - 2050	1,87,50,000 (Nil)	100 (Nil)	202.07	-
9.23% Central Government of India - 2043	13,65,000 (Nil)	100 (Nil)	17.75	-
8.17% Central Government of India 2044	30,00,000 (Nil)	100 (Nil)	35.58	-
8.13% Central Government of India 2045	10,00,000 (Nil)	100 (Nil)	11.78	-
8.97% Central Government of India 2030	5,000 (Nil)	100 (Nil)	0.06	-
		Total	**267.24**	-
Aggregate book value of Quoted Investments			267.24	-
Aggregate market value of Quoted Investments			259.90	-

7 **Loans- At Amortised Cost**

		As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Housing loans to employee against Hypothecation of the property (Secured, considered good)		25.96	31.37
Loan to employees (Unsecured, considered good)		7.86	7.54
Inter Corporate Deposit given to related party (Unsecured, considered good)		1,040.00	-
	Total	**1,073.82**	**38.91**

8 **Non-current Financial Assets- Others**

		As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Fixed Deposits with maturity over 12 months *		483.18	59.75
Advance for Business Acquisition		-	17.21
Financial Asset Under Service Concession Arrangement (SCA)		1,130.43	1,196.20
Unbilled Revenue		159.14	-
Derivative instruments designated in hedge accounting relationship		242.53	998.30
Security deposit - Considered Good		20.88	30.76
Security deposit -Considered doubtful		1.05	1.05
Balances held as Margin Money or security against borrowings		874.47	0.19
	Total	**2,911.68**	**2,303.46**
Less : Provision For Doubtful Deposits		(1.05)	(1.05)
	Total	**2,910.63**	**2,302.41**

* Represents deposits Amount to ₹ 477.99 crores (PY ₹ 59.75 crores) towards Debt Service Reserve Account (DSRA) and Capex Reserve Account (CRA)

9 **Income Tax Assets (Net)**

		As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Income Tax Assets (Net)		63.07	37.31
	Total	**63.07**	**37.31**

10 **Other Non-current Assets**

		As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Advance to Employees		2.34	-
Capital advances			
Considered Good *		702.88	632.95
Considered Doubtful		0.96	1.39
		703.84	634.34
Less : Expected Credit Loss on Capital Advances		-	1.39
		703.84	632.95
Prepaid Expenses		2.72	2.91
Deferred Assets (recoverable) / adjustable		968.74	874.83
	Total	**1,677.64**	**1,510.69**

* Includes capital advance of ₹ 271.00 crores given in September 2019 to Sunbourne Developers Private Limited (SDPL) (related party) towards identified property in BKC area of Mumbai. SDPL is in process of completing certain legal formalities post completion it would transfer legal title to the AEML.

11 **Inventories**

(At lower of Cost and Net Realisable Value)		As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Fuel		128.06	332.83
Fuel -in Transit		19.06	87.19
Stores & spares		86.59	121.15
	Total	**233.71**	**541.17**

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12 Current Financial Assets - Investments

	Face Value of ₹ unless otherwise specified	No of Units*	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Investment in Mutual Funds units at FVTPL (Unquoted)				
Contingency Reserve Investments				
SBI Liquid Fund Direct Growth Plan	1000	- (5,95,254)	-	185.07
SBI Premier Liquid Fund - Direct Growth Plan	1000	- (1,43,513.49)	-	44.62
Other Investments				
Birla Sun Life Cash Plus - Growth-Direct Plan	100	- (41,078.07)	-	1.31
Nippon India Liquid Fund Direct Growth Plan	1000	2,045.12 (1,41,593.37)	1.03	68.68
Nippon India Overnight Fund -Direct Growth	1000	15,60,596.02 (-)	17.24	-
ICICI Prudential Overnight Fund Direct Plan	100	14,15,818.09 (12,01,911.06)	15.71	12.95
Kotak Liquid Fund - Direct Growth Plan	1000	46,94,22.56 (-)	51.54	-
HDFC Overnight Fund- Direct plan-Growth Option	1000	15,709.09 (-)	4.80	-
Aditya Birla Overnight Fund Growth -DirectPlan	1000	732.30 (-)	0.08	-
SBI Overnight Fund Direct Growth	1000	79,426.51 (-)	26.62	-
Edelweiss Overnight Fund Direct Plan Growth	1000	11893.46 (-)	1.27	-
UTI Overnight Fund-Direct Growth Plan	1000	104953.44 (-)	29.57	-
Axis Overnight Fund Direct Growth	1000	2,15,332.72 (-)	23.43	-
ICICI Prudential Liquid Fund - Direct Growth Plan	100	114648.08 (1,301.26)	3.50	0.04
		Total	**174.79**	**312.67**

* Previous year units are in bracket		
Aggregate Carrying value of unquoted investments	174.79	312.67
Aggregate market value of unquoted investments	174.79	312.67

13 Trade Receivables

(Unsecured otherwise stated)	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Unsecured, considered good	1,013.54	1,000.26
Credit Impaired	11.00	77.46
	1,024.54	**1,077.72**
Less : Expected Credit Loss	(11.00)	(77.46)
Total	**1,013.54**	**1,000.26**

Age of receivables	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Within the Credit Period	594.19	637.64
Beyond Credit Period	419.35	362.62
	1,013.54	**1,000.26**

Movement in the allowance for doubtful trade receivables	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Balance at the beginning of the year	77.46	29.50
Add/(Less) : Provision made / (Written off) during the year (net of recoveries)	(66.46)	47.96
Balance at the end of the year	**11.00**	**77.46**

(i) The Group holds security deposit amounting to ₹ 474.80 crores (PY - ₹ 469.72 crores)in respect of trade receivable of Distribution business.
(ii) The average credit period for the Group's receivables from its distribution business is in the range of 15 to 30 days. No interest or delayed payment is charged on trade receivables till the due date. Thereafter, one time delayed payment charges at the rate of 1.25% & interest after 30 / 60 days from bill date is charged in the range of 12% to 15% per annum.
(iii) The average credit period for the Group's receivables from its Transmission business is in the range of 30 to 60 days. No interest or delayed payment is charged on trade receivables till the due date. Thereafter, one time delayed payment charges at the rate of 1.25% & interest after 30 / 60 days from bill date is charged in the range of 12% to 15% per annum. For Transmission business, regulator approved tariff is receivable from long-term transmission customers (LTTCs) that are highly rated companies or government parties. Counterparty credit risk with respect to these receivables is very minimal.

(iv) The Group considers for impairment its receivables from customers in its of Distribution business. The risk of recovery in these businesses is reduced to the extent of security deposits already collected and held as collateral. Balance amount receivable over and above the deposit is assessed for expected credit loss allowances. The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experienced and adjusted for forward- looking information. The expected credit loss allowance is based on ageing of the days the receivables are due.
(v) Above trade receivables are pledged as security with the Lenders against borrowings. (Refer note 22)
(vi) The concentration of credit risk is very limited due to the fact that the large customers are mainly government bodies / departments and remaining customer base is large and widely dispersed and secured with security deposit.

14 Cash and Cash Equivalents

	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Balances with banks		
In current accounts	175.71	920.33
Fixed Deposits (with original maturity for three months or less)	60.60	306.05
Cheque / Draft on Hand	24.97	6.19
Cash on Hand	2.40	0.42
Total	**263.68**	**1,232.99**

For charge created on aforesaid assets, refer note 22.

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15 Bank Balance other than Cash and Cash Equivalents

	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Balances held as Margin Money	970.84	688.85
Fixed Deposits (with original maturity for more than three months) (Lodged against Bank guarantees and Debt service reserve account)	49.80	375.00
Fixed Deposit (with original maturity of more than 3 months and less than 12 months	5.59	-
Total	1,026.23	1,063.85

For charge created on aforesaid assets, refer note 22.

16 Current Financial Assets - Loans

(At Amortised Cost)	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Housing loans to employee against Hypothecation of the property (Secured, considered good)	3.74	4.82
Loans to employees - Unsecured considered good	3.44	3.58
Loans to Related Party Unsecured considered good (Refer note 44)	-	1,623.00
Loans to Others (Unsecured, considered good)	17.25	777.88
Total	24.43	2,409.28

17 Current Financial Assets- Others

	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Interest receivable	10.09	44.47
Unbilled Revenue	1,266.29	1,105.97
Financial Asset Under Service Concession Arrangement (SCA)	88.84	92.26
Security deposit	18.75	1.37
Derivative instruments designated in hedge accounting relationship	0.08	299.24
Other Receivables	10.54	-
Total	1,394.59	1,543.31

18 Other Current Assets

	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Advance to Suppliers	370.27	293.33
Balances with Government authorities	17.09	12.42
Prepaid Expenses	35.79	19.53
Advance to Employees	5.87	8.89
Total	429.02	334.17

19 Equity Share Capital

	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Authorised Share Capital		
1,50,00,00,000 (As at 31st March 2020-1,50,00,00,000) equity shares of ₹ 10 each	1,500.00	1,500.00
Total	1,500.00	1,500.00
Issued, Subscribed and Fully paid-up equity shares		
109,98,10,083 (As at 31st March 2020- 109,98,10,083) fully paid up equity shares of ₹ 10 each	1,099.81	1,099.81
Total	1,099.81	1,099.81

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity Shares	As at 31st March, 2021		As at 31st March, 2020	
	No. Shares	(₹ in Crores)	No. Shares	(₹ in Crores)
At the beginning of the Year	1,09,98,10,083	1,099.81	1,09,98,10,083	1,099.81
Outstanding at the end of the year	1,09,98,10,083	1,099.81	1,09,98,10,083	1,099.81

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend if proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Aggregate Number of shares issued other than cash, during the period of five years immediately preceding the reporting date:

Particulars	As at 31st March, 2021 No. Shares	As at 31st March, 2020 No. Shares
Company has issued and allotted fully paid up equity shares of ₹ 10 each, to the equity shareholders of Adani Enterprise Limited ("AEL") pursuant to the Composite Scheme of Arrangement during F.Y. 2015-16	1,09,98,10,083	1,09,98,10,083

d. Details of shareholders holding more than 5% shares in the Company

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	No. Shares	% holding in the class	No. Shares	% holding in the class
Equity shares of ₹ 10 each fully paid				
Mr. Gautam S. Adani / Mr. Rajesh S. Adani (On the behalf of S.B. Adani Family Trust)	62,11,97,910	56.48%	62,11,97,910	56.48%
Adani Tradeline LLP (Formerly known as Parsa Kente Rail Infra LLP)	9,94,91,719	9.05%	9,94,91,719	9.05%
Total	72,06,89,629	65.53%	72,06,89,629	65.53%

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20 Unsecured Perpetual Equity Instrument

	As at 31st March, 2021 (₹ In Crores)	As at 31st March, 2020 (₹ In Crores)
Opening Balance	3,279.42	3,408.03
Add: Availed during the year	-	700.00
(Less): Repaid during the year	(680.00)	(1,209.62)
Add: Distribution on Unsecured Perpetual Equity Instrument (Net of Tax)	230.28	381.01
Closing Balance	**2,829.70**	**3,279.42**

Adani Transmission Limited (Parent Company) has issued Unsecured Perpetual Equity Instrument (the "Instrument") to Adani Infra (India) Limited. These Instrument are perpetual in nature with no maturity or redemption and are callable only at the option of the Parent company. The distribution on part of these Instrument i.e ₹ 2,129.70 Crores (As at 31.03.2020: ₹ 2,579.42 Crores) outstanding as at March 31, 2021 are fixed at coupon rate of 11.80% p.a. compounded annually and for remaining amount i.e. ₹ 700 Crores (As at 31.03.2020: ₹ 700 Crores) outstanding as at March 31, 2021 are without any coupon rate. The obligation of the Parent company to repay the outstanding amounts shall rank on a parri passu basis with the obligations of the Parent company to make payments/distributions in relation to any parity securities issued/ to be issued by the Parent company and be senior to the obligations of the Parent company to make payments/distributions in relation to preference and equity share capital and any other securities at par with preference and equity share capital of the Parent Company.

As this Instrument are perpetual in nature and ranked senior only to the Share Capital of the Parent Company and the Parent company does not have any redemption obligation, these are considered to be in the nature of equity instruments.

21 Other Equity

		As at 31st March, 2021 (₹ In Crores)	As at 31st March, 2020 (₹ In Crores)
a. Capital Reserve (Refer note (i) below)			
Opening Balance		208.87	208.87
Add : Addition during the year		-	-
Closing Balance	**Total (a)**	**208.87**	**208.87**
b. Effective portion of cashflow Hedge (Refer note (ii) below)			
Opening Balance		(33.41)	(174.55)
Effective portion of cash flow hedge for the year		(149.34)	141.14
Closing Balance	**Total (b)**	**(182.75)**	**(33.41)**
c. General Reserve (Refer note (iii) below)			
Opening Balance		1,220.60	1,220.60
Less: Appropriation to Self Insurance Reserve		(12.65)	
Closing Balance	**Total (c)**	**1,207.95**	**1,220.60**
d. Capital Redemption Reserve (Refer note (iv) below)			
Opening Balance		1,891.88	1,891.88
Add: Transfer from Retained Earning on redemption of Optionally Convertible Redeemable Preference Shares		544.65	-
Closing Balance	**Total (d)**	**2,436.53**	**1,891.88**
e. Debenture Redemption Reserve (Refer note (v) below)			
Opening Balance		13.44	12.87
Transfer from/(to) Retained Earning		(1.16)	0.57
Closing Balance	**Total (e)**	**12.28**	**13.44**
f. Contingency Reserve (Refer note (vi) below)			
Opening Balance		240.54	203.17
Addition during the year		44.37	37.37
Closing Balance	**Total (f)**	**284.91**	**240.54**
g. Self Insurance Reserve (Refer note (vii) below)			
Opening Balance		-	-
Addition during the year		12.65	-
Closing Balance	**Total (g)**	**12.65**	-
h. Surplus in the Statement of Profit and Loss (Refer note (viii) below)			
Opening Balance		577.81	172.20
Add : Profit for the year		1,224.04	741.82
(Less): Other comprehensive income arising from remeasurement of Defined Benefit Plans		21.31	(13.21)
(Less): Distribution on Unsecured Perpetual Equity Instrument		(231.68)	(383.29)
(Less): Transfer to Contingency reserve		(38.66)	(36.52)
(Less): Transfer to Debenture Redemption Reserve		1.16	(0.57)
Add: Gain on sale of Equity Shares of Subsidiary Companies to non controlling interest (Refer note 58)		-	97.38
Less: Transfer from Retained Earning to Capital Redemption Reserve (CRR) on redemption of optionally convertible redeemable Preference Shares		(544.65)	-
	Total (h)	**1,009.33**	**577.81**
	Total (a+b+c+d+e+f+g+h)	**4,989.77**	**4,119.73**

Notes :

i) It has been created on acquisition of subsidiary companies.

ii)The cash flow hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognised and accumulated under the heading of cash flow hedging reserve will be reclassified to profit or loss only when the hedged transaction affects the profit or loss, or included as a basis adjustment to the non-financial hedged item.

iii) It has been created pursuant to the demerger of transmission undertaking of Adani Enterprises Limited into the company. The general reserve is used from time to time to transfer profit from retained earnings for apportion purposes.

iv) Under the provisions of Section 55 of the Companies Act, 2013 where the redemption of preference shares is out of profits, an amount equal to nominal value of shares redeemed is to be transferred to a reserve called 'capital redemption reserve'

v) The Company has issued redeemable non-convertible debentures. Accordingly, the Companies (Share capital and Debentures) Rules, 2014 (as amended), require the company to create DRR out of profits of the company available for payment of dividend. The DRR is created over the life of debentures out of retained earnings.

vi) As per the provisions of MERC MYT Regulations read with Tariff orders passed by MERC, the Group being a Distribution and Transmission Licensee, makes an appropriation to the Contingency Reserve fund to meet with certain exigencies. Investments in Bonds issued by Government of India and Mutual Funds have been made against such reserve.

vii) The company has decided that insurance of the transmission lines of subsidiary companies would be through the self-insurance to mitigate the loss of assets hence a reserve has been created in current year. The insurance of sub stations of subsidiary companies are covered through insurance companies under all risk policy.

viii) Retained earnings (in the event of availability of profits) represents the amount that can be distributed by the Company as dividends considering the requirements of the Companies' Act, 2013. No dividend are distributed during the year by the Company.

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22 Non current Financial Liabilities - Borrowings

	Non-current		Current	
	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Secured				
Bonds				
5.20% US private Placement	2,722.83	2,909.97	84.74	87.92
4.25% USD Bonds	3,284.50	3,625.18	216.84	129.90
3.949% USD Bonds	7,235.63	7,488.22	-	-
4.00% USD Bonds	3,606.14	3,725.85	-	-
Term Loans				
From Banks				
Rupee loan	1,436.30	550.89	803.38	84.60
Foreign currency loan	1,339.64	687.72	5.98	11.06
From Financial Institutions	1,813.69	1,019.33	63.57	20.38
Trade Credits & Buyers Credit				
From Banks	232.25	65.21	-	-
Non Convertible Debentures				
8.46% Non Convertible Debenture	110.86	122.06	11.19	11.51
9.35% Non Convertible Debenture	-	-	-	164.94
9.85% Non Convertible Debenture	-	-	-	209.96
Unsecured				
Shareholders Affiliated Debts (Refer note 58 C)	2,026.97	2,095.22	-	-
Total	**23,808.81**	**22,289.65**	**1,185.70**	**720.27**
Amount disclosed under the head "Other current financial liabilities" (Refer Note: 30)	-	-	(1,185.70)	(720.27)
Net amount	**23,808.81**	**22,289.65**	-	-

Notes

<table>
<tr><th>Borrowings</th><th>Security</th><th>Terms of Repayment</th></tr>
<tr><td>4.25% 500 Million USD Bonds</td><td rowspan="4">4.00% USD Bonds, 4.25% USD Bonds and Non-Convertible Debentures are secured by way of first ranking pari passu charge in favour of the Security trustee (for the benefit of the Bond/Debenture holders):
(a) Mortgage of land situated at Sanand.
(b) Hypothecation of all the assets (movable and immovable) including current assets of the Company.
(c) Pledge over 100% equity shares of Adani Transmission (India) Limited (ATIL) and Maharashtra Eastern Grid Power Transmission Company Limited (MEGPTCL), both are wholly owned subsidiaries of the company.
(d) accounts and receivables of ATIL and MEGPTCL and also the operating cash flows, book debts, loans and advances, commissions, dividends, interest income, revenues present and future of ATIL and MEGPTCL.</td><td>USD Bonds aggregating to ₹ 3,527.56 Crores (31st March, 2020- ₹ 3,783.25 Crores) are redeemable by Half yearly payment starting from May 2020 to May 2036.</td></tr>
<tr><td>4.00% 500 Million USD Bonds</td><td>USD Bonds aggregating to ₹ 3,655.50 Crores (31st March, 2020- ₹ 3,725.85 Crores) are redeemable by bullet payment in FY 2026.</td></tr>
<tr><td>Non Convertible Debentures (NCD)</td><td>INR NCDs (Non Convertible Debentures) aggregating to ₹ Nil (31st March, 2020 - ₹ 374.90 Crores) are redeemable at different maturities in FY 2020.</td></tr>
<tr><td>Non Convertible Debentures (NCD)</td><td>NCD aggregating to ₹ 122.84 Crores (as at 31st March, 2020 - ₹ 134.41 Crores) having an interest rate of 8.46% which is governed by NCD agreement and redeemable in quarterly basis starting from FY 2018-19 to FY 2033-34.</td></tr>
<tr><td>3.949% USD Bonds</td><td rowspan="3">a) a first pari passu mortgage over certain Identified Immovable Properties;
b) a first pari passu charge on the movable assets of the Project (both present and future);
c) a first pari passu charge on all book debts, operating cash flows, receivables (excluding Past Period Regulatory Assets, monies in the Debenture Liquidity Account and the post distribution cash flows), commissions or revenues whatsoever arising out of the Project (both present and future);
d) a first pari passu charge on the Accounts under the Project Accounts Deed (except the Excluded Accounts (which means the AEML PPRA Account, the Debenture Liquidity Account, each of the AEML Post Distribution Cash Flow Accounts; any accounts opened for the purpose of managing any Excluded Cash Flows; and the AEML Distributions Account)) and amounts lying to the credit of such Accounts (both present and future);
e) a first pari passu assignment in relation to Transmission License and Distribution License, subject to approval from the MERC;
f) a pledge over 100% of the entire paid up equity and preference share capital of the Company;
g) a non-disposal undertaking over immovable properties other than certain identified immoveable properties;
h) a non-disposal undertaking over the immoveable and moveable assets (including all book debts, operating cash flows, receivables, commissions or revenues whatsoever) of the Service Company (both present and future); and
i) a non-disposal undertaking over 100% of the equity and preference share capital of the Service Company.
In addition to the aforesaid, the Collateral shall also include such security interest as may be required to be created by other group entities of the Issuer in the future, and such collateral may be shared in the same manner as aforementioned with other lenders of the Company, and such future obligors.
Ranking of Security
The Collateral will be a first charge ranking pari passu among the debt security holders, without any preference or priority and shall rank pari passu with all the senior secured debt of the Company in accordance with the Senior Secured Note Documents.</td><td>3.949% Bond amounting to ₹ 7,235.63 crores (31st March, 2020 ₹ 7,488.22 crores) is repayable by way of bullet payment in February 2030 with an obligation to prepay the debt on occurrence of certain events. The Group can voluntarily prepay the Bond on payment of premium.</td></tr>
<tr><td>Term Loans from Banks - 2.99938% (3.9466%)</td><td>3.9466% Term Loan from Banks amounting to ₹ 1,248.77 Crores (31st March, 2020 ₹ 500.59 crores) By way of bullet payment with an obligation to prepay the debt on occurrence of certain events. The Company can voluntarily prepay the Term Loan either in full or part.
The Future annual repayment obligations on principal amount are as under:-
a) 1 Instalment amounting to ₹ 511.77 crores in FY23 (31 March, 2020 ₹ 529.66 crores)
b) 2 Instalment of amounting to ₹ 767.65 crores in FY23 (31 March, 2020 ₹ Nil)
Impact of recognition of borrowings at amortised cost using effective interest method is ₹ (30.65) crores [31 March 2020 is ₹ (29.07) crores]</td></tr>
<tr><td>8.50% Rupee Term Loans from Banks</td><td>8.50% Rupee term loan amounting to ₹ 66.67 Crores (31st March, 2020 - ₹ 100 Crores) from Banks are repayable by way of three equal annual instalments of ₹ 33.33 Crores staring from March 2021.</td></tr>
</table>

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6.3645% Shareholders Affiliated Debts	(i) First-ranking fixed charge over all its present and future right, title, benefit and interest in the Excluded Loan Accounts (ii) First-ranking floating charge over all of its present and future right, title, benefit and interest in the equity distribution account	Shareholders Affiliated Debts are repayable commencing from February 2027 through February 2040 with an obligation to prepay the debt on occurrence of certain events. The Company can voluntarily prepay the debt on payment of premium.
Rupee Term Loans aggregating , Foreign Currency Loans, Rupee Term Loan from Financial Institution and Letter of credits/Buyers Credit	Availed by the Group from various banks and financial institutions are secured by a pari passu charge on all present and future movable and immovable assets, receivables, project documentation, cash flows, licences, insurance contracts and approval. Respective companies shares are pledged.	**(A) Letter of credits & Buyers Credit** (Foreign and Inland) from bank of ₹ 584.64 Crores (31st March, 2020 - ₹ 65.21 Crores) carry interest rates ranging from 8.15% to 8.75% p.a. and (a) ₹ 40.39 Crores will be converted in to Rupee term loan as per the terms on the day of maturity or will be repaid and (b) ₹ 24.82 Crores will be converted in to Rupee term loan as per the terms on the day of maturity or will be repaid and the repayment of RTL will start from Mar-2022 ends on Mar 2041. **(B) Rupee term loans from Banks** of ₹ 2,196.32 Crores (31st March, 2020 ₹ 548.51 Crores) and Rupee Term Loan from Financial Institution of ₹ 1,889.65 Crores (31st March, 2020 ₹ 1051.04 Crores) carry interest rates ranging from 7.30% to 11.75%. The loan is repayable at different maturities ending on FY 2050-51. **(C) Foreign Currency loan (ECB Loan) from bank** aggregating ₹ 97.35 Crores (31st March 2020: ₹ 200.10 Crores) carries an Interest @ 1.85% per annum. The entire FC loan is repayable in 19 quarterly instalments started from December 2017.
5.20% US private Placement	5.20% US private Placement Notes are issued by six (6) transmission companies.The Notes are secured/to be secured by first ranking charge on receivables, on all immovable and movable assets, charge or assignment of rights under Transmission Service Agreement and other project documents, charge or assignment of rights and/or designation of the Security Trustee as loss payee under each insurance contract in respect of Project. The Notes are also secured by way of pledge over 100% of shares of the Seven (7) companies held by Holding Company, i.e. Adani Transmission Limited.	5.20%, 400 Million USD Denominated Notes aggregating ₹ 2,838.13 crores, (31st March, 2020- ₹ 3,020.60 Crores) which has a semi-annual repayment schedule with first repayment in the month of Sep-2020 and semi-annually then after over the period of its tenor ending March-2050.
Buyers credit	Secured Loan	Buyers credit aggregating ₹ 92.35 crores, (31st March, 2020- ₹ 133.27 Crores) from banks at the rate of interest ranges from 1.55 % to 5.7 %
Bank Over Draft	Secured Loan	The Bank Over draft aggregating ₹ 352.39 crores, (31st March, 2020- ₹ Nil)
Secured Loan from banks	Secured Loan	Working Capital Loan aggregating ₹ 511.45 crores, (31st March, 2020- ₹ 1036.83 Crores) from banks at the rate of interest ranges from 5.70% to 8.95 %
Unsecured Loan-from bank	Unsecured Loan	Loan aggregating ₹ 659.51 crores, (31st March, 2020- ₹ 54.67 crores) from banks at the rate of interest ranges from 4.25% to 6.44 %.
Unsecured Loan-from related party	Unsecured Loan	Loan aggregating ₹ 350.77 crores, (31st March, 2020- ₹ Nil) from related party at the rate of interest at 11.80 %

23 Non Current Trade Payable

	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
(A) total outstanding dues of micro enterprises and small enterprises; and	-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.	31.93	29.35
Total	**31.93**	**29.35**

24 Non Current Financial Liabilities - Others

	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Payable on purchase of Property, Plant and Equipment	393.34	228.31
Derivative instruments designated in hedge accounting relationship	145.34	82.17
Lease Liability Obligation	88.91	109.38
Total	**627.59**	**419.86**

25 Other Non Current Liabilities

	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Deferred Revenue- Service Line Contributions from Consumers	231.77	226.90
Advances from Customer	51.12	51.12
Total	**282.89**	**278.02**

26 Provisions

	Non-Current		Current	
	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Provision for Gratuity (Refer note 53)	148.35	131.66	32.37	31.99
Provision for Compensated Absences	400.51	108.92	26.50	27.76
Provision for Other Employment Benefits	20.01	19.35	2.98	2.65
Provision for Stamp Duty	15.65	15.65	-	-
Total	**584.52**	**275.58**	**61.85**	**62.40**

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27 Deferred Tax Liabilities (net)

	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Deferred Tax Liabilities		
Mark to Market Gain on Mutual Funds	(0.10)	(0.90)
Difference between book base and tax base of property, plant and equipment and SCA	(2,528.14)	(2,178.41)
Deferred Tax Liabilities	**(2,528.24)**	**(2,179.31)**
Deferred Tax Assets		
Provision disallowed (Employee Benefits)	205.82	7.00
Interest on Lease Liabilities	-	0.02
Unabsorbed Depreciation	1,093.80	1,108.76
Business Losses	16.13	20.92
Allowance for Doubtful Debts, Deposits, Advances and property tax payable	5.67	-
Hedge Reserve	20.47	2.76
MAT Credit Entitlement	-	68.48
Deferred Tax Assets	**1,341.89**	**1,207.94**
Net deferred tax liabilities Total	**1,186.35**	**971.37**

Tariff regulations provide for the recovery of Income Tax from the beneficiaries / consumers by way of grossing up the return on equity based on effective tax rate for the financial year. Accordingly, deferred tax liability provided during the year which is fully recoverable from beneficiaries / consumers is disclosed as "deferred assets recoverable / adjustable". The same will be recovered when the related deferred tax liability get converted into current tax.

(a) Movement in deferred tax assets/ (liabilities) (net) for the Financial Year 2020-21

(₹ in Crores)

Particulars	Opening Balance as at 1st April, 2020	Recognised in profit and loss	Acquisitions of subsidiaries	Recognised in OCI	Closing Balance as at 31st March, 2021
Tax effect of items constituting deferred tax liabilities:					
Mark to Market gain on Mutual Funds	(0.90)	0.80	-	-	(0.10)
Difference between book base and tax base of property, plant and equipment and SCA	(2,178.41)	(354.26)	4.53	-	(2,528.14)
Total	**(2,179.31)**	**(353.46)**	**4.53**	**-**	**(2,528.24)**
Tax effect of items constituting deferred tax assets:					
Provision disallowed (Employee Benefits)	7.00	198.82	-	-	205.82
Interest on Lease Liabilities	0.02	(0.02)	-	-	-
Unabsorbed Depreciation	1,108.76	(14.96)	-	-	1,093.80
Allowance for Doubtful Debts, Deposits and Advances	-	5.67	-	-	5.67
Tax Losses	20.92	(4.79)	-	-	16.13
Hedge Reserve	2.76	-	-	17.71	20.47
Total	**1,139.46**	**184.72**	**-**	**17.71**	**1,341.89**
MAT credit entitlement	68.48	(68.48)	-	-	-
Net Deferred Tax Asset / (Liabilities)	**(971.37)**	**(237.22)**	**4.53**	**17.71**	**(1,186.35)**

(b) Movement in deferred tax assets/ (liabilities) (net) for the Financial Year 2019-20

(₹ in Crores)

Particulars	Opening Balance as at 1st April, 2019	Recognised in profit and loss	Acquisitions of subsidiaries	Recognised in OCI	Closing Balance as at 31st March, 2020
Tax effect of items constituting deferred tax Liabilities:					
Mark to Market gain on Mutual Funds	(0.29)	(0.61)	-	-	(0.90)
Difference between book base and tax base of property, plant and equipments and SCA	(1,462.27)	(716.14)	-	-	(2,178.41)
Total	**(1,462.56)**	**(716.75)**	**-**	**-**	**(2,179.31)**
Tax effect of items constituting deferred tax assets:					
Provision disallowed (Employee Benefits)	188.06	(181.06)	-	-	7.00
Interest on Lease Liabilities	-	0.02	-	-	0.02
Unabsorbed Depreciation	593.83	514.93	-	-	1,108.76
Allowance for Doubtful Debts, Deposits and Advances	8.59	(8.59)	-	-	-
Tax Losses	7.41	13.51	-	-	20.92
Hedge Reserve	-	-	-	2.76	2.76
Others	-	(0.04)	-	-	-
Total	**797.89**	**338.77**	**-**	**2.76**	**1,139.46**
MAT credit entitlement	19.58	48.90	-	-	68.48
Net Deferred Tax Liabilities	**(645.09)**	**(329.08)**	**-**	**2.76**	**(971.37)**

Deferred taxes are not provided on the undistributed earnings of subsidiaries where it is expected that the earnings of the subsidiary will not be distributed in the foreseeable future.
In respect of above, Deferred tax liabilities have not been recognized on temporary differences amounting to ₹ 790.53 crore and ₹ 365.88 crore as at March 31, 2021 and March 31, 2020 respectively.

28 Current Financial Liabilities - Borrowings

		As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Secured Borrowings			
From Banks			
Cash Credit/ Working Capital Short term Loan		511.45	1,036.83
Bank Over Draft		352.39	-
Buyers credit		92.35	133.27
	Total (a)	**956.19**	**1,170.10**
Unsecured Borrowings			
From Banks		659.51	54.67
From Related Parties		350.77	-
Other Short term loan payable on demand		-	11.04
	Total (b)	**1,010.28**	**65.71**
	Total (a+b)	**1,966.47**	**1,235.81**

(i) For Short Term Loan, Buyers Credit and Working capital loans - Please Refer note 22
(ii) The rate of interest for Secured / Unsecured loans (including Buyers Credit and Working capital loans) from banks ranges - Please Refer Note 22

29 Trade Payables

		As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Trade Payables			
Micro and Small Enterprises		29.69	49.93
Other than Micro and Small Enterprises		1,211.32	1,701.58
	Total	**1,241.01**	**1,751.51**

30 Current Financial Liabilities - Others

		As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Current maturities of long-term borrowings (Secured) (Refer note : 22)		1,185.70	720.27
Interest accrued but not due on borrowings		196.78	202.96
Payable on purchase of Property, Plant and Equipment		765.25	491.65
Derivative Instruments designated in hedge accounting relationship		163.82	24.37
Security Deposits from Consumers, Customers & Vendors		486.82	478.79
Lease Liability Obligations		45.07	35.97
Other Payables		6.53	18.96
Deferred Revenue - Service Line Contributions from Consumers		-	9.54
	Total	**2,849.97**	**1,982.51**

31 Other Current Liabilities

		As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Statutory liabilities		191.46	210.14
Advance from Customers		71.57	87.39
Other Payables		13.27	11.89
Deferred Revenue - Service Line Contributions from Consumers		9.54	-
Other Advances		5.45	-
	Total	**291.29**	**309.42**

32 Current Tax Liabilities (Net)

		As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Current Tax Liabilities (Net)		6.48	40.29
	Total	**6.48**	**40.29**

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33 Revenue from Operations - From Generation, Transmission and Distribution Business

	For the Year ended 31st March, 2021 (₹ in Crores)	For the year ended 31st March, 2020 (₹ in Crores)
a) Income from sale of Power and Transmission Charges		
Income from sale of Power and Transmission Charges (net) (refer note 57)	8,823.91	10,016.78
Income under Service Concession Arrangements (SCA)	149.28	155.88
Total (a)	**8,973.19**	**10,172.66**
b) Other Operating Revenue		
Street Light Maintenance Charges	101.83	105.24
Cross subsidy Surcharge	52.40	160.23
Sale of Coal Rejects / Fly Ash	8.94	21.15
Amortisation of Service Line Contribution	9.22	8.49
Others	24.12	23.58
Total (b)	**196.51**	**318.69**
Total (a+b)	**9,169.70**	**10,491.35**

34 Revenue from Operations - From Trading Business

	For the Year ended 31st March, 2021 (₹ in Crores)	For the year ended 31st March, 2020 (₹ in Crores)
Sale of Traded Goods	756.63	924.61
Total	**756.63**	**924.61**

35 Other Income

	For the Year ended 31st March, 2021 (₹ in Crores)	For the year ended 31st March, 2020 (₹ in Crores)
Interest Income		
Bank	173.99	34.06
Others (Including Related Party ₹ 162.75 crores (previous year ₹ 6.55 Crores)	292.96	153.15
Gain on Sale/Fair Value of Current Investments measured at FVTPL	28.89	47.95
Gain on Sale/Fair Value of Current Investments measured at FVTPL - Contingency Reserve Fund	17.11	13.58
Sale of Scrap	11.16	0.14
Bad debt recovery	3.00	8.85
Unclaimed liabilities / Excess provision written back	2.11	0.26
Miscellaneous Income	3.38	7.34
Total	**532.60**	**265.33**

36 Purchase of Stock - in - Trade

	For the Year ended 31st March, 2021 (₹ in Crores)	For the year ended 31st March, 2020 (₹ in Crores)
Purchase of Stock - in - Trade	755.89	924.21
Total	**755.89**	**924.21**

37 Employee Benefits Expenses

	For the Year ended 31st March, 2021 (₹ in Crores)	For the year ended 31st March, 2020 (₹ in Crores)
Salaries, Wages and Bonus	728.81	749.80
Contribution to provident fund and other funds	63.06	64.13
Contribution to Gratuity fund	47.55	44.08
Staff Welfare Expenses	91.34	115.23
Total	**930.76**	**973.24**

Note: Refer note no 5.2

38 Finance costs

	For the Year ended 31st March, 2021 (₹ in Crores)	For the year ended 31st March, 2020 (₹ in Crores)
Interest on Loans & Debentures	1,083.45	1,773.94
Interest on Trade Credits	50.50	103.04
Interest on Intercorporate Deposit	-	12.24
Interest on Lease Obligation	12.07	11.97
Bank Charges & Other Borrowing Costs	15.42	75.38
Security Deposits From Consumer at amortised cost	-	42.42
Interest - Hedging Cost	746.94	276.47
Foreign Exchange Fluctuation Gain(net)-Borrowings (Refer below note 1)	208.61	(56.97)
Total	**2,116.99**	**2,238.49**

Note 1 : Including Mark to Market gain of ₹ 833.74 Crores (P.Y. ₹ 1,249.88 Crores) on Derivative Instruments designated in hedge accounting relationship.
Note 2 : Refer note no 5.2

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39 Other Expenses

	For the Year ended 31st March, 2021 (₹ in Crores)	For the year ended 31st March, 2020 (₹ in Crores)
Stores and Spares	58.18	65.70
Transmission Charges	468.52	403.16
Repairs and Maintenance - Plant and Equipment	278.12	347.74
Repairs and Maintenance -Building	17.88	14.19
Repairs and Maintenance - Others	163.37	8.76
Short Term Lease Rental (Refer note 43)	15.26	20.65
Rates and Taxes	21.17	10.80
Legal & Professional Expenses	152.62	164.92
Payment to Auditors (including component auditors)	2.57	2.50
Travelling & Conveyance Expenses	35.93	45.65
Insurance Expenses	28.36	22.82
Write downs in Inventory value	-	4.53
Provision for Stamp Duty Expense	-	22.60
Bad Debt Written Off	27.14	0.56
Foreign Exchange Fluctuation Loss	-	12.53
Corporate Social Responsibility expenses	25.99	18.14
Security Charges	35.44	35.30
Expected Credit Loss- Doubtful Debts,Advances,Depoists	-	43.62
Loss on sale of Property, Plant and Equipment	-	4.58
Miscellaneous Expenses	71.70	85.77
Total	**1,402.25**	**1,334.52**

40 Income Tax

	For the Year ended 31st March, 2021 (₹ in Crores)	For the year ended 31st March, 2020 (₹ in Crores)
Current Tax :		
In respect of current year	233.01	213.72
In respect of Previous years	(46.00)	0.08
Deferred Tax	237.22	329.08
Total	**424.23**	**542.88**

Tax recognised in other comprehensive income	For the Year ended 31st March, 2021 (₹ in Crores)	For the year ended 31st March, 2020 (₹ in Crores)
Remeasurement of Defined Benefit Plans		
Total income tax recognised in other comprehensive income	(6.03)	3.61
Effective portion of gains and losses on designated portion of hedging instruments in a cash flow hedge		
Tax relating to items that will be reclassified to Profit or Loss	17.71	2.76
Total	**11.68**	**6.37**

Accounting profit before tax	1,619.90	1,106.68
Income tax expense at tax rates applicable to individual entities	551.14	397.40
Tax Effect of :		
Income and Expenses not allowed under Income Tax		
i) Depreciation allowable on assets (difference between Income tax act and Companies act)	-	115.50
ii) Differences in respect of Distribution on Perpetual Equity Instrument	58.28	26.41
iii) Current year Losses for which no Deferred Tax Asset is created	(64.16)	(166.73)
iv) Adjustments in respect of current income tax of previous year (due to transition to new tax regime)	(109.54)	-
v) Recognition of tax losses	-	5.28
vi) Effect of change in tax rate	14.41	-
vii) MAT Credit not recognised	221.06	165.28
viii) 80IA claims	(258.36)	(91.77)
ix) Deferred Tax Assets Written off	-	95.98
x) Others (Includes Tax at different rate)	11.40	(4.47)
Gross Tax	**424.23**	**542.88**
Tax provisions :		
Current Tax: In respect of current year	233.01	213.72
Current Tax: In respect of Earlier Period	(46.00)	0.08
Net DTL / (DTA) recognised during the year	168.74	376.06
MAT Credit entitlement	68.48	(46.98)
Income tax recognised in statement of profit and loss at effective rate	**424.23**	**542.88**

Pursuant to the Taxation Law (Amendment) Ordinance, 2019 ("Ordinance") issued by Ministry of Law and Justice (Legislative Department) on September 20, 2019 effective from 01st April , 2019, domestic companies have the option to pay Corporate income tax rate at 22% plus applicable surcharge and cess ("New tax rate") subject to certain conditions. Based on the assessment, the Group has chosen to exercise the option of new tax rate for certain companies.

Accordingly where it has chosen to exercise new tax rate, certain Companies of the Group has:

a) Made the provision for current tax and deferred tax at the rate of 25.17%.

b) Written off unutilised credit for Minimum Alternate Tax aggregating to ₹ 68.48 Crores.

c) Net Reversal of current tax provision ₹ 56.30 Crores of earlier years due to adoption of new tax regime.

Unrecognised deductible temporary differences, unused tax losses and unused tax credits

Deductible temporary differences, unused tax losses and unused tax credits for which no deferred tax assets have been recognised are attributable to the following are Expiry of unrecognised deferred tax assets is as detailed below :

(₹ in Crores)

As at 31st March, 2021	Business Losses	Unabsorbed Depreciation	Mat Credit
Unrecognised deferred tax assets			
Within One Year	-	-	-
Greater than one year, less than five years	137.22	-	-
Greater than five years	865.37	-	989.03
No expiry date	-	116.48	-
Total	**1,002.59**	**116.48**	**989.03**

(₹ in Crores)

As at 31st March, 2020	Business Losses	Unabsorbed Depreciation	Mat Credit
Unrecognised deferred tax assets			
Within One Year	0.02	-	-
Greater than one year, less than five years	63.01	-	-
Greater than five years	704.86	-	875.47
No expiry date	-	112.88	-
Total	**767.89**	**112.88**	**875.47**

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41 Earnings per share (EPS)

		For the Year ended 31st March, 2021	For the year ended 31st March, 2020
A After net Movement in Regulatory Deferral Balance			
Profit after tax	(₹ in Crores)	1,224.04	706.49
Less: Distribution on Unsecured perpetual Equity Instrument	(₹ in Crores)	(231.68)	(383.29)
Net Profit attributable to Equity Shareholders including Regulatory income/(expense)	(₹ in Crores)	**992.36**	**323.20**
Weighted average number of equity shares outstanding during the year	No	1,09,98,10,083	1,09,98,10,083
Nominal Value of equity share	₹	10	10
Basic / Diluted Earnings per Equity Share (Face Value of ₹ 10 each) after net Movement in Regulatory Deferral Balance	₹	**9.02**	**2.94**
B Before net Movement in Regulatory Deferral Balance			
Profit after tax	(₹ in Crores)	1,224.04	706.49
Less: Distribution on Unsecured perpetual Equity Instrument	(₹ in Crores)	(231.68)	(383.29)
Add/(Less): Regulatory Income / (expense) (net)	(₹ in Crores)	(360.26)	192.10
Net Profit attributable to Equity Shareholders excluding Regulatory income/(expense)	(₹ in Crores)	**632.10**	**515.30**
Weighted average number of equity shares outstanding during the year	No	1,09,98,10,083	1,09,98,10,083
Nominal Value of equity share	₹	10	10
Basic / Diluted Earnings per Equity Share (Face Value of ₹ 10 each) before net Movement in Regulatory Deferral Balance	₹	**5.75**	**4.69**

42 Contingent liabilities and Commitments

	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
(i) Contingent liabilities :		
(a) Direct tax	0.92	1.06
(b) Vat and Entry tax	14.40	9.48
(c) Demand disputed by the Group relating to Service tax on street light Maintenance, wheeling charges and cross subsidy surcharges - (Refer note 1)	353.55	353.55
(d) Claims raised by the Government authorities towards unearned income arising on alleged transfer of certain land parcels.(Refer Note 1)	127.65	127.65
(e)Demand towards fixed charges payable in respect of power drawn from the state pool	-	99.68
(f) Claims raised by Vidarbha Industries Power Limited (VIPL) in respect of increase in fuel cost for the financial year ended 31 March, 2019 (Refer Note 1)	1,381.28	1,381.28
(g) Way Leave fees claims disputed by the Group relating to rates charged (Refer Note 1)	28.43	28.43
(h) Other claims against the Group not acknowledged as debts. (Refer Note 1)	36.02	36.02
(i) Claims pertaining to interest in respect of certain regulatory Liabilities -(Refer Note 1)	@@	-
(j)Liability in respect of disposal of bottom Ash	@@	@@
Total	**1,942.25**	**2,037.15**

@@ Amount not determinable

1 In terms of the Share Purchase Agreement entered into by the Group with RINFRA, in the event the above matters are decided against the AEML and are not recoverable from the consumers, the same would be recovered from RINFRA.

2 The above Contingent Liabilities to the extent pertaining to Regulated Business having cost plus model, which on unfavourable outcome are recoverable from consumers subject to MERC/CERC approval.

3 Amounts in respect of employee related claims/disputes, consumer related litigation, regulatory matters is not ascertainable.

4 Future cash flows in respect of above matters are determinable only on receipt of judgements/decisions pending at various forums/authorities.

5 Performance bank guarantee given by the Parent Company on behalf of Subsidiary companies, ₹ 361.79 Crores (Previous year ₹ 352.00 Crores) against which the subsidiary companies have taken counter guarantees from their respective EPC contractors.

The Group, in respect of the above mentioned Contingent Liabilities has assessed that it is only possible but not probable that outflow of economic resources will be required.

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(ii) Commitments :	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2020 (₹ in Crores)
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of Advance)	2,413.43	2,658.42
	2,413.43	**2,658.42**

(iii) **Other Commitments:**
In terms of the MERC RPO obligation regulations AEML is required to procure on an annual basis a certain quantum of power generated from renewable sources , as at 31 March, 2021 AEML has an cumulative outstanding commitment to procure renewable power of 4256 Mu's (31 March, 2020 - 3211 Mu's)

AEML to meet its past and future RPO commitment, has entered into through a competitive bid, a long term power purchase agreement with a related party to procure 700 MW of Wind Solar Hybrid Renewable Power at ₹ 3.24 per unit, supply of which would commence from financial year ended 31 March, 2022.

AEML in its MYT petition had requested MERC to allow it to carry forward its unmet RPO obligation to the next control period , so as to allow it to fulfil its past obligation from the above arrangement entered into. MERC has directed AEML to file a separate petition in respect of the same wherein appropriate view would be taken. The management is of the view that MERC would approve the above request and there would be no adverse financial implications of the non-compliance by AEML of its past RPO obligations.

43 Leases

(i) Disclosure under Ind AS 116 Leases:

(a) The following is the movement in Lease liabilities during the year ended 31st March, 2021

(₹ in Crores)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Opening Balance	145.35	-
Lease Liabilities on account of adoption of Ind AS 116	-	103.49
Lease Liabilities on account of Leases entered / terminated during the year	11.75	65.55
Finance Costs incurred during the year	12.07	11.97
Net Payments of Lease Liabilities	(35.19)	(35.66)
Closing Balance (refer note 24 and 30)	**133.98**	**145.35**

(b) The Group's significant leasing arrangements, other than lease hold land, are in respect of office premises, residential premises, warehouses and cash collection centres, taken on lease. The arrangements range between 11 months to 5 years generally and are usually renewable by mutual consent on mutually agreeable terms. Under these arrangements, generally refundable interest free deposits have been given. The Group has not entered into any material financial lease.

(c) Leasing arrangements with respect to land range between 20 years to 99 years generally.The lease agreement is of fixed rate and non-cancellable. There is no contingent rent, no sub-leases and no restrictions imposed by the lease arrangements.

(d) The expense relating to payments not included in the measurement of the lease liability and recognised as expenses in the statement of profit and loss during the year is as follows :

Low Value leases - Immaterial

Short-term leases - ₹ 15.26 Crores (31 March, 2020 ₹ 20.60 Crores)

(e) The Group had a 25 year long term Power Purchase Agreement (PPA) with Vidharbha Industries Power Limited (VIPL), wherein the Group has committed to purchase the entire output generated from VIPL's generating station located at Butibori. In terms of the PPA, the Group subject to a minimum guaranteed plant availability (determined on a yearly basis) is liable to pay subject to MERC approval a fixed monthly capacity charge and a variable charge towards the cost of fuel.VIPL was obligated to make the plant available for generation for a minimum period of time (determined on a yearly basis) and the option as regards the timing of availability was at the discretion of VIPL.

The Group on assessment of the above arrangement has concluded, that considering the Group does not have the right to direct the use of the asset , the above arrangement does not qualify to be lease under IND AS 116.

During the previous year the Group has terminated the above PPA due to non-performance of obligations under the PPA by VIPL, such termination has been upheld by MERC and VIPL has preferred to appeal against the MERC order to the Appellate Tribunal of Electricity ("ATE").

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44 Related Party Disclosure

Name of related parties & description of relationship

(A) Ultimate Controlling Entity S. B. Adani Family Trust (SBAFT)

(B) Key Management Personnel:

Mr. Gautam S. Adani, Chairman

Mr. Rajesh S. Adani, Director

Mr. Anil Sardana, Managing Director and Chief Executive Officer

Mr. Kaushal Shah, Chief Financial Officer (Upto 2nd February, 2021)

Mr. Jaladhi Shukla, Company Secretary

Mr. K. Jairaj - Non Executive Director

Dr. Ravindra H. Dholakia - Non Executive Director

Ms. Meera Shankar - Non Executive Director

(C) Enterprises over which (A) or (B) above have significant influence of Ultimate Controlling Entity. :

Adani Infra (India) Limited
Adani Power (Mundra) Limited
Adani Power Maharashtra Limited
Adani Enterprises Limited
Adani Power Limited
Adani Ports and Special Economic Zone Limited
Mundra Solar PV Limited
Karnavati Aviation Private Limited
Adani Foundation
Belvedere Golf and Country Club Private Limited
Adani Township & Real Estate Company Private Limited
Adani Transport Limited
Adani Institute for Education and Research
Adani Infrastructure Management Services Limited
Adani Properties Private Limited
Adani Capital Private Limited
Adani Housing Finance Private Limited
Sunbourne Developers Private Limited
Adani Power Rajasthan Limited
Udupi Power Corporation Limited
Adani Green Energy Limited
Adani Water Limited
Adani Total Gas Limited
Adani Power (Jharkhand) Limited
Adani Wind Energy Kutchh One Limited (Formerly known as Adani Green Energy (MP) Limited)
Raipur Energen Limited
Adani Green Energy (Tamil Nadu) Limited
Kamuthi Solar Power Limited
AEML Gratuity Fund
AEML Superannuation Fund

Enterprises having significant influence of Ultimate Controlling Entity, the names and the nature of relationships is disclosed only when the transactions are entered into by the Company with the related parties during the existence of the related party relationship.

(₹ in Crores)

Nature of Transactions	With Significant Influence of Ultimate Controlling Entity		With Key Managerial Personnel	
For the Year Ended	31st March, 2021	31st March, 2020	31st March, 2021	31st March, 2020
Interest Expenses	6.03	12.24	-	-
Interest Income	162.75	6.55	-	-
Distribution on Perpetual Equity Instrument (Refer Note: 1)	231.67	383.29	-	-
Purchase of Goods	11.40	1.10	-	-
Purchase of Inventory	0.61	3.98	-	-
Purchase of Power	360.70	1,035.91	-	-
Purchase of Property, Plant and Equipment	0.47	0.48	-	-
Sale of Inventory	0.82	-	-	-
Corporate allocation and Reimbursement of expenses	32.09	131.85	-	-
Rent Expense	3.03	2.60	-	-
Loan Taken	785.34	745.00	-	-
Loan given	1,467.51	1,843.57	-	-
Loan Repaid	434.58	780.79	-	-
Loan Received back	2,047.51	223.57	-	-

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(₹ in Crores)

Nature of Transactions	With Significant Influence of Ultimate Controlling Entity		With Key Managerial Personnel	
For the Year Ended	**31st March, 2021**	**31st March, 2020**	**31st March, 2021**	**31st March, 2020**
Sale of Goods, Store and spares	0.42	75.67	-	-
Services Availed	80.50	-	-	-
Services Income	0.01	-	-	-
CSR Expenditure	11.54	10.67	-	-
Staff Welfare Expenses	-	0.04	-	-
Advance paid towards Purchase of property	-	271.00	-	-
Advance paid towards Purchase of Power	700.00	200.00	-	-
Advance paid towards Purchase of Power - Received back	250.00	-		
Earnest Money Deposit (EMD) received	6.84	0.99	-	-
EMD Given Back	6.64	-	-	-
Contribution to Employee Benefits	8.87	-	-	-
Director Sitting Fees	-	-	0.19	0.22
Compensation of Key Management Personnel (Refer Note: 3)				
a) Short-term benefits	-	-	14.32	8.84
b) Post-employment benefits	-	-	0.31	0.40
Unsecured Perpetual Equity Instrument repaid	680.00	1,209.62	-	-
Unsecured perpetual Equity Instrument issued (Refer Note: 2)	-	1,081.01	-	-
O&M Agreement Charge	52.82	51.17	-	-

All above transactions are in the normal course of business and are made on terms equivalent to those that prevail at arm's length transactions.

Notes :

1 Accrued on Perpetual Equity, infused by Entity under common control

2 Long term Financial support by way of perpetual equity instruments from Entity under common control

3 Include Performance Incentive for FY 19-20 and 20-21.

(₹ in Crores)

Closing Balance	With Significant Influence of Ultimate Controlling Entity		With Key Managerial Personnel	
As at	**31st March, 2021**	**31st March, 2020**	**31st March, 2021**	**31st March, 2020**
Balance Payable	32.63	15.28	-	-
Balance Receivable	550.52	437.51	-	-
Loan Payable	350.77	-	-	-
Interest accrued but not due	5.04	-	-	-
Interest receivable	-	3.00	-	-
Advance for Capex	112.80	124.70	-	-
Loans Receivable	1,040.00	1,620.00	-	-
Land Advance	0.00	-	-	-
Unsecured Perpetual Equity Instrument (includes accrued distribution)	2,829.70	3,279.42	-	-

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45 **Fair Value Measurement :**

a) The carrying value of financial instruments by categories as of 31st March, 2021 is as follows :

(₹ in Crores)

Particulars	Fair Value through other Comprehensive income	Fair Value through profit or loss	Amortised cost	Total Carrying value in books	Fair value
Financial Assets					
Investments in Mutual Funds	-	174.79	-	174.79	174.79
Investments in Government securities	-	-	267.24	267.24	259.90
Trade Receivables	-	-	1,013.54	1,013.54	1,013.54
Cash and Cash Equivalents	-	-	263.68	263.68	263.68
Bank Balances other than Cash and Cash Equivalents above	-	-	1,026.23	1,026.23	1,026.23
Loans	-	-	1,098.25	1,098.25	1,098.25
Derivative instruments designated in hedge accounting relationship	-	242.61	-	242.61	242.61
Other Financial Assets	-	-	4,062.61	4,062.61	4,062.61
Total	**-**	**417.40**	**7,731.55**	**8,148.95**	**8,141.61**
Financial Liabilities					
Borrowings (Including current maturities and Interest Accrued)	-	-	27,157.76	27,157.76	27,570.57
Derivative instruments designated in hedge accounting relationship	(192.32)	501.48	-	309.16	309.16
Other Financial Liabilities	-	-	1,785.92	1,785.92	1,785.92
Trade Payables	-	-	1,272.94	1,272.94	1,272.94
Total	**(192.32)**	**501.48**	**30,216.62**	**30,525.78**	**30,938.59**

b) The carrying value of financial instruments by categories as of 31st March, 2020 is as follows :

(₹ in Crores)

Particulars	Fair Value through other Comprehensive income	Fair Value through profit or loss	Amortised cost	Total Carrying value in books	Fair value
Financial Assets					
Investments in Mutual Funds	-	312.67	-	312.67	312.67
Trade Receivables	-	-	1,000.26	1,000.26	1,000.26
Cash and Cash Equivalents	-	-	1,232.99	1,232.99	1,232.99
Bank Balances other than Cash and Cash Equivalents above	-	-	1,063.85	1,063.85	1,063.85
Loans	-	-	2,448.19	2,448.19	2,448.19
Derivative instruments designated in hedge accounting relationship	(40.81)	1,338.35	-	1,297.54	1,297.54
Other Financial Assets	-	-	2,548.18	2,548.18	2,548.18
Total	**(40.81)**	**1,651.02**	**8,293.47**	**9,903.68**	**9,903.68**
Financial Liabilities					
Borrowings (Including current maturities and Interest Accrued)	-	-	24,448.69	24,448.69	22,458.17
Derivative instruments designated in hedge accounting relationship	106.54	-	-	106.54	106.54
Other Financial Liabilities	-	-	1,372.60	1,372.60	1,372.60
Trade Payables	-	-	1,780.86	1,780.86	1,780.86
Total	**106.54**	**-**	**27,602.15**	**27,708.69**	**25,718.17**

The management assessed that the fair value of cash and cash equivalents, other balance with banks, trade receivables, loans, trade payables, other financial assets and liability approximate their carrying amount largely due to the short term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties. The following methods and assumptions were used to estimate the fair values.

Fair value of mutual funds are based on the price quotations near the reporting date.

'The fair value of Government Securities have been determined based on the prevailing market rate as on the reporting date
The fair value of loans from banks and other financial liabilities, as well as other non-current financial liabilities is estimated by discounting future cash flow using rates currently available for debt on similar terms, credit risk and remaining maturities.

The Group enters into derivative financial instruments with various counterparties, principally banks and financial institutions with investment grade credit ratings. Foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying currency. All derivative contracts are fully collateralized, thereby, eliminating both counterparty and the Group's own non-performance risk.

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46 **Fair Value hierarchy :**

(₹ in Crores)

Particulars	31st March, 2021 Level 1	31st March, 2021 Level 2	31st March, 2020 Level 1	31st March, 2020 Level 2
Assets measured at fair value				
Investments in unquoted Mutual Funds measured at FVTPL	-	174.79	-	312.67
Asset for which Fair Value are disclosed				
- Government Securities	259.90	-	-	-
Derivative Instruments designated in hedge accounting relationship				
Derivative Instruments	-	242.61	-	1,297.54
Total	**259.90**	**417.40**	**-**	**1,610.21**
Derivative Instruments designated in hedge accounting relationship				
Derivative Instruments	-	309.16	-	106.54
Liabilities for which fair values are disclosed				
Borrowings (Including current maturities and Interest Accrued)	14,873.73	12,696.84	13,102.53	9,355.64
Total	**14,873.73**	**13,006.00**	**13,102.53**	**9,462.18**

The fair value of Government Securities have been determined based on the prevailing market rate as on the reporting date

The fair value of Derivative instruments is derived using valuation techniques which include forward pricing and swap models using present value calculations.

The Borrowing includes USD bonds which are listed in Singapore Stock Exchange. The fair value of Bonds have been determined based on the prevailing market rate as on the reporting date. The fair value of rest of the borrowings is equivalent to carrying value.

47 **Capital Management**

The Group's objectives to manage capital is to safeguard continuity and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth. The Group's overall strategy remains unchanged from previous year.

The Group sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.

The funding requirements are met through a mixture of equity, internal fund generation, borrowings. The Group's policy is to use borrowings to meet anticipated funding requirements.

No changes were made in the objectives, policies or processes for managing capital during the years ended as at 31st March, 2021 and as at 31st March, 2020.

(₹ in Crores)

Particulars	Refer Note	As at 31st March, 2021	As at 31st March, 2020
Total Borrowings (Including Current Maturities of Long Term Debt)	22,28 & 30	26,960.98	24,245.73
Less: Cash and bank balances	14 & 15	1,289.91	2,296.84
Less: Current Investments	12	174.79	312.67
Net Debt(A)		**25,496.28**	**21,636.22**
Equity Share Capital & Other Equity	19 & 21	6,089.58	5,219.54
Unsecured Perpetual Equity Instrument	20	2,829.70	3,279.42
Total Equity (B)		**8,919.28**	**8,498.96**
Total Equity and Net Debt (C=A+B)		**34,415.57**	**30,135.18**
Gearing Ratio : (A)/(C)		**0.74**	**0.72**

48 **Financial Risk Management Objectives**

The Group's principal financial liabilities comprises borrowings, trade and other payables, The main purpose of these financial liabilities is to finance the Group's operations/projects .The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

In the ordinary course of business, the Group is mainly exposed to risks resulting from exchange rate fluctuation (currency risk), interest rate movements (interest rate risk) collectively referred as Market Risk, Credit Risk, Liquidity Risk and other price risks such as equity price risk. The Group's senior management oversees the management of these risks. It manages its exposure to these risks through derivative financial instruments by hedging transactions. It uses derivative instruments such as Principal only Swaps, Interest rate swaps, foreign currency future options and foreign currency forward contract to manage these risks. These derivative instruments reduce the impact of both favorable and unfavorable fluctuations.

The Group's risk management activities are subject to the management, direction and control of Central Treasury Team of the Group under the framework of Risk Management Policy for Currency and Interest rate risk as approved by the Board of Directors of the Group. The Group's central treasury team ensures appropriate financial risk governance framework for the Group through appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken.

The decision of whether and when to execute derivative financial instruments along with its tenure can vary from period to period depending on market conditions and the relative costs of the instruments. The tenure is linked to the timing of the underlying exposure, with the connection between the two being regularly monitored. The Group is exposed to losses in the event of non-performance by the counterparties to the derivative contracts. All derivative contracts are executed with counterparties that, in our judgment, are creditworthy. The outstanding derivatives are reviewed periodically to ensure that there is no inappropriate concentration of outstanding to any particular counterparty.

In the ordinary course of business, the Group is exposed to Market risk, Credit risk, and Liquidity risk.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and foreign currency risk.

Interest rate risk

The Group is exposed to changes in market interest rates due to financing, investing and cash management activities. The Group's exposure to the risk of changes in market interest rates relates primarily to The Group's long-term debt obligations with floating interest rates and period of borrowings. The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Group enters into interest rate swap contracts or interest rate future contracts to manage its exposure to changes in the underlying benchmark interest rates.

Interest rate sensitivity

The sensitivity analysis below have been determined based on the exposure to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher / lower and all other variables were held constant, the Group's profit for the year ended March 31, 2021 would decrease / increase by ₹ 27.26 Crores (previous year ₹ 17.39 crores). This is mainly attributable to interest rates on variable rate borrowings.

The year end balances are not necessarily representative of the average debt outstanding during the year

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Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities. The Group manages its foreign currency risk by hedging transactions that are expected to realise in future.

a) The Group has taken various derivatives to hedge its foreign exposure. The outstanding position of exposure against variation in interest rates and foreign exchange rate are as under:

Nature	Purpose	As at 31st March, 2021		As at 31st March, 2020	
		₹ in Crores	Foreign Currency (in Million)	₹ in Crores	Foreign Currency (in Million)
(i) Principal only swaps	Hedging of foreign currency borrowings principal liability 1. Bond 861.25 Million USD, USPP 388.20 Million USD (P.Y. Bond 870 Million USD, USPP 310 Million USD) 2.Term Loan from bank Nil (P.Y. 24.18 Million EUR)	9,134.73	USD 1,249.45	9,128.57	EUR 24.18 USD 1,180
(ii) Forward covers	1a.Hedging of foreign currency borrowing principal:- Bond 421.25 Million USD, USPP Nil (P.Y. Bond 430 Million USD, USPP 90 Million USD) 1b.Hedging of foreign currency interest liability	3,520.03	USD 481.47	4,476.90	USD 591.67
	2.Hedging of LC, Acceptances, Creditors and firm commitments	92.35	USD 12.63	-	-
(iii) Cross Currency Swaps	Hedging of foreign currency borrowing principal & interest liability 1. Bond 400 Million USD, Term Loan 175 Million USD, ECB 11.35 EUR (P.Y. Bond 400 Million USD, Term Loan 70 Million USD)	4,301.18	USD 575 EUR 11.35	3,556.26	USD 470
(iv) Options	Hedging of foreign currency borrowing principal & interest liability 1. Bond 300 Million USD, Share holder affiliated debt 282 Million USD (P.Y. Bond 300 Million USD, Share holder affiliated debt 282 Million)	4,255.00	USD 582	4,403.70	USD 582
(v) Coupon only Swaps	Hedging of foreign currency borrowing interest liability	4,386.60	USD 600	3,783.25	USD 500

b) The details of foreign currency exposures not hedged by derivative instruments are as under :

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	₹ in Crores	Foreign Currency (in Million)	₹ in Crores	Foreign Currency (in Million)
(i) Interest accrued but not due	94.75	USD 12.96	23.85	USD 3.15
(ii) Import Creditors and Acceptances	10.40 0.01	USD 1.42 EUR 0.00*	335.83 0.03	USD 44.38 EUR 0.00*

** EUR 858 (EUR 3115)*

A change of 1% in Foreign currency would have following impact on profit before tax

(₹ in Crores)

Particulars	For the Year 2020-21		For the Year 2019-20	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Foreign Currency Sensitivity				
RUPEES / USD - (Increase) / Decrease	(0.62)	0.62	(3.60)	3.60
RUPEES / EUR - (Increase) / Decrease	0.00	(0.00)	0.00	(0.00)

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a loss to the Group. The Group has adopted the policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial losses from default, and generally does not obtain any collateral or other security on trade receivables.

The carrying amount of financial assets recorded in the financial statements represents the Group's maximum exposure to credit risk. Since the Group is an ISTS licensees, the responsibility for billing and collection on behalf of the Group lies with the CTU/STU. Based on the fact that the collection by CTU/STU is from Designated ISTS Customers (DICs) which in majority of the cases are state government organisations and further based on an analysis of the past trends of recovery, the management is of the view that the entire receivables are fully recoverable. Accordingly, the Group does not recognize any impairment loss on its receivables.

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Liquidity risk

The Group monitors its risk of shortage of funds using cash flow forecasting models. These models consider the maturity of its financial investments, committed funding and projected cash flows from operations. The Group's objective is to provide financial resources to meet its business objectives in a timely, cost effective and reliable manner and to manage its capital structure. A balance between continuity of funding and flexibility is maintained through the use of various types of borrowings.

The table below analysis derivative and non-derivative financial liabilities of the Group into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

(₹ in Crores)

As at 31st March, 2021	Less than 1 year	1-5 years	Over 5 years	Total
Borrowings (Including current maturities)#	4,637.51	7,927.13	26,166.30	38,730.94
Trade Payables	1,241.01	-	31.93	1,272.94
Derivative Liabilities	163.82	145.34	-	309.16
Other financial Liabilities	1,500.45	455.10	27.15	1,982.70

(₹ in Crores)

As at 31st March, 2020	Less than 1 year	1-5 years	Over 5 years	Total
Borrowings (Including current maturities)#	3,198.06	7,237.09	25,863.24	36,298.39
Trade Payables	1,751.51	-	29.35	1,780.86
Derivative Liabilities	24.37	82.17	-	106.54
Other financial Liabilities	1,307.58	236.99	30.99	1,575.56

#The table has been drawn up based on the undiscounted contractual maturities of the financial liabilities including interest that will be paid on those liabilities upto the maturity of the instruments, ignoring the call and refinancing options available with the Group. The amounts included above for variable interest rate instruments for non-derivative liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

Derivative Financial Instrument

The Group uses derivatives instruments as part of its management of risks relating to exposure to fluctuation in foreign currency exchange rates and interest rates. The Group does not acquire derivative financial instruments for trading or speculative purposes neither does it enter into complex derivative transactions to manage the above risks. The derivative transactions are normally in the form of forward currency contracts, cross currency swaps, options and interest rate swaps to hedge its foreign currency risks and interest rate risks, respectively and are subject to the Group's guidelines and policies.

The fair values of all derivatives are separately recorded in the balance sheet within current and non current assets and liabilities. Derivative that are designated as hedges are classified as current or non current depending on the maturity of the derivative.

The use of derivative can give rise to credit and market risk. The Group tries to control credit risk as far as possible by only entering into contracts with stipulated / reputed banks and financial institutions. The use of derivative instrument is subject to limits, authorities and regular monitoring by appropriate levels of management. The limits, authorities and monitoring systems are periodically reviewed by management and the Board. The market risk on derivative is mitigated by changes in the valuation of underlying assets, liabilities or transactions, as derivatives are used only for risk management purpose.

The Group enters into derivative financial instruments, such as forward currency contracts, cross currency swaps, options, interest rate futures and interest rate swaps for hedging the liabilities incurred/recorded and accounts for them as cash flow hedges and states them at fair value. The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss. Amounts recognised in OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. These hedges have been effective for the year ended March 31, 2021.

The fair value of the Group's derivative positions recorded under derivative financial assets and derivative financial liabilities are as follows :-

(₹ in Crores)

Derivative Financials Instruments	As at 31 March, 2021		As at 31 March, 2020	
	Assets	Liabilities	Assets	Liabilities
Cash flow hedge				
-Call Options	137.21	87.50	394.48	106.54
-Cross Currency Swaps	30.36	5.91	229.32	-
-Coupon Only Swaps	(3.81)	-	38.00	-
-Forward	0.08	85.92	150.35	-
-Principal Only Swaps	78.77	129.83	485.39	-
Total	**242.61**	**309.16**	**1,297.54**	**106.54**

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49 Segment information:-Operating Segments

The reportable segments of the Group are trading activity and providing transmission line service. The segment are largely organised and managed separately according to the organisation structure that is designed based on the nature of service. Operating segments reported in a manner consistent with the internal reporting provided to the Chairman and Managing Director jointly regarded as the Chief Operating Decision Maker ("CODM"). Description of each of the reportable segments for all periods presented, is as under:-

i) Transmission
ii) Trading
iii) Mumbai GTD Business

The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by operating segments. The CODM reviews revenue and gross profit at the performance indicator for all of the operating segments.

The measurement of each segment's revenues, expenses and assets is consistent with the accounting policies that are used in preparation of the financial statements. Segment profit represents the profit before interest and tax.

Information regarding the company's reportable segments is presented below:

(₹ in Crores)

Particulars	Transmission	Trading	Mumbai GTD Business	Elimination	Total
1 Revenue					
External Sales	**3,122.06**	**756.63**	**6,047.64**	-	**9,926.33**
	2,815.00	*924.61*	*7,676.35*	-	*11,415.96*
Total Revenue	**3,122.06**	**756.63**	**6,047.64**	-	**9,926.33**
	2,815.00	*924.61*	*7,676.35*	-	*11,415.96*
Results					
Segment Results	**2,191.80**	**0.74**	**1,011.75**	-	**3,204.29**
	1,873.21	*0.40*	*1,206.23*	-	*3,079.84*
Unallocated Corporate Income (Net)					**532.60**
					265.33
Operating Profit					**3,736.89**
					3,345.17
Less: Finance Expense					**2,116.99**
					2,238.49
Profit before tax					**1,619.90**
					1,106.68
Current Taxes					**187.01**
					213.80
Deferred Tax					**143.32**
					186.39
Total Tax					**330.33**
					400.19
Profit after tax					**1,289.57**
					706.49
Less: Non-Controlling Interests					(65.53)
					35.33
Net profit					**1,224.04**
					741.82
3 Other Information					
Segment Assets	**20,595.65**	-	**17,206.59**	-	**37,802.24**
	15,576.68	134.72	*16,628.19*	-	*32,339.59*
Unallocated Corporate Assets					***5,431.34***
					7,371.60
Total Assets					**43,233.58**
					39,711.19
Segment Liabilities	**1,141.40**	-	**3,409.57**	-	**4,550.97**
	693.67	134.48	*3,755.06*	-	*4,583.21*
Unallocated Corporate Liabilities					***28,659.76***
					25,566.89
Total liabilities					**33,210.73**
					30,150.10
Depreciation /Amortisation	**684.32**	-	**644.56**	-	**1,328.88**
	663.56	-	510.46	-	*1,174.02*
Non Cash Expenditure other then Depreciation/ Amortisation	**4.62**	-	**22.52**	-	**27.14**
	(5.38)	-	*(32.48)*	-	*(37.86)*
Capital Expenditure	***2,760.50***	-	**1,191.82**	-	**3,952.32**
	1,468.90	-	*1,293.77*	-	*2,762.67*

Previous figures are given in italics

Note 1: The business operations of the Group are entirely based in India accordingly the entity has no separate geographical to disclose.

Note 2: Revenue from power distribution companies for allocation of Transmission capacity with which Group has entered into Transmission Service Agreement accounts for more than 10% of Total Revenue.

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50 The Consolidated financial statements for the year ended 31st March, 2021 are not comparable with the previous year, due to following:

Date of acquisition of Investment in Subsidiaries

Sr. No.	Name of the Entity	For the Year ended 31st March, 2021	For the year ended 31st March, 2020
1	Bikaner-Khetri Transmission Limited		19th September, 2019
2	WRSS XXI (A) Transco Limited		14th October, 2019
3	Lakadia Banaskantha Transco Limited		13th November, 2019
4	Jam Khambaliya Transco Limited		13th November, 2019
5	Khargar Vikroli Transmission Private Limited	25th June, 2020	
6	Alipurduar Transmission Limited	26th November, 2020	
7	Warora Kurnool Transmission Limited	31st March, 2021	

51 Group has entered into transmission agreements in the nature of Service Concession Arrangements (SCA) with Rajasthan Rajya Vidyut Prasaran Nigam Limited (RVPNL) and with Power Grid Corporation of India Limited (PGCIL).

(a) Two agreements for different maintaining different transmission lines with RVPNL (Grantor) is to construct & operate an transmission system comprising:-

(i) A 400 KV Double Circuit transmission line from Suratgarh to Bikaner with a design capacity to transfer electricity equivalent to 1066 MW on Design, Built, Finance, Operate & Transfer (DBFOT) basis having contract for 35 years from the license issued. (ii) A 400 KV Double Circuit transmission Line in Bikaner, Sikar with a design capacity to transfer electricity equivalent to 2400 MW on Design, Built, Finance, Operate & Transfer (DBFOT) basis having contract for 25 years from the license issued.

(b) The agreements with PGCIL (Grantor) is to construct & operate an transmission system comprising a 400 KV Double Circuit transmission line in Pune, Aurangabad, Solapur, Kolhapur, Parli, Karad, Lonikhand, Kalwa, Limbdi, Vadavi, Kansari, Rajgarh and Karamsad with a design capacity to transfer electricity equivalent to 3600 MW on Design, Built, Finance, Operate & Transfer (DBFOT) basis having contract for 25 years. The service concession arrangement provides an option for extension of the concession period. Upon completion of concession period or on termination of agreement, Transmission Lines will vest with the grantor free and clear of all encumbrances. Financial assets is created on the basis of Present values of future Cash Flows. No intangible assets is created for this SCA accounting.

Financial summary of above concession arrangement are given below: **(₹ in Crores)**

		Transmission Lines	
Sr.No.	**Particulars**	**2020-21**	**2019-20**
1	SCA Revenue Recognised	150.71	154.12
2	Profit for the year	53.96	40.18

52 Additional information of net assets and share in profit or loss contributed by various entities as recognised under Schedule III of the Companies Act, 2013

Sr. No.	Name of the Entity	As % of Consolidated Net Assets as on 31st March 2021	₹ in Crores	As % of Consolidated Profit or Loss for the year ended 31st March 2021	₹ in Crores	As % of Consolidated Other Comprehensive Income for the year ended 31st March 2021	₹ in Crores	As % of Consolidated Total Comprehensive Income for the year ended 31st March 2021	₹ in Crores
1	Adani Transmission Limited	27.02%	4,086.61	-1.61%	(21.21)	14.50%	(21.23)	-3.61%	(42.44)
	Subsidiaries (Indian)								
2	Maharashtra Eastern Grid Power Transmission Company Limited	16.52%	2,497.89	39.67%	524.08	-0.62%	0.91	44.69%	524.99
3	Adani Transmission (India) Limited	14.75%	2,230.58	22.39%	295.85	-0.04%	0.06	25.19%	295.91
4	Sipat Transmission Limited	0.52%	79.40	2.13%	28.14	6.66%	(9.75)	1.57%	18.39
5	Raipur-Rajnandgaon-Warora Transmission Limited	1.17%	176.52	4.56%	60.30	15.07%	(22.06)	3.26%	38.24
6	Chhattisgarh-WR Transmission Limited	0.83%	125.01	3.15%	41.56	10.91%	(15.97)	2.18%	25.59
7	Adani Transmission (Rajasthan) Limited	0.13%	19.07	0.50%	6.55	-	(0.00)	0.56%	6.55
8	North Karanpura Transco Limited	0.19%	28.86	0.00%	(0.00)	-0.02%	0.03	0.00%	0.02
9	Maru Transmission Service Company Limited	0.14%	21.46	0.04%	0.55	-0.36%	0.53	0.09%	1.08
10	Aravali Transmission Service Company Limited	-0.01%	(1.52)	0.07%	0.89	-0.39%	0.57	0.12%	1.46
11	Western Transco Power Limited	1.11%	167.75	1.27%	16.84	0.01%	(0.01)	1.43%	16.83
12	Western Transmission (Gujarat) Limited	0.78%	118.45	0.96%	12.65	-0.01%	0.01	1.08%	12.66
13	Hadoti Power Transmission Service limited	0.36%	53.80	1.48%	19.53	1.85%	(2.70)	1.43%	16.83
14	Barmer Power Transmission Service limited	0.30%	45.26	1.09%	14.44	1.29%	(1.89)	1.07%	12.55
15	Thar Power Transmission Service limited	0.25%	37.89	1.00%	13.19	1.20%	(1.76)	0.97%	11.43
16	Fatehgarh-Bhadla Transmission Limited	0.17%	25.20	0.00%	(0.02)	-0.01%	0.01	0.00%	(0.01)
17	Ghatampur Transmission Limited	1.04%	157.33	0.37%	4.88	-0.02%	0.02	0.42%	4.90
18	Adani Transmission Bikaner Sikar Private Limited (Formerly Known as KEC Bikaner Sikar Transmission Private Limited)	0.34%	51.58	0.54%	7.10	-	-	0.60%	7.10
19	OBRA-C Badaun Transmission Limited	0.37%	55.34	-0.01%	(0.08)	-0.01%	0.02	-0.01%	(0.06)
20	Adani Electricity Mumbai Limited	31.14%	4,710.35	19.62%	259.17	49.95%	(73.13)	15.83%	186.02
21	AEML Infrastructure Limited	0.00%	(0.01)	0.00%	(0.01)	-	-	0.00%	(0.01)
22	Bikaner-Khetri Transmission Limited	0.66%	99.65	0.00%	0.03	0.00%	(0.00)	0.00%	0.03
23	WRSS XXI (A) Transco Limited	0.00%	(0.63)	0.00%	(0.05)	0.02%	(0.02)	-0.01%	(0.07)
24	Lakadia Banaskantha Transco Limited	-0.01%	(1.01)	0.00%	(0.02)	0.00%	0.00	0.00%	(0.02)
25	Jam Khambaliya Transco Limited	0.13%	20.11	0.00%	(0.03)	-0.01%	0.01	0.00%	(0.02)
26	Arasan Infra Private Limited	0.00%	(0.28)	-0.01%	(0.17)	-	-	-0.01%	(0.17)
27	Sunrays Infra Space Private Limited	0.00%	(0.38)	-0.03%	(0.40)	-	-	-0.03%	(0.40)
28	Power Distribution Services Limited (Formerly known as 'Adani Electricity Mumbai Services Limited')	0.01%	1.89	0.14%	1.89	-	-	0.16%	1.89
29	Adani Electricity Mumbai Infra Limited	0.00%	0.01	0.00%	-	-	-	-	-
30	Alipurduar Transmission Limited	1.42%	215.88	2.68%	35.59	-0.01%	0.01	3.03%	35.60
31	Khargar Vikroli Transmission Private Limited	-0.01%	(0.77)	0.00%	(0.01)	0.00	(0.02)	0.00%	(0.03)
32	Warora Kurnool Transmission Limited	0.68%	103.43	0.00%	-	-	-	0.00%	-
33	AEML Seepz Limited	0.00%	-	0.00%	-	-	-	0.00%	-
34	Adani Trans Step One Limited	0.00%	-	0.00%	-	-	-	0.00%	-
	Total	**100%**	**15,124.72**	**100%**	**1,321.23**	**100%**	**(146.40)**	**100%**	**1,174.83**
	Less: Adjustment of Consolidation		**6,205.44**		**31.66**		**-**		**31.66**
	Add: Non Controlling Interest		**1,103.58**		**65.53**		**(18.37)**		**47.16**
	Consolidated Net Assets/Profit after tax		**10,022.86**		**1,224.04**		**(128.03)**		**1,096.01**

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53 As per Ind AS 19 "Employee Benefits", the disclosures are given below.

(a) Defined Contribution Plan

(i) Provident fund
(ii) Superannuation fund
(iii) State defined contribution plans
-Employer's contribution to Employees' state insurance
-Employers' Contribution to Employees' Pension Scheme 1995
The Group has recognised the following amounts as expense in the financial statements for the year:

(₹ in Crores)

Particulars	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Contribution to Provident Fund	41.35	42.17
Contribution to Employees Superannuation Fund	7.98	8.46
Contribution to Employees Pension Scheme	6.90	7.17
Total	**56.23**	**57.80**

(b) Defined Benefit Plan

The Group has a defined benefit gratuity plan (funded) and is governed by the Payment of Gratuity Act, 1972. Under the Act, every employee who has completed at least five year of service is entitled to gratuity benefits on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with Life Insurance Corporation of India (LIC) in form of a qualifying insurance policy with effect from September 01, 2010 for future payment of gratuity to the employees.

Each year, the management reviews the level of funding in the gratuity fund. Such review includes the asset – liability matching strategy. The management decides its contribution based on the results of this review. The management aims to keep annual contributions relatively stable at a level such that no plan deficits (based on valuation performed) will arise.

The Group operates a defined benefit plan (the Gratuity plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.
The status of gratuity plan as required under Ind AS-19:

(₹ in Crores)

Particulars	As at 31st March, 2021	As at 31st March, 2020
i. Reconciliation of Opening and Closing Balances of defined benefit obligation		
Present Value of Defined Benefit Obligations at the beginning of the Year	654.50	603.97
Current Service Cost	36.85	33.30
Interest Cost	44.71	45.56
Re-measurement (or Actuarial) (gain) / loss arising from:		
- Change in demographic assumptions	6.91	0.14
- Change in financials assumptions	(1.18)	38.69
- Experience variance (i.e. Actual experience vs assumptions)	(41.08)	(17.68)
Acquisition Adjustment/Other adjustment	0.25	-
Benefits paid	(37.34)	(50.07)
Net Actuarial loss / (gain) Recognised	-	-
Liabilities Transfer In/Out	4.29	0.59
Present Value of Defined Benefit Obligations at the end of the Year	**667.91**	**654.50**
ii. Reconciliation of Opening and Closing Balances of the Fair value of Plan assets		
Fair Value of Plan assets at the beginning of the Year	491.10	457.39
Investment Income	33.59	34.49
Contributions	0.95	0.15
Benefits paid	(37.34)	(0.99)
Return on plan assets, excluding amount recognised in net interest expenses	(1.11)	0.06
Planned Asset Acquired on Business Acquisition	-	-
Fair Value of Plan assets at the end of the Year	**487.19**	**491.10**
iii. Reconciliation of the Present value of defined benefit obligation and Fair value of plan assets		
Present Value of Defined Benefit Obligations at the end of the Year	667.91	654.50
Fair Value of Plan assets at the end of the Year	(487.19)	(491.10)
Net Asset / (Liability) recognized in balance sheet as at the end of the year	**(180.72)**	**(163.40)**
iv. Composition of Plan Assets		
100% of Plan Assets are administered by LIC	-	-
v. Gratuity Cost for the Year		
Current service cost	36.85	33.30
Interest cost	44.71	45.56
Expected return on plan assets	(33.59)	(34.49)
Actuarial Gain / (Loss)	-	-
Net Gratuity cost recognised in the statement of Profit and Loss	**47.97**	**44.37**
vi. Other Comprehensive Income		
Actuarial (gains) / losses		
Change in demographic assumptions	6.91	0.14
Change in financial assumptions	(1.18)	38.69
Experience variance (i.e. Actual experiences assumptions)	(41.08)	(17.68)
Return on plan assets, excluding amount recognised in net interest expense	1.11	(0.06)
Components of defined benefit costs recognised in other comprehensive income	**(34.24)**	**21.10**
vii. Actuarial Assumptions		
Discount Rate (per annum)	6.7% to 6.84%	6.7% to 6.84%
Annual Increase in Salary Cost (per annum)	8.00% to 9.75%	8.00% to 9.75%

xi. Asset – Liability Matching Strategies

The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk.

However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).

(c) Sensitivity analysis

The sensitivity of the defined benefit obligations to changes in the weighted principal assumptions is:

	Change in assumption			Increase in assumption			Decrease in assumption	
	31st March, 2021	31st March, 2020		31st March, 2021	31st March, 2020		31st March, 2021	31st March, 2020
Discount rate	1.00%	1.00%	Decrease by	73.20	71.79	Increase by	63.16	62.03
Salary Growth Rate	1.00%	1.00%	Increase by	70.00	60.59	Decrease by	61.52	68.81
Attrition Rate	0.50%	0.50%	Decrease by	14.21	21.68	Increase by	20.04	20.04
Mortality Rate	10.00%	10.00%	Increase by	9.08	9.53	Decrease by	9.09	9.52

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54 The Group has adopted Ind AS 115 using the cumulative effect method (without practical expedients) with the effect of initially applying this standard recognised at the date of initial application i.e. 1st April, 2018. Accordingly, the comparative information i.e. information for the year ended 31st March 2018, has not been restated. The adoption of the standard did not have any material impact on the financial statements of the Group. Additionally, the disclosure requirements in Ind AS 115 have not generally been applied to comparative information.

Contract balances:

(a) The following table provides information about receivables, contract assets and contract liabilities from the contracts with customers.

(₹ in Crores)

Particulars	As at 31st March, 2021	As at 1st April, 2020
Trade receivables (Gross) (Refer note 13)	1,024.54	1077.72
(Less): Allowance for Doubtful Debts (Refer note 13)	(11.00)	(77.46)
Trade receivables (Net) (Refer note 13)	1,013.54	1,000.26
Contract assets (Refer note 17)	1,266.29	1,105.97
Contract liabilities	-	-

The contract assets primarily relate to the Group right to consideration for work completed but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Group issues an invoice to the Customer. The contract liabilities primarily relate to the advance consideration received from the customers.

(b) Significant changes in contract assets and liabilities during the period:

(₹ in Crores)

		For the Year ended 31st March, 2021	For the year ended 31st March, 2020
Opening Balance			
Recoverable from consumers		-	4.78
Liabilities towards consumers		28.50	-
	(A)	**28.50**	**4.78**
Income to be adjusted in future tariff determination in respect of earlier year (of which ₹ 2.26 crores recoverable from others as on 31 March, 2020)		(9.55)	(10.22)
Income to be adjusted in future tariff determination (Net)		(12.42)	(23.06)
Closing Balance	(B)	**(21.97)**	**(33.28)**
Recoverable from consumers		-	-
Liabilities towards consumers		6.53	-
Contract assets reclassified to receivables	(A+B)	**6.53**	**(28.50)**

Reconciliation the amount of revenue recognised in the statement of profit and loss with the contracted price:

(₹ in Crores)

Particulars	For the Year ended 31st March, 2021	For the year ended 31st March, 2020
Revenue as per contracted price	9,112.33	10,328.99
Adjustments		
Discounts	37.32	51.10
Revenue from contract with customers	**9,075.02**	**10,277.90**

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55 Regulatory Deferral Account

(₹ in Crores)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Regulatory Deferral Account - Liability		
Regulatory Liabilities	271.56	504.33
Regulatory Deferral Account - Assets		
Regulatory Assets	439.45	247.73
Net Regulatory Assets/(Liabilities)	**167.89**	**(256.60)**

Rate Regulated Activities

1 As per the Ind AS-114 'Regulatory Deferral Accounts', the business of electricity distribution is a Rate Regulated activity wherein Maharashtra Electricity Regulatory Commission (MERC), the regulator determines Tariff to be charged from consumers based on prevailing regulations in place.

2 MERC Multi Year Tariff Regulations, 2015 (MYT Regulations), is applicable for the period beginning from 1 April, 2016 to 31 March, 2020.

MERC Multi Year Tariff Regulations, 2019 (MYT Regulations), is applicable for the period beginning from 1 April, 2020 to 31 March, 2024. These regulations require MERC to determine tariff in a manner wherein the Company can recover its fixed and variable costs including assured rate of return on approved equity base, from its consumers. The Company determines the Revenue, Regulatory Assets and Liabilities as per the terms and conditions specified in MYT Regulations.

3 Reconciliation of Regulatory Assets/Liabilities of distribution business as per Rate Regulated Activities is as follows:

(₹ in Crores)

S.No.	Particulars	As at 31st March, 2021	As at 31st March, 2020
A	**Opening Regulatory Assets (Net)**	(256.60)	834.04
	Add:		
B	Acquired on Business Combination(Net)	-	-
1	For Current Year	582.81	(232.77)
2	For Earlier Year	-	-
	Total C (1 + 2)	**582.81**	**(232.77)**
	Less:		
D	Recovered / (refunded) during the year*	158.32	857.87
E	Net Movement during the year (C - D)	424.49	(1,090.64)
F	**Closing Balance (A + B+ E)**	**167.89**	**(256.60)**

*Includes ₹ 214.86 Crores recovered during 31 March 2020 on account of final truing up for FY 2017-18 and FY 2018-19

56 (i) Impairment testing of intangible Assets

In accordance with the requirements of Ind AS 36 "Impairment of Assets", AEML has as at 31 March, 2021 tested the Transmission Cash Generating Unit ("TCGU") which includes carrying value of Transmission License (₹ 981.62 crores) having indefinite useful life for impairment. The recoverable amount of the TCGU has been determined applying value in use approach. The value in use of the TCGU has been determined using Discounted Cash Flow Method (DCF).

In deriving the recoverable amount of the TCGU a discount rate (post tax) of 8.75 % (31 March 2020: 9.00%) per annum has been used. In arriving at the recoverable amount of the TCGU , financial projections have been developed for 6 years (31 March 2020: 5 years) and thereafter in perpetuity considering a terminal growth rate of 2% (31 March 2020: 2.5%) per annum.

Based on the results of the TCGU impairment test, the estimated value in use of the TCGU was higher than its carrying amount, hence impairment provision recorded during the current year is ₹ Nil (31 March 2020 - ₹ Nil). Management believes that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the fair value of the Transmission License.

The key assumptions used in determining the recoverable amount of TCGU are as follows

Discount Rate: 8.75 % (31 March 2020: 9 %) Post-Tax Discount rate has been derived based on current cost of borrowing and equity rate of return in line with the current market expectations

Capital expenditure /Capitalisation: Capital expenditure and capitalisation for 6 years (31 March 2020: 5 years) is estimated based on management projections and thereafter ₹ 325 crores per annum.

(ii) Goodwill

(₹ in Crores)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Balance at beginning of the year	592.09	590.14
Arising on account of Business combination	0.79	1.95
Balance at end of the year	**592.88**	**592.09**

Impairment testing of Goodwill

The group tests on a annual basis, goodwill arising on business combination amounting to ₹ 576.02 March, 2021 (₹ 576.02 crores for March 2020) which has been allocated to the respective Cash Generating Unit ("CGU")(ATIL, MEGPTCL and AEML) for impairment. Based on the annual impairment test no provision towards impairment was required necessary.

The recoverable amounts of the CGUs are determined from value-in-use calculations and the projections based on the period of the transmission and distribution licenses (including expected extensions)

The key assumptions for the value-in-use calculations are those regarding discount rates, growth rates, capital expenditure, and expected increase in direct costs . Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money. The growth rates are based on management's forecasts/ tariff regulations. Changes in direct costs are based on past practices and expectations of future changes in the market.

The Group prepares its forecasts based on the most recent financial budgets approved by management with projected revenue growth rates per respective tariff regulation wherein the revenue is determined considering the parameters/benchmarks laid down in the respective MERC/CERC tariff regulations.

The rates used to discount the forecasts is 10.29% p.a

Management believes that any reasonable possible change in any of these assumptions would not cause the carrying amount to exceed its recoverable amount.

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57 a) During the previous year 2019-20, Maharashtra Electricity Regulatory Commission (MERC) vide its order dated 30th March, 2020, has approved for (i) truing-up of the tariff for the period from the financial year 2017-18 & 2018-19, (ii) for Provisional truing up of financial year 2019-20 and (iii) Aggregate Revenue Requirement (ARR) for FY 2020-21 and FY 2024-25 for Adani Transmission (India) Limited (ATIL), Maharashtra Eastern Grid Power Transmission Company Limited (MEGPTCL) and Adani Electricity Mumbai Limited (AEML). Accordingly, based on the MERC order, during the previous period/year, Group has recognized revenue from operations of ₹ 254.43 Crores for the period from April, 2017 to March, 2019.

(b) During the quarter ended June 30, 2020, Appellate Tribunal for Electricity (APTEL) has issued order in favor of MEGPTCL wherein it has set aside disallowances made by MERC in its earlier Truing up orders as regards capital expenditure and others. Accordingly, during the year, Group has recognized revenue from operations (ARR) of ₹ 329.52 Crores from the period April, 2015 to March, 2020 and recognized ₹ 56.50 Crores for the period April, 2020 to March, 2021. Under the circumstances, the figures for the current year are not comparable with the corresponding figures of the previous year, to that extent.

58 (A) Non Controlling Interests (NCI)

Summary of financial information for a subsidiary (AEML) that has non-controlling interests that are material to the Group. The amounts disclosed for a subsidiary are before inter-company eliminations.

(₹ in Crores)

Summarised Balance Sheet	31st March, 2021	31st March, 2020
Total Non-current Assets	16,744.71	15,095.99
Total Current Assets	2,698.13	4,363.15
Regulatory Deferral Account - Assets	439.45	247.73
Total Assets	**19,882.29**	**19,706.87**
Non-current Liabilities	11,620.18	10,908.62
Current Liabilities	3,280.20	3,769.59
Regulatory Deferral Account - Assets	271.56	504.33
Total Liabilities	**15,171.94**	**15,182.54**
Accumulated NCI	**1,182.30**	**1,135.61**

(₹ in Crores)

Summarised statement of Profit and Loss	31st March, 2021	31st March, 2020
Profit /(Loss) for the year/period	259.17	(140.74)
Other Comprehensive Income / (Loss) for the year/period	(73.15)	(30.31)
Total Comprehensive Income /(Loss) for the year/period	186.02	(171.05)
Profit/(Loss) Allocated to NCI	**65.05**	**(35.33)**
Total Comprehensive Income /(Loss) allocated to NCI	**46.69**	**(42.93)**

(₹ in Crores)

Summarised Cash Flow allocated	31st March, 2021	31st March, 2020
Net cash from operating activities for the year	1,406.27	3,101.27
Net cash (used in) investing activities for the year	(1,052.61)	(3,047.08)
Net cash from financing activities for the year	(323.94)	(22.89)
Net (decrease) in cash and cash equivalents	**29.72**	**31.30**

(B) Gain on sale of Equity Shares of Subsidiary Companies to Non Controlling Interests

(₹ in Crores)

Particulars	31st March, 2021	31st March, 2020
Consideration received from non-controlling interests	-	1,209.62
Expenses incurred	-	(6.33)
Carrying amount of non-controlling interests	-	(1,105.91)
Gain on sale of Equity Shares of Subsidiary Companies to Non Controlling Interests	**-**	**97.38**

(C) Transaction with Non Controlling Interests

(₹ in Crores)

Particulars	31st March, 2021	31st March, 2020
Subordinate debt received	-	2,009.64
Commitment Charges Paid	-	7.52
Interest expense on Sub debt	131.87	19.24

(₹ in Crores)

Closing balance	31st March, 2021	31st March, 2020
Subordinate debt payable	2,061.70	2,133.75
Interest accrued but not due on Sub debt	51.40	19.24

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59 Group has acquired the control of the company wef 29 August, 2018, through its purchase from Reliance Infrastructure Limited ("RINFRA"), of the equity shares of the Company. In accordance with Share Purchase Agreement, any incremental adjustment, arising as a result of the above MERC MYT order for the period 1 April, 2017 to 28 August, 2018 is to the account of R-infra.

Consequent to the receipt of tariff orders on 30 March, 2020 the management has provisionally determined the amount recoverable/payable to RINFRA on account of various components such as annual surplus, capex disallowances, MAT credit etc. The amounts so provisionally determined will be further adjusted in the near future , for any further developments on regulatory matters pertaining to the above period.

60 **During the year, Adani Transmission Limited (the Parent Company)**

i) Signed a Share Purchase Agreement (SPA) and completed the acquisition of the SPV, Khargar Vikhroli Transmission Private Limited (KVPTL), incorporated by Maharashtra State Electricity Transmission Company Ltd. (MSETCL). KVPTL will build, own, operate and maintain the transmission project in the state of Maharashtra for a period of 35 years. This Project comprises of approximately 34 Km of 400 kV and 220 kV transmission lines along with 1500 MVA 400 kV GIS Substation at Vikhroli in Mumbai, this acquisition accounted as Business Combination.

ii) Acquired 650 ckt kms transmission assets at West Bengal and Bihar by acquiring 49% of paid-up equity capital of Alipurduar Transmission Limited ("ALTL") with effect from 26th November, 2020. The Group has finalised purchase consideration for acquisition of entire stake in ALTL, and has entered into a binding agreement to acquire remaining 51% paid-up equity capital of ALTL. Considering the rights available to the Group under the Share Purchase Agreement (SPA), the Group has concluded that it controls ALTL with effect from 26th November, 2020, this acquisition accounted as Assets Acquisition

iii) Signed a Share Purchase Agreement (SPA) and completed the acquisition of Warora-Kurnool Transmission Limited (WKTL) with effect from 31st March, 2021. WKTL will develop, operate and maintain transmission lines aggregating to ~1,750 ckt km. The 765 kV inter-state transmission line links Warora–Warangal and Chilakaluripeta-Hyderabad–Kurnool with a 765/400 kV new sub-station at Warangal, this acquisition accounted as Assets Acquisition.

(A) Summary of assets acquired and liabilities assumed as part of Assets acquisition when compared to the consideration paid is as below: :

Net amount of Assets and Liabilities (₹ in Crores)

Particulars	Warora Kurnool Transmission Limited	Alipurduar Transmission Limited
Assets		
Non-current assets		
Property, Plant and Equipment	60.43	1,262.23
Capital Work-In-Progress	821.84	-
Right of Usage	-	0.06
Other financial assets	-	0.04
Income Tax Assets (net)	-	0.08
Deferred Tax Assets (Net)	-	4.54
Other non-current assets	-	0.36
	882.27	**1,267.31**
Current assets		
Inventories	-	5.40
Trade Receivable	1.28	-
Cash and cash equivalents	0.14	16.05
Other financial assets	0.01	57.90
Other current assets	17.05	1.98
	18.48	**81.33**
Total Assets (i)	**900.75**	**1,348.65**
Non-current liabilities		
Borrowings	-	905.29
Other Financial Liabilities	-	0.04
	-	**905.33**
Current liabilities		
Trade Payables	1.13	0.62
Other financial liabilities	896.84	27.32
Other Current Liabilities	2.78	0.05
	900.75	**27.99**
Total Liabilities(ii)	**900.75**	**933.32**
Net Assets (i-ii)	**0.00**	**415.33**

Consideration Transferred : (₹ in Crores)

Particulars	**Warora Kurnool Transmission Limited**	**Alipurduar Transmission Limited**
Consideration Paid	0.00	415.33

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Adani Transmission Limited

B (a) Fair value of assets acquired and liabilities recognised at the date of acquisition on account of Business Combination:

(₹ in Crores)

Particulars	Khargar Vikhroli Transmission Private Limited
Assets	
Non-current assets	
Other financial assets	135.44
	135.44
Current assets	
Cash and cash equivalents	0.05
Other financial assets	0.06
	0.11
Total Assets (i)	**135.55**
Current liabilities	
Trade Payables	0.00
Other financial liabilities	136.29
	136.29
Total Liabilities(ii)	**136.29**
Net Assets (i-ii)	**(0.74)**

(b) Goodwill arising from acquisition :

(₹ in Crores)

Particulars	**Khargar Vikhroli Transmission Private Limited**
Consideration Paid	0.05
Less : Fair value of net assets (i-ii)	(0.74)
Goodwill/(Capital Reserve)	**0.79**

(c) Net cash outflow on acquisition :

Total Liabilities including Regulatory Liabilities (ii)	**Khargar Vikhroli Transmission Private Limited**
Total Consideration paid during the year	0.05
Total	**0.05**

Adani Transmission Limited

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As if these companies where acquired on 1st April, 2020, the profitability would have been Increased by ₹ Nil as per below table :-

(₹ in Crores)

Particulars	Khargar Vikhroli Transmission Private Limited
Profitability Increase/(Decrease)	-

d) **Impact of acquisition on the results of the Group :**
Included in the Statement of profit and loss after tax for the year ended 31st March, 2021 is ₹ 20.83 Crores attributable to the acquisition.

e) The results of these subsidiaries, after elimination of inter company transactions and balances, as included in the consolidated financial statements for the year ended 31st March, 2021 are given below :

(₹ in Crores)

Particulars	As at 31st March, 2021 Khargar Vikhroli Transmission Private Limited
ASSETS	
Non-current Assets	
Capital Work-In-Progress	93.85
Income Tax Assets (net)	0.00
Other Non-current Assets	196.71
Total Non-current Assets	**290.56**
Current Assets	
(i) Cash and Cash Equivalents	0.33
(ii) Loans	0.01
(iii) Financial Assets - Others	17.24
Other Current Assets	0.00
Total Current Assets	**17.58**
Total Assets	**308.14**
Liabilities	
Non-current Liabilities	
Financial Liabilities	
(i) Other Financial Liabilities	0.26
Provisions	0.48
Total Non-current Liabilities	**0.74**
Current Liabilities	
Financial Liabilities	
(i) Trade Payables	0.03
(ii) Other Financial Liabilities	4.20
Other Current Liabilities	0.16
Provisions	0.08
Total Current Liabilities	**4.47**
Total Liabilities	**5.21**

(₹ in Crores)

Particulars	For the Period 25th June, 2020 to 31st March, 2021
Total Revenue	-
Total Expenses	(20.83)
Profit / (Loss) before tax	-
Tax	-
Profit / (Loss) after tax	**(20.83)**

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Adani Transmission Limited *

61 Other Disclosures

(i) Due to outbreak of COVID-19 globally and in India, the Group's management has made initial assessment of impact on business and financial risks on account of COVID-19. Considering that the Group is in the business of Generation, Transmission and Distribution of Power which is considered to be an Essential Service, the management believes that the impact of this outbreak on the business and financial position of the Group will not be significant. The management does not see any risks in the Group's ability to continue as a going concern and meeting its liabilities as and when they fall due.

(ii) The date of implementation of the Code on Wages, 2019 and the Code on Social Security, 2020 is yet to be notified by the Government. The Group will assess the impact of these Codes and give effect in the financial results when the Rules/Schemes thereunder are notified.

62 Subsequent Event

The Group evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of consolidated financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the consolidated financial statements. As of 06th May, 2021, there are no subsequent events to be recognized or reported that are not already disclosed.

63 The Consolidated Financial Statements for the year ended 31st March, 2021 have been reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on 06th May, 2021.

As per our attached report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration Number : 117366W/W-100018

MOHAMMED BENGALI
Partner
Membership No. 105828

DELOITTE HASKINS & SELLS LLP * CHARTERED ACCOUNTANTS *

Place : Mumbai
Date : 6th May, 2021

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

JALADHI SHUKLA
Company Secretary

Adani Transmission Limited *

Place : Ahmedabad
Date : 6th May, 2021

ANNEXURE-9C

Deloitte Haskins & Sells LLP

Chartered Accountants
19th floor, Shapath-V
S.G. Highway
Ahmedabad-380 015
Gujarat, India

Tel: +91 79 6682 7300
Fax: +91 79 6682 7400

INDEPENDENT AUDITOR'S REPORT
To The Members of Adani Transmission Limited
Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Adani Transmission Limited** ("the Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2022, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the separate financial statements of the subsidiaries referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2022, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143 (10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the sub-paragraphs (a) of the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

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Sr. No	Key Audit Matter Description	Auditor's Response
1	**Hedge accounting and the related disclosures for currency derivatives:** (Refer to Note 49 to the Consolidated Financial Statements) As explained in Note 2(i) of the consolidated financial statements, the Company has foreign currency exposures from foreign currency denominated borrowings. The Company has hedged its foreign currency exposure through various currency derivative contracts which are recorded at fair value and has applied hedge accounting. Due to the changes in risks and estimates during the lifecycle of these derivative contracts, we identified the hedge accounting for currency derivatives and the adequacy of the related disclosures as a key audit matter because of the degree of subjectivity/management judgment required to determine hedges effectiveness and requires management to maintain hedge documentation. These transactions may have a significant financial effect.	**Principal audit procedures performed:** • We obtained an understanding of and tested the design and implementation and operating effectiveness of the management's controls over the determination of a hedge, adequacy of hedge documentation, evaluation of the hedge effectiveness, fair valuation of currency derivatives and hedge accounting. • For a sample of the derivative contracts : i. Inspected the hedge documentations for such derivative contracts and evaluated the management's assessment of hedge effectiveness. ii. Tested the existence of the derivative contracts outstanding as at March 31, 2022 by obtaining confirmations directly from contract counterparties for the currency derivatives. iii. Reperformed the fair valuations with the involvement of our internal fair valuation specialists, to evaluate the reasonability of fair values of the currency derivatives and the hedge effectiveness thereof has been appropriately determined by the management; • Assessed the adequacy of the disclosures in respect of the currency derivatives and hedge accounting in accordance with the disclosure requirements of Ind AS 107- Financial Instruments: Disclosures, Ind AS 113- Fair Value Measurement.
2	**Impairment of Transmission License having indefinite life:** (Refer to Note 58 to the Consolidated Financial Statements) As per the requirements of Ind AS 36, the Group is required to test Intangible assets with indefinite life, being Transmission License, for impairment on an annual basis. Accordingly, the Group has carried out a detailed evaluation of the recoverable value of transmission license and has concluded that the carrying value of the transmission license is good and recoverable.	**Principal audit procedures performed:** • We evaluated the design, implementation and tested the operating effectiveness of controls over impairment assessment process which *inter alia* included the management's evaluation of the reasonableness of estimates including those over the forecasts of future revenues, future capital expenditure and selection of discount rates. • We obtained management's impairment assessment and performed the following substantive procedures:

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	Since, the evaluation of recoverable values involves multitude of factors and assumptions involved in determining the forecasted revenues/cash flows and discount rate in the projection period, we have identified the impairment evaluation of transmission license as a key audit matter.	i. Evaluated the reasonableness of key assumption including revenue, future capital expenditure terminal values and selection of discount rates. ii. Evaluated the appropriateness of other key assumptions considered, in developing the projections by considering the historical accuracy of the Company's estimates in the prior periods. iii. With the assistance of our internal fair value specialists we to evaluated the appropriateness of the valuation methodology and the reasonability of the discount rate, by developing a range of independent estimates and comparing those to the discount rate selected by management. iv. Performed a sensitivity analysis to determine the effect of variation in the cash flow estimates
3	**Accrual of Regulatory Deferrals:** (Refer to Note 57 to the Consolidated Financial Statements) In the respect of Mumbai Distribution business, of the Group, the tariff is determined by Maharashtra Electricity Regulatory Commission (MERC) on cost plus return on equity basis wherein the cost is subject to certain laid down benchmarks/ norms. The Group invoices its customers on the basis of pre-approved tariff which is based on provisional tariff orders and is subject to final true up exercise to be adjusted in the future tariff. The Group recognizes revenue on the basis of tariff invoiced to consumers. As the Group is entitled to a fixed return on equity, the Group recognizes regulatory deferral for the shortage / excess compared to the entitled return on equity. Based on its assessment, the Group has recognized net regulatory deferral liability of Rs 852.46 crores as at March 31, 2022(including Rs 682.47 crores for the year), The regulatory deferrals are determined based on tariff regulations, tariff orders, judicial pronouncements etc. and are subject to verification and approval by the regulators. Further the costs incurred are subject to laid down norms/benchmarks. Significant judgements and estimates are made in determining the regulatory deferrals including interpretation of tariff regulations, and accordingly we have classified the determination of such regulatory deferrals as a key audit matter.	**Principal audit procedures performed:** • We evaluated the design and implementation and tested operating effectiveness of the management's controls over accrual of regulatory deferrals. • For the regulatory deferral determined by the Company, we have: i. Examined the workings of the regulatory deferral with the balance as per the books of account to confirm the appropriate determination of return on equity. ii. Evaluated the reasonability of key estimates used by the Group in determining regulatory deferrals by comparing it with tariff regulations, prior years orders and past precedents

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Information Other than the Financial Statements and Auditor's Report Thereon

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries, is traced from their financial statements audited by the other auditors.

- If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of 33 subsidiaries, whose financial statements reflect total assets of Rs.16,739.16 crores as at March 31, 2022, total revenues of Rs.1,676.19 crores and net cash inflows amounting to Rs.4.81 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

We did not audit the financial statements of 1 subsidiary, whose financial statements reflect total assets of Rs.15.16 crores as at 31st March, 2022, total revenues of Nil and net cash inflows amounting to Rs.0.02 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

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Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiaries referred to in the Other Matters section above we report, to the extent applicable that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the reports of the other auditors.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors of the Parent as on March 31, 2022 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies incorporated in India , none of the directors of the Group companies is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent and subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the auditor's reports of subsidiary companies incorporated in India , the remuneration paid by the Parent and such subsidiary companies to their respective directors during the year is in accordance with the provisions of section 197 of the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

(i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group ;

(ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent Company, and its subsidiary companies incorporated in India.

(iv)

a) The respective Managements of the Parent and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries that, to the best of their knowledge and belief, as disclosed in the note 63(iii)to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiaries to or in any other

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person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) The respective Managements of the Parent and its subsidiaries, which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries that, to the best of their knowledge and belief, as disclosed in the note 63(iv) to the consolidated financial statements, no funds have been received by the Parent or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.

(v) The Parent and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have not declared or paid any dividend during the year and have not proposed final dividend for the year.

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said respective companies included in the consolidated financial statements.

In respect of the following companies included in the Consolidated Financial Statements, whose audits under section 143 of the Act has not yet been completed, the CARO Report as applicable in respect of those entities are not available and consequently have not been provided to us on the date of this audit report:

Name of the Component	CIN	Nature of Relationship
Khavda-Bhuj Transmission Limited	U40108DL2021GOI381217	Wholly Owned Subsidiary

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

H.S. Sutaria..

Hardik Sutaria
(Partner)
(Membership No. 116642)
(UDIN: 22116642AILRVK6305)

Place: Ahmedabad
Date: May 05, 2022

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ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2022, we have audited the internal financial controls over financial reporting of Adani Transmission Limited (hereinafter referred to as "the Parent") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors of the subsidiary companies, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent and its subsidiary companies, which are companies incorporated in India.

Deloitte
Haskins & Sells LLP

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the criteria for internal financial control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 33 subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.
Our opinion is not modified in respect of the above matter.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

H. S. Sutaria

Hardik Sutaria
(Partner)
(Membership No. 116642)
(UDIN: 22116642AILRVK6305)

Place: Ahmedabad
Date: May 05, 2022

Consolidated Balance Sheet as at 31st March, 2022

adani
Transmission

(₹ in Crores)

Particulars	Notes	As at 31st March, 2022	As at 31st March, 2021
ASSETS			
Non-current Assets			
Property, Plant and Equipment	5.1	27,905.02	25,166.26
Capital Work-In-Progress	5.2	5,060.16	5,239.73
Right of Use Assets	5.4	673.00	218.15
Goodwill		598.29	592.88
Other Intangible Assets	5.1	1,095.46	1,009.31
Intangible Assets Under Development	5.3	-	15.41
Financial Assets			
(i) Investments	6	264.17	267.24
(ii) Loans	7	1,128.54	1,073.82
(iii) Other Financial Asset	8	3,531.04	2,910.63
Income Tax Assets (Net)	9	88.87	63.07
Other Non-current Assets	10	1,476.94	1,677.64
Total Non-current Assets		**41,821.49**	**38,234.14**
Current Assets			
Inventories	11	250.11	233.71
Financial Assets			
(i) Investments	12	296.35	174.79
(ii) Trade Receivables	13	1,070.84	1,013.54
(iii) Cash and Cash Equivalents	14	189.05	263.68
(iv) Bank Balances other than (iii) above	15	1,303.52	1,026.23
(v) Loans	16	7.81	24.43
(vi) Other Financial Assets	17	1,066.73	1,394.59
Other Current Assets	18	334.19	429.02
Total Current Assets		**4,518.60**	**4,559.99**
Total Assets before Regulatory Deferral Account		**46,340.09**	**42,794.13**
Regulatory Deferral Account - Asset	57	1,124.02	439.45
Total Assets		**47,464.11**	**43,233.58**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	19	1,099.81	1,099.81
Unsecured Perpetual Equity Instrument	20	3,055.65	2,829.70
Other Equity	21	5,757.36	4,989.77
Total Equity attributable to Equity Owners of the Company		**9,912.82**	**8,919.28**
Non-Controlling Interest		1,093.68	1,103.58
Total Equity		**11,006.50**	**10,022.86**
Liabilities			
Non-current Liabilities			
Financial Liabilities			
(i) Borrowings	22	27,774.04	23,808.81
(ia) Lease Liability Obligation	23	66.12	88.91
(ii) Trade Payables	24		
(A) total outstanding dues of micro enterprises and small enterprises;		-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		32.22	31.93
(iii) Other Financial Liabilities	25	334.81	538.68
Other Non-Current Liabilities	26	290.25	282.89
Provisions	27	617.47	584.52
Deferred Tax Liabilities (Net)	28	1,414.46	1,186.35
Total Non-current Liabilities		**30,529.37**	**26,522.09**
Current Liabilities			
Financial Liabilities			
(i) Borrowings	29	2,040.54	3,152.17
(ia) Lease Liability Obligation	23	21.09	45.07
(ii) Trade Payables	30		
(A) total outstanding dues of micro enterprises and small enterprises;		26.37	29.69
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		1,581.54	1,211.32
(iii) Other Financial Liabilities	31	1,556.29	1,619.20
Other Current Liabilities	32	347.60	291.29
Provisions	27	70.91	61.85
Current Tax Liabilities (Net)	33	12.34	6.48
Total Current Liabilities		**5,656.68**	**6,417.07**
Total Liabilities before Regulatory Deferral Account		**36,186.05**	**32,939.16**
Regulatory Deferral Account-Liabilities	57	271.56	271.56
Total Equity and Liabilities		**47,464.11**	**43,233.58**
Summary of significant accounting policies	2		

See accompanying notes forming part of the consolidated financial statements

As per our attached report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

H. S. Sutaria

HARDIK SUTARIA
Partner

Date : 05th May, 2022

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

RAJESH S. ADANI
Director
DIN: 00006322

ANIL SARDANA
Managing Director and Chief Executive Officer
DIN: 00006867

ROHIT SONI
Chief Financial Officer

JALADHI SHUKLA
Company Secretary

Adani Transmission Limited

Date : 05th May, 2022

ADANI TRANSMISSION LIMITED

Consolidated Statement of Profit and Loss for the year ended 31st March, 2022

adani Transmission

(₹ in Crores)

Particulars	Notes	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Income			
Revenue from Operations			
(i) From Generation, Transmission and Distribution Business	34	10,435.61	9,169.70
(ii) From Trading Business	35	821.91	756.63
Other Income	36	603.95	532.60
Total Income		**11,861.47**	**10,458.93**
Expenses			
Cost of Power Purchased		2,778.88	1,914.51
Cost of Fuel		1,065.99	972.56
Purchases of Stock-in-Trade	37	821.23	755.89
Employee Benefits Expense	38	885.07	930.76
Finance Costs	39	2,364.95	2,116.99
Depreciation and Amortisation Expenses	5.4	1,427.15	1,328.88
Other Expenses	40	1,500.18	1,402.25
Total Expenses		**10,843.45**	**9,421.84**
Profit Before Rate Regulated Activities, Tax and Deferred Assets recoverable/adjustable for the year		**1,018.02**	**1,037.09**
Net movement in Regulatory Deferral Account Balances - Income/(Expenses)		682.47	582.81
Profit Before Tax and Deferred Assets recoverable/adjustable for the year		**1,700.49**	**1,619.90**
Tax Expense:	41		
Current Tax		244.23	187.01
Deferred Tax		191.83	237.22
Total Tax expenses		**436.06**	**424.23**
Profit After Tax for the year but before Deferred Assets recoverable/adjustable		**1,264.43**	**1,195.67**
Deferred assets recoverable/adjustable		(28.68)	93.90
Profit After Tax for the year		**1,235.75**	**1,289.57**
Other Comprehensive Income/(Loss)			
(a) Items that will not be reclassified to profit or loss			
- Remeasurement of defined benefit plans / (Loss)		16.37	34.24
- Tax relating to items that will not be reclassified to Profit or Loss		(2.89)	(6.03)
(b) Items that will be reclassified to profit or loss			
- Effective portion of gains and losses on designated portion of hedging instruments in a cash flow hedge		(262.79)	(192.32)
- Tax relating to items that will be reclassified to Profit or Loss		(2.44)	17.71
Total Other Comprehensive Income/ (Loss) for the year (Net of Tax)		**(251.75)**	**(146.40)**
Total Comprehensive Income for the year		**984.00**	**1,143.17**
Profit/ (Loss) for the year attributable to:			
Owners of the Company		1,204.61	1,224.04
Non-controlling interests		31.14	65.53
		1,235.75	**1,289.57**
Other Comprehensive Income / (Loss) for the year attributable to:			
Owners of the Company		(217.19)	(128.03)
Non-controlling interests		(34.56)	(18.37)
		(251.75)	**(146.40)**
Total Comprehensive Income/ (Loss) for the year attributable to:			
Owners of the Company		987.42	1,096.01
Non-controlling interests		(3.42)	47.16
		984.00	**1,143.17**
Earnings Per Share (EPS) (in ₹)	42		
(Face Value ₹ 10 Per Share)			
Basic / Diluted Earnings per Equity Share (Face Value of ₹ 10 each) after Net movement in Regulatory Deferral Account Balances (₹)		8.90	9.02
Basic / Diluted Earnings per Equity Share (Face Value of ₹ 10 each) before Net movement in Regulatory Deferral Account Balances (₹)		5.06	5.75

See accompanying notes forming part of the consolidated financial statements

As per our attached report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants

H. S. Sutaria

HARDIK SUTARIA
Partner

DELOITTE HASKINS & SELLS LLP * CHARTERED ACCOUNTANTS *

Date : 05th May, 2022

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

R. S. Adani
RAJESH S. ADANI
Director
DIN: 00006322

ANIL SARDANA
Managing Director and Chief Executive Officer
DIN: 00006867

ROHIT SONI
Chief Financial Officer

JALADHI SHUKLA
Company Secretary

Adani Transmission Limited

Date : 05th May, 2022

Statement of Consolidated Cash flows for the year ended 31st March, 2022

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
A. Cash flows from operating activities		
Profit before tax	1,700.49	1,619.90
Adjustments for:		
Depreciation and Amortisation Expenses	1,427.15	1,328.88
Amortisation of Consumer Contribution	(11.05)	(9.22)
Gain on Sale/Fair Value of Current Investments measured at FVTPL	(10.12)	(46.00)
Finance Costs	2,364.95	2,116.99
Interest Income	(508.99)	(466.95)
Unclaimed liabilities / Excess provision written back	(0.80)	(2.11)
Bad Debt Written Off	18.31	27.14
Sundry creditors written back	(57.41)	-
Loss on sale/discard of Property, Plant and Equipment	4.12	-
Foreign Exchange Fluctuation Loss	1.00	-
Operating profit before working capital changes	**4,927.65**	**4,568.63**
Changes in Working Capital:		
(Increase) / Decrease in Operating Assets :		
Employee Loans, Other Financial Assets and Other Assets	(331.67)	(298.27)
Inventories	(15.85)	312.86
Trade Receivables	(105.44)	(39.16)
Regulatory Deferral Account - Assets	(682.47)	(191.72)
Increase / (Decrease) in Operating Liabilities :		
Trade Payables	433.45	(402.30)
Regulatory Deferral Account - Liabilities	-	(232.77)
Other Financial Liabilities, Other Liabilities and Provisions	137.80	319.59
Cash generated from operations	**4,363.47**	**4,036.86**
Taxes paid (Net)	(266.86)	(252.53)
Net cash generated from operating activities (A)	**4,096.61**	**3,784.33**
B. Cash flows from investing activities		
Purchase of Property, Plant and Equipment (including Capital Work-in-progress, other intangible assets, capital advances and capital creditors)	(4,190.86)	(3,952.32)
Acquisition of Subsidiaries	(143.48)	(563.24)
Proceeds/(Purchase) of Investments (Contingency Reserve)	(32.70)	(267.24)
Proceeds/(Purchase) of current investment (net)	(89.45)	171.45
(Deposits in) Bank deposits (net) (Including Margin money deposit)	48.64	(1,260.09)
Advances Given	(607.22)	-
Advances Received back	607.22	-
Loans Given	(763.12)	(1,472.26)
Loans received back	725.05	2,817.11
Interest Received	497.89	501.30
Net cash used in investing activities (B)	**(3,948.03)**	**(4,025.29)**
C. Cash flows from financing activities		
Payment of lease liabilities (including Interest ₹ 11.20 crores (P.Y. ₹ 12.07 crores))	(31.26)	(35.19)
Increase in Service Line Contribution	25.80	14.09
Proceeds from Long-term borrowings	8,211.61	2,536.62
Repayment of Long-term borrowings	(5,564.49)	(1,333.09)
Proceeds/repayment from Short-term borrowings (Net)	(511.05)	730.93
Distribution on Unsecured Perpetual Equity Instrument	(0.34)	(1.39)
Repayment of Unsecured Perpetual Equity Instrument	-	(680.00)
Finance Cost paid	(2,365.13)	(1,976.62)
Net cash used in financing activities (C)	**(234.86)**	**(744.65)**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**(86.28)**	**(985.61)**
Cash and cash equivalents at the beginning of the year	**263.68**	**1,232.99**
Cash and cash equivalents acquired on acquisition of subsidiaries	11.65	16.30
Cash and cash equivalents at the end of the year	**189.05**	**263.68**

Cash and Cash Equivalents includes (Refer note 14)	As at 31st March, 2022	As at 31st March, 2021
Balances with banks		
In current accounts	165.85	175.71
Fixed Deposits (with original maturity for three months or less)	13.28	60.60
Cheque / Draft on Hand	9.12	24.97
Cash on Hand	0.80	2.40
Total Cash and Cash Equivalents	**189.05**	**263.68**

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

Adani Transmission Limited

Statement of Consolidated Cash flows for the year ended 31st March, 2022

Notes to Statement of Consolidated Cash Flows:

1 The Statement of Consolidated Cash Flows has been prepared under the Indirect method as set out in Ind AS 7 "Statement of Cash Flows"

2 Disclosure under Para 44A as set out in Ind AS 7 on Statement of Cash Flows under Companies (Indian Accounting Standards) Rules, 2017 (as amended) is given below:

Particulars	1st April, 2021	Cash Flows (net)	Unrealised Foreign Exchange Gain/(Loss)	Other	31st March, 2022
Long-term Borrowings (Including Current Maturities of Long Term Debt)#	24,994.51	2,647.12	764.49	(46.96)	**28,359.16**
Short term Borrowings	1,966.47	(511.05)	-	-	**1,455.42**
Unsecured perpetual Equity Instrument including Distribution (Net of Tax)*	2,829.71	(0.34)	-	226.28	**3,055.65**
TOTAL	**29,790.69**	**2,135.73**	**764.49**	**179.32**	**32,870.23**

Particulars	1st April, 2020	Cash Flows (net)	Unrealised Foreign Exchange Gain/(Loss)	Other	31st March, 2021
Long-term Borrowings (Including Current Maturities of Long Term Debt)#	23,009.92	1,203.53	(709.46)	1,490.52	**24,994.51**
Short term Borrowings	1,235.81	730.93	-	(0.27)	**1,966.47**
Unsecured perpetual Equity Instrument including Distribution (Net of Tax)*	3,279.42	(681.39)	-	231.68	**2,829.71**
TOTAL	**27,525.15**	**1,253.07**	**(709.46)**	**1,721.94**	**29,790.69**

* Other includes Distribution on perpetual Equity Instrument

Other includes Balances taken over on acquisition of Subsidiaries and amortised cost of borrowings

See accompanying notes forming part of the consolidated financial statements

As per our attached report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants

H. S. Sutaria

HARDIK SUTARIA
Partner

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

Date : 05th May, 2022

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

R. S. Adani

RAJESH S. ADANI
Director
DIN: 00006322

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

ROHIT SONI
Chief Financial Officer

JALADHI SHUKLA
Company Secretary

Date : 05th May, 2022

Adani Transmission Limited

Consolidated Statement of changes in equity for the year ended 31st March, 2022

A. Equity Share Capital

Particulars	No. of Shares	(₹ in Crores)
Balance as at 1st April, 2020	1,099,810,083	1,099.81
Issue of shares during the year	-	-
Balance as at 31st March, 2021	1,099,810,083	1,099.81
Issue of shares during the year	-	-
Balance as at 31st March, 2022	1,099,810,083	1,099.81

B. Unsecured Perpetual Equity Instrument

Particulars	(₹ in Crores)
Balance as at 1st April, 2020	3,279.42
i) Add: Availed during the year	-
ii) Add: Distribution on Unsecured Perpetual Equity Instrument (Net of Tax)	230.28
iii) Less: Repaid during the year	(680.00)
Balance as at 31st March, 2021	**2,829.70**
i) Add: Availed during the year	-
ii) Add: Distribution on Unsecured Perpetual Equity Instrument (Net of Tax)	225.95
iii) Less: Repaid during the year	-
Balance as at 31st March, 2022	**3,055.65**

C. Other Equity

(₹ in Crores)

Particulars	Attributable to owners of the Company									Non - controlling interest	Total Equity
	Reserves and Surplus							Item of other comprehensive income	Total Attributable to owners of the Company		
	Capital Reserve	General Reserve	Retained Earnings	Capital Redemption Reserve	Debenture Redemption Reserve	Self Insurance Reserve	Contingency Reserve	Effective portion of cashflow Hedge			
Balance as at 1st April, 2020	208.87	1,220.60	577.81	1,891.88	13.44	-	240.54	(33.41)	4,119.73	1,062.13	5,181.86
Profit for the year	-	-	1,224.04	-	-	-	-	-	1,224.04	65.53	1,289.57
Add/(Less): Other comprehensive income for the year (Net of Tax)	-	-	21.31	-	-	-	-	(149.34)	(128.03)	(18.37)	(146.40)
(Less): Distribution on Unsecured perpetual Equity Instrument	-	-	(231.68)	-	-	-	-	-	(231.68)	-	(231.68)
Add: Transfer from Retained Earning on redemption of Optionally Convertible Redeemable Preference Shares	-	-	(544.65)	544.65	-	-	-	-	-	-	-
Add/ (Less): Transfer from Retained Earning to Contingency Reserve	-	-	(38.66)	-	-	-	44.37	-	5.71	(5.71)	-
Add /(Less): Appropriation to Self Insurance Reserve	-	(12.65)	-	-	-	12.65	-	-	-	-	-
Add / (Less): Transfer from Retained Earning to Debenture Redemption Reserve	-	-	1.16	-	(1.16)	-	-	-	-	-	-
Balance as at 31st March, 2021	**208.87**	**1,207.95**	**1,009.33**	**2,436.53**	**12.28**	**12.65**	**284.91**	**(182.75)**	**4,989.77**	**1,103.58**	**6,093.35**
Profit/(Loss) for the year	-	-	1,204.61	-	-	-	-	-	1,204.61	31.14	1,235.75
Add/(Less): Other comprehensive income for the year (Net of Tax)	-	-	9.92	-	-	-	-	(227.11)	(217.19)	(34.56)	(251.75)
(Less): Distribution on Unsecured perpetual Equity Instrument	-	-	(226.30)	-	-	-	-	-	(226.30)	-	(226.30)
Add/ (Less): Transfer from Retained Earning to Contingency Reserve	-	-	(43.51)	-	-	-	49.98	-	6.47	(6.47)	-
Add /(Less): Appropriation to Self Insurance Reserve	-	(6.00)	-	-	-	6.00	-	-	-	-	-
Add/(Less): Transfer from Retained Earning to Debenture Redemption Reserve	-	-	1.13	-	(1.13)	-	-	-	-	-	-
Balance as at 31st March, 2022	**208.87**	**1,201.95**	**1,955.18**	**2,436.53**	**11.15**	**18.65**	**334.89**	**(409.86)**	**5,757.36**	**1,093.68**	**6,851.04**

See accompanying notes forming part of the consolidated financial statements

As per our attached report of even date

For Deloitte Haskins & Sells LLP
Chartered Accountants

H. S. Sutaria

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

HARDIK SUTARIA
Partner

Date : 05th May, 2022

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

R. S. Adani

RAJESH S. ADANI
Director
DIN: 00006322

ANIL SARDANA
Managing Director and Chief Executive Officer
DIN: 00006867

ROHIT SONI
Chief Financial Officer

JALADHI SHUKLA
Company Secretary

Date : 05th May, 2022

Adani Transmission Limited

1 Corporate information

Adani Transmission Limited ("The Company") is a public limited company incorporated and domiciled in India, It's ultimate holding entity is S. B. Adani Family Trust (SBAFT), having its registered office at 'Adani Corporate House', Shantigram, Near Vaishno Devi Circle, S.G.Highway, Khodiyar, Ahmedabad - 382421, Gujarat, India. The Company and its subsidiaries (together referred to as "the Group") is incorporated to carry on the business of establishing, commissioning, setting up, operating and maintaining electric power transmission systems and to peruse acquisition of available opportunity in power transmission systems/networks. The Group develops, owns and operates transmission lines across the States of Gujarat, Rajasthan, Bihar, Jharkhand, Uttar Pradesh, Maharashtra, Haryana, Chhattisgarh, Madhya Pradesh, West Bengal, Andhra Pradesh, Telangana and Tamil Nadu . The Group has entered in Generation and Distribution business in Mumbai through acquisition of Integrated Mumbai Power Business i.e. Business of Generation, Transmission and Distribution (GTD) and provide facility of distribution of electricity, effluent & sewage in Mundra SEZ area, Kutch, Gujarat. The Group has entered in to new business opportunities through OPGW fibres on transmission lines with the ambition of expanding its telecom solutions to Telcos, Internet service providers and long distance communication operators .The commercialization of the network shall be done through leasing out spare capacities to potential communication players.

2 Significant accounting policies

2.1 Statement of Compliance

The Consolidated Financial Statements of the Group have been prepared in accordance with Indian Accounting Standards (IndAS) as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with section 133 of the Companies Act, 2013 ("the Act") (as amended from time to time).

2.2 Basis of Preparation

These consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

The Function currency of the group is Indian Rupee(INR). The Consolidated financial statements are presented in INR and all values are rounded to the nearest Crores (Transactions below ₹ 50,000.00 denoted as ₹ 0.00), unless otherwise indicated.

2.3 Principles of consolidation

The consolidated financial statements comprise the financial statements of the Company and subsidiaries as at March 31, 2022. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- has power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated Statement of Profit and Loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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The list of Companies included in consolidation, relationship with Adani Transmission Limited and it's shareholding therein is as under: The reporting date for all the entities is 31st March, 2022

Sr. No.	Name of Company	Country of Incorporation	Relationship	Shareholding as on 31st March 2022	Shareholding as on 31st March 2021
1	Adani Transmission (India) Limited (ATIL)	India	Subsidiary	100%	100%
2	Maharashtra Eastern Grid Power Transmission Company Limited (MEGPTCL)	India	Subsidiary	100%	100%
3	Sipat Transmission Limited (STL)	India	Subsidiary	100%	100%
4	Raipur-Rajnandgaon-Warora Transmission Limited (RRWTL)	India	Subsidiary	100%	100%
5	Chhattisgarh-WR Transmission Limited (CWRTL)	India	Subsidiary	100%	100%
6	Adani Transmission (Rajasthan) Limited (ATRL)	India	Subsidiary	100%[1]	100%[1]
7	North Karanpura Transco Limited (NKTL)	India	Subsidiary	100%	100%
8	Maru Transmission Service Company Limited (MTSCL)	India	Subsidiary	100%	100%
9	Aravali Transmission Service Company Limited (ATSCL)	India	Subsidiary	100%	100%
10	Hadoti Power Transmission Service Limited (HPTSL)	India	Subsidiary	100%	100%
11	Barmer Power Transmission Service Limited (BPTSL)	India	Subsidiary	100%	100%
12	Thar Power Transmission Service Limited (TPTSL)	India	Subsidiary	100%	100%
13	Western Transco Power Limited (WTPL)	India	Subsidiary	100%	100%
14	Western Transmission (Gujarat) Limited (WTGL)	India	Subsidiary	100%	100%
15	Fatehgarh-Bhadla Transmission Limited (FBTL)	India	Subsidiary	100%	100%
16	Ghatampur Transmission Limited (GTL)	India	Subsidiary	100%	100%
17	Adani Electricity Mumbai Limited (AEML)	India	Subsidiary	74.90%	74.90%
18	AEML Infrastructure Limited (AEML Infra)	India	Subsidiary	100%	100%
19	OBRA-C Badaun Transmission Limited (OBTL)	India	Subsidiary	100%	100%
20	Adani Transmission Bikaner Sikar Private Limited	India	Subsidiary	100%[2]	100%[2]
21	WRSS XXI (A) Transco Limited (WRSS XXI (A))	India	Subsidiary	100%	100%
22	Bikaner Khetri Transco Limited (BKTL)	India	Subsidiary	100%	100%
23	Lakadia Banaskantha Transco Limited (LBTL)	India	Subsidiary	100%	100%
24	Jamkhambhaliya Transco Limited (JKTL)	India	Subsidiary	100%	100%
25	Arasan Infra Private Limited (AIPL)	India	Subsidiary	100%	100%
26	Sunrays Infra Space Private Limited (SISPL)	India	Subsidiary	100%	100%
27	Power Distribution Services Limited	India	Subsidiary	74.90%	74.90%
28	Adani Electricity Mumbai Infra Limited (100% subsidiary of AEML) (AEMIL)	India	Subsidiary	74.90%	74.90%
29	Kharghar Vikhroli Transmission Limited (formerly known as Kharghar Vikhroli Transmission Private Limited) (KVTL)	India	Subsidiary	100%	100%
30	Alipurduar Transmission Limited (ALTL)	India	Subsidiary	100%[3]	100%[3]
31	AEML Seepz Limited (100% subsidiary of AEML)(ASL)	India	Subsidiary	74.90%	74.90%
32	Adani Transmission Step One Limited (ATSOL)	India	Subsidiary	100%	100%
33	Warora Kurnool Transmission Limited (WKTL)	India	Subsidiary	100%	100%
34	ATL HVDC Limited	India	Subsidiary	100%	N.A.
35	MP Power Transmission Package-II Limited	India	Subsidiary	100%	N.A.
36	MPSEZ Utilities Limited (formerly known as MPSEZ Utilities private Limited)	India	Subsidiary	100%[4]	N.A.[4]
37	Karur Transmission Limited	India	Subsidiary	100%	N.A.
38	Khavda-Bhuj Transmission Limited	India	Subsidiary	100%	N.A.

1. Adani Transmission (Rajasthan) Limited (ATRL) has entered into a contract (Transmission Service Agreement) with Rajasthan Rajya Vidyut Prasaran Nigam Limited (RRVPNL) providing for the issue and allotment of one non-transferable equity share of ATRL (the "Golden Share") in favour of the RRVPNL.

2. Adani Transmission Bikaner Sikar Private Limited (ATBSPL) has entered into a contract (Transmission Service Agreement) with Rajasthan Rajya Vidyut Prasaran Nigam Limited (RRVPNL) providing for the issue and allotment of one non-transferable equity share of ATBSPL (the "Golden Share") in favour of the RRVPNL.

3. During the year 2020-21, Group acquired 49% of paid-up equity capital of Alipurduar Transmission Limited (ALTL) with effect from 26th November, 2020 from Kalpataru Power Transmission Limited ("the Selling Shareholder") pursuant to Share Purchase Agreement ("SPA") date 5 July, 2020. Adani Transmission Limited has finalised purchase consideration for acquisition of entire stake in ALTL and has entered into a binding agreement with the Selling Shareholder to acquire remaining 51% paid-up equity capital of ALTL from the Selling Shareholder. Considering the rights available to the Group under the SPA, the Group has concluded that it controls ALTL, accordingly the Group has consolidated ALTL, for the year ended 31 March, 2022. Further the revenue and corresponding expenses of ALTL included in the consolidated financial results is from 26th November, 2020 to 31 March, 2021.

4. Consequent to Share Purchase Agreement dated 15th December, 2021 entered into between ATL and Adani Ports and Special Economic Zone Limited (APSEZ), Group has during the year acquired 100% stake in MPSEZ Utilities Limited ("MUL").

The Group has made acquisition of MUL from Adani Ports and Special Economic Zone Limited which has been described in Note 62. The Management of the Company assessed whether or not this acquisition is "Common Control Business Combination" (as defined in Appendix C of Ind-AS 103). In making this judgement, the Management considered the absolute size of holding of S.B. Adani Family Trust ("SBAFT") in both the companies, the relative size of and dispersion of the shareholding owned by other shareholders, availability of information relating to contractual arrangements between SBAFT and other shareholders which could give SBAFT sufficient power to make decisions about the relevant activities of the Company. After a careful evaluation of the available information, the Management concluded that the acquisition does not meet the definition of Common Control Business Combination. Accordingly, the acquisition has been accounted for by applying the "acquisition method" as enunciated in Ind-AS 103

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2.4 Summary of significant accounting policies

(a) Property, plant and equipment

Land and building held for use in the production or for administrative purposes are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Free hold land is not depreciated.

Property, plant and equipment are stated at original cost grossed up with the amount of tax / duty benefits availed, less accumulated depreciation and accumulated impairment losses, if any. Properties in the course of construction are carried at cost, less any recognised impairment losses. All costs, including borrowing costs incurred up to the date the asset is ready for its intended use, is capitalised along with respective asset. Capital work-in-progress is stated at cost, net of accumulated impairment loss, if any.

Fixtures equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised based on the cost of assets (other than land) less their residual values over their useful lives.

i) Depreciation on property, plant and equipment in respect of Mumbai Generation, Transmission and Distribution business except (ii) and (iii) of the Group covered under Part B of Schedule II of the Companies Act, 2013, has been provided on the straight line method at the rates using the methodology as notified by the regulator.

For certain types of assets in respect of which useful life is not specified in MERC Multi Year Tariff Regulations ("MYT regulations"), useful life as prescribed under Schedule-II of Companies Act, 2013 is considered.

ii)In respect of assets (other than Dahanu Thermal Power Station-DTPS) which have been accounted at fair value, considering life as specified in MYT regulations, depreciation is provided on Straight Line Method (considering a salvage value of 5%) over their balance useful life. In respect of DTPS based on technical evaluation, the balance useful life has been determined as 15 years as on 01 April, 2018.

iii) In respect of assets other than (i) & (ii) above, Salvage value in respect of assets which have not been accounted at fair value has been considered at 10% except in respect of Furniture & Fixture, Vehicles, Office Equipment and Electrical Installations which has been considered at 5% and Computers & Software at Nil (Consequent to amendment in tariff regulations, the Company has changed the Salvage value of Computers from 5 % to Nil w.e.f. 01 April 2020).

Decapitalisation

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Estimated useful lives of assets are as follows:-

Type of Assets	Useful lives
Building	3-60 Years
Plant and Equipment (Except Meters & Batteries)*	3-35 Years
Plant and Equipment - Meters*	10 Years
Plant and Equipment - Batteries*	5 Years
Furniture and Fixtures	10-15 Years
Street Light	25 Years
Office Equipment	5-15 Years
Computer Equipment	3-6 Years
Vehicles	8-10 Years
Distribution Line / Transmission Cable	35 Years
Plant and Equipment, Building at DTPS	15 Years

* Consequent to amendment in tariff regulations, w.e.f. 01 April, 2020 AEML has changed the useful life (years) in respect of meters (from 25 to 10), batteries (from 25 to 5), Computers (from 3 to 6) and Substations put to use post 01 April, 2016 (Plant & Equipment) (from 25 to 35) for Financial year 2020-21.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Service line contribution received from consumers towards unconnected lines are recognised under other current financial liabilities till such lines are fully commissioned. When the lines are fully commissioned and capitalised in books, such contribution received is recognised in carrying value of such lines from the block of property, plant and equipment. MUL present the service lines contribution as deferred revenue under the head of non-current liabilities. Further, hitherto, the company presented depreciation charge on such assets as net of amortisation on such contribution being capitalised, the depreciation is presented on gross value and amortisation of such line is being presented as other operating income.

(b) Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal.

In respect of Intangible Asset ("Assets") pertaining to Mumbai Generation, Transmission and Distribution business during the year with effect from 29th August, 2018, the group has accounted for such Assets at their respective fair values based on the valuation done by professional valuation firm. Subsequent additions to the assets after 29th August, 2018 are accounted for at cost.

In respect of Intangible Asset ("Assets") pertaining to Mumbai Generation, Transmission and Distribution business acquired from Reliance Infrastructure Limited under a Court sanctioned scheme of arrangement with an appointed date of 1 April, 2018, in line with the requirements of the Court Scheme, the Company has accounted for such Assets at their respective fair values as at April 01, 2018 based on valuation done by professional valuation firm.

Derecognition of Intangible assets.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognised in statement of profit and loss when the asset is derecognised.

Useful life

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible Assets with Indefinite lives are not amortised but are tested for impairment on annual basis.

Estimated useful lives of the intangible assets are as follows:

Type of Assets	Useful lives
Transmission and distribution License	Indefinite
Computer Software	3-5 years

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(c) Intangible Assets Under Development - Software

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled are recognised as intangible assets where the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use;
- management intends to complete the software and use or sell it;
- there is an ability to use or sell the software;
- it can be demonstrated how the software will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

(d) Impairment of PPE and Intangible assets other then Goodwill

PPE (including CWIP) and intangible assets with definite lives, are reviewed for impairment, whenever events or changes in circumstances indicate that their carrying values may not be recoverable. Intangible assets having indefinite useful lives are tested for impairment, at-least annually and whenever circumstances indicate that it may be impaired.

For the purpose of impairment testing, the recoverable amount (that is, higher of the fair value less costs to sell and the value-in-use) is determined on an individual asset basis, unless the asset does not generate cash flows that are largely independent of those from other assets, in which case the recoverable amount is determined at the cash generating unit ("CGU") level to which the said asset belongs. If such individual assets or CGU are considered to be impaired, the impairment to be recognised in the statement of profit and loss is measured by the amount by which the carrying value of the asset / CGU exceeds their estimated recoverable amount and allocated on pro-rata basis.

Impairment losses are reversed in the statement of profit and loss and the carrying value is increased to its revised recoverable amount provided that this amount does not exceed the carrying value that would have been determined had no impairment loss been recognised for the said asset / CGU in previous years.

(e) Current versus Non-Current Classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle; or
- Held primarily for the purpose of trading; or
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle; or
- It is held primarily for the purpose of trading; or
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

(f) Cash & Cash Equivalents

Cash & cash equivalents comprises cash on hand, cash at bank and short term deposit with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. Cash & cash equivalents include balance with banks which are unrestricted for withdrawal and usage.

For the purpose of the statement of cash flows, cash & cash equivalents consists of cash at banks and short term deposits as defined above, as they are considered an integral part of the Group's cash management.

(g) Statement of Cash Flows

Cash flows are reported using the indirect method, where by profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

(h) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Group's entity are recognised at the proceeds received, net of direct issue costs.

(A) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

i) Classification of financial assets

a) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using the effective interest rate method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition, the Group makes an irrevocable election on an instrument-by-instrument basis to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments, other than equity investment which are held for trading. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

c) Financial assets at fair value through profit & loss (FVTPL)

All financial assets that do not meet the criteria for amortised cost are measured at FVTPL.

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ii) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial assets and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and transaction costs and other premiums or discounts) through the expected life of the financial assets, or where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest is recognised on an effective interest basis for debt instruments other than those financial assets classified as at Fair Value through Profit and Loss (FVTPL). Interest income is recognised in profit or loss and is included in the "Other income" line item.

iii) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

- the right to receive cash flows from the asset have expired, or
- the Group has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its right to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

iv) Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables and other contractual rights to receive cash or other financial asset.Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. The Group estimates cash flows by considering all contractual terms of the financial instrument through the expected life of that financial instrument. The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on financial instruments has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that will results if default occurs within the 12 months after the reporting date and this, are not cash shortfalls that are predicted over the next 12 months. If the Group measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Group again measures the loss allowance based on 12-month expected credit losses. When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Group uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable recognition and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are expedient as permitted under Ind AS 109, this expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward looking information.

v) Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in Statement of Profit and Loss.

vi) Impairment of investments

The Group reviews its carrying value of investments carried at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted in the statement of profit and loss.

(B) Financial liabilities and equity instruments

i) Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

ii) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

iii) Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the Effective Interest Rate (EIR) amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

iv) Financial liabilities at Fair Value through Profit or Loss (FVTPL)

A financial liability may be designated as at FVTPL upon initial recognition if:

such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;

the financial liability whose performance is evaluated on a fair value basis, in accordance with the Group's documented risk management;

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability.

v) Financial liabilities at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Trade and other payables are recognised at the transaction cost, which is its fair value, and subsequently measured at amortised cost.

vi) Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in 'Other income'.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL or amortisation cost, the foreign exchange component forms part of the fair value gains or losses and is recognised in the Statement of Profit and Loss.

vii) Derecognition of Financial Liability

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of Profit and Loss.

(C) Reclassification of financial assets and liabilities

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

(D) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(l) Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement:

In order to hedge its exposure to foreign exchange and interest rate risks, the Group enters into forward contracts, Principle only Swaps (POS) and other derivative financial instruments. The Group does not hold derivative financial instruments for speculative purposes.

Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to the statement of profit and loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to the statement of profit and loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

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For the purpose of hedge accounting, hedges are classified as:

To qualify for hedge accounting, the hedging relationship must meet all of the following requirements:

-there is an economic relationship between the hedged item and the hedging instrument

-the effect of credit risk does not dominate the value changes that result from that economic relationship

-the hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Company actually hedges and the quantity of the hedging instrument that the Company actually uses to hedge that quantity of hedged item.

• Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment.

• Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting.

The documentation includes the Group's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

(i) Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in the statement of profit and loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in statement of profit and loss.

Hedge accounting is discontinued when the Group revokes the hedge relationship, the hedging instrument or hedged item expires or is sold, terminated, or exercised or no longer meets the criteria for hedge accounting.

(ii) Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

Amounts recognised in OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

(j) **Inventories**

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on weighted average basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Cost of inventory includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Unserviceable/damaged stores and spares are identified and written down based on technical evaluation.

(k) **(i) Business combinations and Goodwill**

The Group accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognised in statement of profit and loss as incurred. The acquiree' s identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date.

If the initial accounting for a business combination is incomplete as at the reporting date in which the combination occurs, the identifiable assets and liabilities acquired in a business combination are measured at their provisional fair values at the date of acquisition. Subsequently adjustments to the provisional values are made within the measurement period, if new information is obtained about facts and circumstances that existed as of the acquisition date and, if known, would have resulted in the recognition of those assets and liabilities as of that date; otherwise the adjustments are recorded in the period in which they occur.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in other comprehensive income (OCI) and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

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(ii) Acquisition of Transmission SPVs classified as asset acquisitions

The Group acquires transmission SPVs' from third parties. The Purchase consideration primarily pertains to the fair value of the transmission assets. Transmission SPV's are with fixed tariff revenues under the Transmission Services Agreements (TSAs). The only key activity for these SPV's is the maintenance of the transmission assets which is or will be outsourced to third parties. There are no employees retained on acquisition and no other significant processes are performed for earning tariff revenues.

Based on evaluation of the above fact pattern vis-à-vis the guidance on definition of business under Ind AS and also keeping in view the relevant guidance on similar fact pattern available under accounting standards applicable in other jurisdictions, the management has classified the acquisition of transmission SPVs as asset acquisition.

(l) Foreign currencies

The functional currency of the Group is Indian Rupee ₹.

In preparing the financial statements of the Group, transactions in currencies other than the entity's functional currency are recognised at the rate of exchange prevailing on the date of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise except for:

(i) exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings; and

(ii) exchange differences on transactions entered into in order to hedge certain foreign currency risks (see note 49)

(m) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the financial asset or settle the financial liability takes place either:

(i) In the principal market for the asset or liability; or

(ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. Fair value measurement and / or disclosure purposes in these financial statements is determined on such a basis, except for measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

(i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

(ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;

(iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per The Group's accounting policies. For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(n) Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

i) Income from Transmission of Power:

- Revenue are recognised immediately when the service is provided. The Group collects the tax on behalf of the government and therefore, these are not economic benefits flowing to the Group. Hence they are excluded from revenue.
- Transmission income is accounted for based on tariff orders notified by respective regulatory authorities.
- The transmission system incentive / disincentive is accounted for based on certification of availability by respective Regional Power Committee.
- **Service concession arrangements (SCA) :**

  With respect to SCA, revenue and costs are allocated between those relating to construction services and those relating to operation and maintenance services, and are accounted for separately. Consideration received or receivable is allocated by reference to the relative fair value of services delivered when the amounts are separately identifiable. The infrastructure used in a concession are classified as an intangible asset or a financial asset, depending on the nature of the payment entitlements established in the SCA. When the amount of consideration under the arrangement for the provision of public services is substantially fixed by a contract, the Group recognizes the consideration for construction services at its fair value as a financial asset and is classified as "financial asset under service concession arrangements". When the demand risk is with Group, then, to the extent that the Group has a right to charge the user of infrastructure facility, the Group recognizes the consideration for construction services at its fair value, as an intangible asset. The Group accounts for such intangible asset in accordance with the provisions of Ind AS 38. When the amount of consideration under the arrangement comprises -

  - fixed charges based on Annual Capacity and
  - variable charges based on Actual utilisation of capacity

  then, the Group recognizes the consideration for construction services at its fair value, as the "financial asset under service concession arrangement" to the extent present value of fixed payment to be received discounted at incremental borrowing rate and the residual portion is recognized as an intangible asset.

(a) **Infrastructure is under project phase, the treatment of income is as follows:**

Revenues relating to construction contracts which are entered into with government authorities for the construction of the infrastructure necessary for the provision of services are measured at the fair value of the consideration received or receivable. Revenue from service concession arrangements is recognised based on the fair value of construction work performed at the reporting date.

(b) **Infrastructure is in operation, the treatment of income is as follows:**

Finance income over financial asset after consideration of fixed transmission charges is recognized using effective interest method. Variable transmission charges revenue is recognized in the period when the service is provided. Revenues relating to construction contracts which are entered into with government authorities for the construction of the infrastructure necessary for the provision of services are measured at the fair value of the consideration received or receivable. Revenue from service concession arrangements is recognised based on the fair value of construction work performed at the reporting date.

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(ii) Sale of Power - Distribution Business

Revenue from sale of power is recognised net of cash discount over time for each unit of electricity delivered at the pre determined rate.

(iii) Rendering of Services

Revenue from a contract to provide services is recognized over time based on output method where direct measurements of value to the customer based on survey's of performance completed to date. Revenue is recognised net of cash discount at a point in time at the contracted rate.

(iv) Amortisation of Service Line Contribution

Contributions by consumers towards items of property, plant and equipment, which require an obligation to provide electricity connectivity to the consumers, are recognised as a credit to deferred revenue. Such revenue is recognised over the useful life of the property, plant and equipment.

(v) Sale of Goods:

Revenue from sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the amount of revenue can be measured reliably; and
- it is probable that the economic benefits associated with the transaction will flow to the Group.
- There is no significant judgement involved while evaluating the timing as to when customers obtain control of promised goods and services.

(vi) Interest on Overdue Receivables / Delay Payment Charges

(i) Transmission business- Revenue in respect of delayed payment charges and interest on delayed payments leviable as per the relevant contracts are recognised on actual realisation or accrued based on an assessment of certainty of realization supported by either an acknowledgement from customers or on receipt of favourable order from regulator / authorities.

(ii) Distribution Business - Consumers are billed on a monthly basis and are given average credit period of 15 to 30 days for payment. No delayed payment charges ('DPC') / interest on arrears ('IOA') is charged for the initial 15-30 days from the date of invoice to customers. Thereafter, DPC / IOA is charged at the rate prescribed in the tariff order on the outstanding amount.

(o) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

Substantial time is defined as time required for commissioning of the assets considering industry benchmarks/MERC tariff regulations.

(p) Employee benefits

i) Defined benefit plans:

The Group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees through Group Gratuity Scheme of Life Insurance Corporation of India. The Group accounts for the liability for the gratuity benefits payable in future based on an independent actuarial valuation carried out using Projected Unit Credit Method considering discounting rate relevant to Government Securities at the Balance Sheet Date.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods. Past service costs are recognised in the statement of profit and loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring costs
- Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:
- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non routine settlements; and
- Net interest expense or income.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds. The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Defined benefit costs in the nature of current and past service cost and net interest expense or income are recognized in the statement of profit and loss in the period in which they occur. Actuarial gains and losses on remeasurement is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur and is reflected immediately in retained earnings and not reclassified to profit or loss. Past service cost is recognised in the Statement of Profit and Loss in the period of a plan amendment.

ii) Defined contribution plan:

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

iii) Compensated Absences:

Provision for Compensated Absences and its classifications between current and non-current liabilities are based on independent actuarial valuation. The actuarial valuation is done as per the projected unit credit method as at the reporting date.

iv) Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

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(q) Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Lease term is a non-cancellable period together with periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments to be paid over the lease term at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate. Subsequently, the lease liability is measured at amortised cost using the effective interest method.

(r) Taxation

Tax on Income comprises current tax and deferred tax. These are recognised in Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

i) Current tax

Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations for which applicable tax regulations are subject to interpretation and revises the provisions where appropriate.

ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction other than a business combination that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised. The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

Deferred tax assets are recognised for unused tax losses (excluding unabsorbed depreciation) to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Regulators tariff norms provide the recovery of Income Tax from the beneficiaries by way of grossing up the return on equity based on effective tax rate for the financial year shall be based on the actual tax paid during the year on the transmission income from certain subsidiaries . Accordingly, deferred tax liability provided during the year which is fully recoverable from beneficiaries and known as "deferred assets recoverable / adjustable". The same will be recovered when the related deferred tax liability forms a part of current tax.

(s) Earnings per share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Group by the weighted average number of equity shares outstanding during the period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Group by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

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(t) Provisions, Contingent Liabilities and Contingent Assets.

i) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Present obligations arising under onerous contracts are recognised and measured as provisions with charge to statement of profit and loss. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

ii) Contingent liability

A possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise are disclosed as contingent liability and not provided for. Such liability is not disclosed if the possibility of outflow of resources is remote.

iii) Contingent assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

Contingent assets are not recognised but disclosed only when an inflow of economic benefits is probable.

(u) Regulatory Deferral Account

The Group determines revenue gaps (i.e. surplus/shortfall in actual returns over returns entitled) in respect of its regulated operations in accordance with the provisions of Ind AS 114 "Regulatory Deferral Accounts" read with the Guidance Note on Rate Regulated Activities issued by ICAI and based on the principles laid down under the relevant Tariff Regulations/Tariff Orders notified by the Electricity Regulator and the actual or expected actions of the regulator under the applicable regulatory framework. Appropriate adjustments in respect of such revenue gaps are made in the regulatory deferral account of the respective year for the amounts which are reasonably determinable and no significant uncertainty exists in such determination. These adjustments/accruals representing revenue gaps are carried forward as Regulatory deferral accounts debit/credit balances (Regulatory Assets/Regulatory Liabilities) as the case may be in the financial statements, which would be recovered/refunded through future billing based on future tariff determination by the regulator in accordance with the electricity regulations.

The Group presents separate line items in the balance sheet for:

i. the total of all regulatory deferral account debit balances; and

ii. the total of all regulatory deferral account credit balances.

A separate line item is presented in the Statement of Profit and Loss for the net movement in regulatory deferral account. Regulatory assets/ liabilities on deferred tax expense/income is presented separately in the tax expense line item

(v) Dividend distribution to equity shareholders

The Group recognises a liability to make dividend distributions to its equity holders when the distribution is authorised and the distribution is no longer at its discretion. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

In case of Interim Dividend, the liability is recognised on its declaration by the Board of Directors.

3 Significant accounting judgements, estimates and assumptions

Critical accounting judgements and key sources of estimation uncertainty

The application of the group accounting policies as described in Note 2, in the preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant.

The estimates and underlying assumptions are reviewed on an ongoing basis and any revisions thereto are recognized in the period in which they are revised or in the period of revision and future periods if the revision affects both the current and future periods. Actual results may differ from these estimates which could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

3.1 Property, plant and equipment:(PPE)

i) Service concession arrangements[1]

The Group has assessed applicability of Appendix C of Ind AS - 115 "Service Concession Arrangements" with respect to its transmission assets portfolio. In assessing the applicability, the Group have exercised judgement in relation to the provisions of the Electricity Act, 2003, transmission license and / or agreements etc.

ii) Depreciation rates, depreciation method and residual value of property, plant and equipment[1]

Depreciation is recognised based on the cost of assets (other than land) less their residual values over their useful lives.

i) Depreciation in respect of assets related to electricity transmission business covered under Part B of Schedule II of the Companies Act, 2013, has been provided on the straight line method at the rates using the methodology as notified by the respective regulators.

ii) In respect of other, depreciation on fixed assets is calculated on straight-line method (SLM) basis using the rates arrived on the basis on useful life as specified in Schedule II of the Companies Act, 2013.The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

iii) Impairment of property plant and equipment[2]

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

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3.2 Taxation:

Deferred tax assets[2]

Deferred tax assets are recognised for unused tax losses / credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Regulators tariff norms provide the recovery of Income Tax from the beneficiaries by way of grossing up the return on equity based on effective tax rate for the financial year shall be based on the actual tax paid during the year on the transmission income. Accordingly, deferred tax liability provided during the year which is fully recoverable from beneficiaries and known as "deferred assets recoverable / adjustable". The same will be recovered when the related deferred tax liability forms a part of current tax.

3.3 Fair value of Assets and liabilities acquired on business combination and Assets Acquisition are considered at fair value[2]. (Refer note 62)

3.4 Impairment of Goodwill and other intangible assets with indefinite life[2]

Goodwill and other intangible assets with indefinite life are tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash generating unit is less than its carrying amount based on a number of factors including operating results, business plans, future cash flows and economic conditions. The recoverable amount of cash generating units is determined based on higher of value-in-use and fair value less cost to sell. The goodwill impairment test is performed at the level of the cash-generating unit or groups of cash-generating units which are benefitting from the synergies of the acquisition and which represents the lowest level at which goodwill is monitored for internal management purposes.

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments. (Refer Note 2.4 (k)) & (Refer note 58)

3.5 Judgement to estimate the amount of provision required or to determine required disclosure related to litigation and claim against the Group[2] (Refer note 43)

3.6 Fair value measurement of financial instruments[2]

In estimating the fair value of financial assets and financial liabilities, the Group uses market observable data to the extent available. Where such Level 1 inputs are not available, the Group establishes appropriate valuation techniques and inputs to the model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Note 46.

3.7 Employee benefit plans:

Defined benefit plans and other long-term employee benefits[2]

The present value of obligations under defined benefit plan and other long term employment benefits is determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual development in the future. These include the determination of the discount rate, future salary escalations, attrition rate and mortality rates etc. Due to the complexities involved in the valuation and its long term nature, these obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Information about the various estimates and assumptions made in determining the present value of defined benefit obligations are disclosed in Note 55.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

3.8 Assessment of lease classification in respect of long term power purchase agreement.[1]

The Group had a 25 year long term Power Purchase Agreement (PPA) with Vidharbha Industries Power Limited (VIPL), wherein the Group has committed to purchase the entire output generated from VIPL's generating station located at Butibori. In terms of the PPA, the Group subject to a minimum guaranteed plant availability (determined on a yearly basis) is liable to pay subject to MERC approval a fixed monthly capacity charge and a variable charge towards the cost of fuel.VIPL was obligated to make the plant available for generation for a minimum period of time (determined on a yearly basis) and the option as regards the timing of availability was at the discretion of VIPL.

The Group on assessment of the above arrangement has concluded, that considering the Group does not have the right to direct the use of the asset , the above arrangement does not qualify to be lease under IND AS 116.

During the previous year the Company had terminated the above PPA due to non-performance of obligations under the PPA by VIPL, such termination has been upheld by MERC / Appellate Tribunal of Electricity ("ATE").

3.9 Acquisition of Transmission SPV's classified as Assets acquisitions[1]

The Group acquires transmission SPVs' from third parties. The Purchase consideration primarily pertains to the fair value of the transmission assets. Transmission SPV's are with fixed tariff revenues under the Transmission Services Agreements (TSAs) for 35 years. The only key activity for these SPV's is the maintenance of the transmission assets which is or will be outsourced to third parties. There are no employees retained on acquisition and no other significant processes are performed for earning tariff revenues.

Based on evaluation of the above fact pattern vis-à-vis the guidance on definition of business under IND AS and also keeping in view the relevant guidance on similar fact pattern available under accounting standard applicable in other justifications, the management has classified the acquisition of Transmission SPV's as assets acquisition. (Refer Note 62)

[1] **Critical accounting judgments**

[2] **Key sources of estimation uncertainties**

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4 Standards issued but not effective /Impact of new and amended Ind As

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. In the current year, the below amendments to Ind ASs were effective for an annual period that begins on or after 1 April 2022 and the impact of the amendments on the financial statements is as under :

Impact of the initial application of new and amended Ind ASs that are effective for the current year

In the current year, the below amendments to Ind ASs were effective for an annual period that begins on or after 1 April, 2022 and the impact of the amendments on the financial statements is as under :

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Group does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Group does not expect the amendment to have any significant impact in its financial statements.

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Group does not expect the amendment to have any significant impact in its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Group does not expect the amendment to have any significant impact in its financial statements

Ind AS 116 – Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Group does not expect the amendment to have any significant impact in its financial statements.

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5. Property, Plant and Equipment, Intangible Assets and Capital Work in Progress

5.1 Property, Plant and Equipment

(₹ in Crores)

Description of Assets	Tangible Assets												Intangible Assets		
	Land (Free hold)	Building	Plant and Equipment	Furniture and Fixtures	Office Equipment	Computer Equipment	Vehicles	Railway Slidings	Distribution System	Jetties	Electrical Installation	Total	Computer Software	Transmission and distribution License	Total
I. Gross Carrying Amount															
Balance as at 1st April, 2020	**2,735.71**	**984.46**	**17,891.75**	**21.48**	**14.79**	**69.06**	**25.95**	**6.70**	**5,046.17**	**1.23**	**22.36**	**26,819.66**	**22.41**	**981.62**	**1,004.03**
Additions	18.84	39.51	1,279.17	1.73	9.03	34.93	15.26	-	633.38	0.05	4.93	2,036.83	21.65	-	21.65
Disposals	-	-	(5.59)	-	(0.07)	(0.00)	(1.58)	-	-	-	(0.07)	(7.31)	-	-	-
Acquisitions of subsidiaries	9.20	4.24	1,309.16	0.01	0.05	-	-	-	-	-	-	1,322.66	-	-	-
Balance as at 31st March, 2021	**2,763.75**	**1,028.21**	**20,474.49**	**23.22**	**23.80**	**103.99**	**39.63**	**6.70**	**5,679.55**	**1.28**	**27.22**	**30,171.84**	**44.06**	**981.62**	**1,025.68**
Additions	96.83	85.75	3,104.72	1.16	8.37	80.03	6.86	-	634.41	0.08	17.75	4,035.96	52.14	-	52.14
Disposals	(0.01)	(0.09)	(27.11)	(0.14)	(0.43)	(0.73)	(0.72)	-	-	-	(0.38)	(29.61)	-	-	-
Acquisitions of subsidiaries (Refer Note 62)	-	5.05	138.21	0.02	0.02	0.13	0.02	-	-	-	-	143.45	0.01	51.34	51.35
Balance as at 31st March, 2022	**2,860.57**	**1,118.92**	**23,690.31**	**24.26**	**31.76**	**183.42**	**45.79**	**6.70**	**6,313.96**	**1.36**	**44.59**	**34,321.64**	**96.21**	**1,032.96**	**1,129.17**
II. Accumulated depreciation															
Balance as at 1st April, 2020	-	**66.74**	**3,322.15**	**6.06**	**5.78**	**20.71**	**3.95**	**0.67**	**288.23**	**0.12**	**5.55**	**3,719.96**	9.16	-	9.16
Depreciation and Amortisation Expense	-	36.60	1,007.40	2.77	2.83	11.20	3.71	0.41	222.37	0.08	3.09	1,290.46	7.21	-	7.21
Eliminated on disposal of assets	-	-	(4.09)	-	(0.03)	-	(0.65)	-	-	-	(0.07)	(4.84)	-	-	-
Balance as at 31st March, 2021	-	**103.34**	**4,325.46**	**8.83**	**8.58**	**31.91**	**7.01**	**1.08**	**510.60**	**0.20**	**8.57**	**5,005.58**	**16.37**	-	**16.37**
Depreciation and Amortisation Expense	-	39.79	1,049.27	2.44	3.68	17.51	5.20	0.41	258.29	0.08	3.18	**1,379.85**	17.34	-	**17.34**
Eliminated on disposal of assets	-	(0.02)	(15.46)	(0.14)	(0.39)	(0.72)	(0.35)	-	-	-	(0.30)	**(17.38)**	-	-	-
Acquisitions of subsidiaries (Refer Note 62)	-	1.02	47.49	0.01	0.00	0.04	0.01	-	-	-	-	**48.57**	0.00	-	0.00
Balance as at 31st March, 2022	-	**144.13**	**5,406.76**	**11.14**	**11.87**	**48.74**	**11.87**	**1.49**	**768.89**	**0.28**	**11.45**	**6,416.62**	**33.71**	-	**33.71**

(₹ in Crores)

Description of Assets	Tangible Assets												Intangible Assets		
	Land (Free hold)	Building	Plant and Equipment	Furniture and Fixtures	Office Equipment	Computer Equipment	Vehicles	Railway Slidings	Distribution System	Jetties	Electrical Installation	Total	Computer Software	Transmission and distribution License	Total
Net Carrying Value :															
As at 31st March, 2021	**2,763.75**	**924.87**	**16,149.03**	**14.39**	**15.22**	**72.08**	**32.62**	**5.62**	**5,168.95**	**1.08**	**18.65**	**25,166.26**	**27.69**	**981.62**	**1,009.31**
As at 31st March, 2022	**2,860.57**	**974.79**	**18,283.55**	**13.12**	**19.89**	**134.68**	**33.92**	**5.21**	**5,545.07**	**1.08**	**33.14**	**27,905.02**	**62.50**	**1,032.96**	**1,095.46**

Notes:

(i) The above Intangible Assets are other than internally generated Intangible Assets

(ii) Transmission License was acquired as a part of the business acquisition. The license is valid for 25 years from 16th August 2011 to 15th August, 2036. The license may be further extended at minimal cost, considering similar extensions have happened in the past. Based on an analysis of all of the relevant factors, the license is considered by the company as having an indefinite useful life, as there is no foreseeable limit to the period over which the transmission business related assets are expected to generate net cash inflows for the company.

(iii) In respect of AEML, the title deeds in respect of land and certain residential properties are either in the erstwhile names of the Company viz: "Bombay Suburban Electric Supply Limited" / "Reliance Energy Limited" / "Reliance Infrastructure Limited". AEML is in process of updating the same from erstwhile Company's name to the name of the Company. Details of Immovable Properties for which title deeds are not in the name of Company are given below:

(iv) Consequent to amendment in tariff regulations, w.e.f. 01 April, 2020, Group has changed the useful life in respect of batteries and meters and accordingly depreciation for year ended 31 March, 2021 is higher by ₹ 81.19 crores.
Further in line with the tariff regulations, w.e.f. 01 April, 2020, the Group has changed the useful life in respect to certain Plant & Machinery and IT Equipment, accordingly depreciation for the year ended 31 March, 2021 is lower by ₹ 13.40 crores.
For charge created on aforesaid assets, refer note 22.

Details of Properties for which title deeds are not in the name of Group are given below:

Relevant Line Item in Balance sheet	Description of Property	Gross carrying value (₹ in Crores)	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
Property, Plant and Equipment	Land (Free hold)	25.41	Adani Power Limited	No	1st April , 2014	ATIL subsidiary of ATL being demerged from erstwhile company related to transmission business. Post demerger, the Company is in process of transferring the same in the name of the Company.
Right-of-Use Assets	Leasehold Land	8.78	Adani Power Limited	No	1st April , 2014	
Property, Plant and Equipment	Land (Free hold)	71.70	Godrej & Boyce Mfg. Co. Ltd	No	7th July , 2020	Erstwhile land of KVTL, subsidiary of ATL is registered in the name of Godrej & Boyce Mfg. Co. Ltd, post acquisition KVTL is in process of transferring the same in the name of the KVTL.
Property, Plant and Equipment	Land (Free hold)	24.68	Godrej & Boyce Mfg. Co. Ltd	No	7th July , 2020	
Property, Plant and Equipment	Land (Free hold)	2477.47	BSES / Reliance Energy / Reliance Infrastructure	No	28th August , 2018	The title deeds in respect of land and certain residential properties are either in the erstwhile names of the AEML viz: "Bombay Suburban Electric Supply Limited" / "Reliance Energy Limited" / "Reliance Infrastructure Limited". The AEML is in process of updating the same from erstwhile Company's name to the name of the AEML.
Property, Plant and Equipment	Building - Residential /Others	584.58	BSES / Reliance Energy / Reliance Infrastructure	No	28th August , 2018	
Property, Plant and Equipment	Leasehold Land	7.88	BSES / Reliance Energy / Reliance Infrastructure	No	28th August , 2018	

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5.2 Capital Work-In-Progress (₹ in Crores)

Particulars	Amount in CWIP for a period of				
	<1 year	1-2 years	2-3 years	> 3 years	Total
Capital-work-in progress ageing schedule:					
As at 31st March, 2022					
- Projects in progress	4,165.15	777.83	63.11	51.89	**5,057.98**
- Projects temporarily suspended	0.22	0.87	0.95	0.14	**2.18**
Total	**4,165.37**	**778.70**	**64.06**	**52.03**	**5,060.16**
As at 31st March, 2021					
- Projects in progress	4,643.61	505.68	42.85	46.71	**5,238.85**
- Projects temporarily suspended	0.21	0.51	0.07	0.09	**0.88**
Total	**4,643.82**	**506.19**	**42.92**	**46.80**	**5,239.73**

For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan: (₹ in Crores)

Particulars	Amount in CWIP for a period of				
	<1 year	1-2 years	2-3 years	> 3 years	Total
Capital-work-in progress ageing schedule:					
As at 31st March, 2022					
- Projects in progress					
220kV 120MVAR Reactor at AEML Gorai	0.19	-	-	-	**0.19**
- Projects temporarily suspended					
Low Tension network projects	0.17	-	-	-	**0.17**
Total	**0.36**	-	-	-	**0.36**
As at 31st March, 2021					
- Projects in progress					
Low Tension network projects	0.15	-	-	-	**0.15**
- Projects temporarily suspended					
Low Tension network projects	0.25	-	-	-	**0.25**
Total	**0.40**	-	-	-	**0.40**

Cost Overruns upto (+/-) 10 % are envisaged by the management's original plan, and hence not considered in above table.

Capital-work-in progress, whose completion is overdue compared to its original plan: (₹ in Crores)

Particulars	To be completed in				
	<1 year	1-2 years	2-3 years	> 3 years	Total
As at 31st March, 2022					
- Projects in progress					
Main Plant DPR Jobs	0.23	-	-	-	**0.23**
Main Plant Non DPR Jobs	0.01	-	-	-	**0.01**
11KV Substation jobs	0.06	-	-	-	**0.06**
Receiving Station Jobs	0.82	-	-	-	**0.82**
Low Tension Network jobs	0.02	-	-	-	**0.02**
Others Non DPR Jobs	0.06	-	-	-	**0.06**
Projects temporarily suspended					
Receiving Station Jobs	0.05	-	-	-	**0.05**
Total	**1.25**	-	-	-	**1.25**
As at 31st March, 2021					
- Projects in progress					
Main Plant DPR Jobs	0.68	-	-	-	**0.68**
- Projects temporarily suspended					
	-			-	-
Total	**0.68**	-	-	-	**0.68**

Time Overruns due to delay in statutory approvals and right of way issues, and approved by the management's revised plan are not considered in above table.

5.3 Intangible Assets Under Development (₹ in Crores)

Particulars	Amount in Intangible Assets Under Development for a period of				
	<1 year	1-2 years	2-3 years	> 3 years	Total
Intangible Assets Under Development:					
As at 31st March, 2022					
- Projects in progress	-	-	-	-	-
- Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-
As at 31st March, 2021					
- Projects in progress	12.76	2.65	-	-	**15.41**
- Projects temporarily suspended	-	-	-	-	-
Total	**12.76**	**2.65**	-	-	**15.41**

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5.4 Right of Use Assets (₹ in Crores)

Description of Assets	Leasehold Land	Building	Right of Way	Computer Equipment	Total
I. Gross Carrying Amount					
Balance as at 1st April, 2020	100.16	129.92	40.16	-	270.24
Additions	0.78	14.22	-	1.55	16.55
Disposals	-	(4.78)	-	-	(4.78)
Acquisitions of subsidiaries	-	0.05	-	-	0.05
Balance as at 31st March, 2021	**100.94**	**139.41**	**40.16**	**1.55**	**282.06**
Additions	510.43	0.05	-	-	510.48
Disposals	(0.42)	(36.57)	-	-	(36.99)
Acquisitions of subsidiaries	-	12.96	-	-	12.96
Balance as at 31st March, 2022	**610.95**	**115.85**	**40.16**	**1.55**	**768.51**
II. Accumulated depreciation					
Balance as at 1st April, 2020	6.93	23.97	1.80	-	32.70
Amortisation Expense	5.87	23.16	1.81	0.37	31.21
Balance as at 31st March, 2021	**12.80**	**47.13**	**3.61**	**0.37**	**63.91**
Amortisation Expense	9.14	20.05	3.02	0.30	32.51
Eliminated on disposal of assets	(0.05)	(3.94)	-	-	(3.99)
Acquisitions of subsidiaries	-	3.08	-	-	3.08
Balance as at 31st March, 2022	**21.89**	**66.32**	**6.63**	**0.67**	**95.51**
Net Carrying Value :					
As at 31st March, 2021	**88.14**	**92.28**	**36.55**	**1.18**	**218.15**
As at 31st March, 2022	**589.06**	**49.53**	**33.53**	**0.88**	**673.00**

(i) The title deeds in respect of certain lease hold land properties are in the erstwhile names of the Company viz: "Bombay Suburban Electric Supply Limited" / "Reliance Energy Limited" / "Reliance Infrastructure Limited" . The Company is in process of Changing the name of the Company.
Further leasehold land amounting to ₹ 510.00 Crs included in the right of use assets, the Company has memorandum of understanding in name of the Company and the Company will enter into formal lease agreement on completion of the construction of the substation as per the requirement of the Slum Rehabilitation Authority .Further during the year, capital advance of ₹ 431.00 crores was given to M/s. Superheights Infraspace Private Limited (SIPL) (related party) towards acquiring leasehold rights of land parcel at BKC, Mumbai for construction of Extra High Voltage (EHV) Substation to meet the incremental load requirement. The same is capitalised on obtaining possesion of the said land.

(ii) The title deeds in respect of certain land and Buildings are in the erstwhile names of the Company viz: "Adani Power Limited" from which the transmission business was demerged into ATIL under Section 391 to 394 of the Companies Act, 1956 in terms of the approval of the Honourable High Court of judicature. Post demerger, ATIL is in process of transferring the same in the name of the ATIL.

5.5 Depreciation and Amortisation Expenses (₹ in Crores)

Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021
Depreciation on Tangible Assets	1,379.85	1,290.46
Amortisation of Intangible Assets	17.34	7.21
Amortisation of Right of Use	32.51	31.21
Less : Transferred to Capital work in progress	(2.55)	-
Total	**1,427.15**	**1,328.88**

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6 Investments

Non-Current investments

	No of Securities	Face Value of ₹ unless otherwise specified	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Investment in Government or Trust Securities at amortised cost				
Contingency Reserve Investment (Quoted)				
7.16% Central Government of India - 2050	1,87,50,000 (1,87,50,000)	100 (100)	201.78	202.07
9.23% Central Government of India - 2043	13,65,000 (13,65,000)	100 (100)	17.09	17.75
8.17% Central Government of India 2044	30,00,000 (30,00,000)	100 (100)	33.93	35.58
8.13% Central Government of India 2045	10,00,000 (10,00,000)	100 (100)	11.31	11.78
8.97% Central Government of India 2030	5,000 (5,000)	100 (100)	0.06	0.06
		Total	**264.17**	**267.24**
Aggregate book value of Quoted Investments			264.17	**267.24**
Aggregate market value of Quoted Investments			**246.65**	**259.90**

7 Loans- At Amortised Cost

	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Housing loans to employee against Hypothecation of the property (Secured, considered good)	20.17	25.96
Loan to employees (Unsecured, considered good)	8.77	7.86
Inter Corporate Deposit given to related party (Unsecured, considered good)	1,099.60	1,040.00
Total	**1,128.54**	**1,073.82**

Particulars	Amount of loan or advance in the nature of loan outstanding		Percentage to the total Loans and Advances in the nature of loans	
	31st March, 2022	31st March, 2021	31st March, 2022	31st March, 2021
Promoter	-	-	-	-
Director	-	-	-	-
Key Managerial Personnel	-	-	-	-
Related Party	1,099.60	1,040.00	97%	95%

8 Non-current Financial Assets- Others

	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Fixed Deposits with maturity over 12 months *	523.93	483.18
Financial Asset Under Service Concession Arrangement (SCA)	1,065.80	1,130.43
Unbilled Revenue	1,068.28	159.14
Derivative instruments designated in hedge accounting relationship	303.94	242.53
Security deposit - Considered Good	52.39	20.88
Security deposit -Considered doubtful	1.05	1.05
Balances held as Margin Money or security against borrowings	507.79	874.47
Other Receivable	8.91	-
Total	**3,532.09**	**2,911.68**
Less : Provision For Doubtful Deposits	(1.05)	(1.05)
Total	**3,531.04**	**2,910.63**

* Represents deposits Amount towards Debt Service Reserve Account (DSRA) and Capex Reserve Account (CRA)

9 Income Tax Assets (Net)

	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Income Tax Assets (Net)	88.87	63.07
Total	**88.87**	**63.07**

10 Other Non-current Assets

	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Advance to Employees	2.03	2.34
Capital advances		
Considered Good	531.54	703.84
Prepaid Expenses	1.32	2.72
Deferred Assets (recoverable) / adjustable (Refer Note 28)	942.05	968.74
Total	**1,476.94**	**1,677.64**

11 Inventories

(At lower of Cost and Net Realisable Value)

	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Fuel	127.40	128.06
Fuel -in Transit	35.83	19.06
Stores & spares	86.88	86.59
Total	**250.11**	**233.71**

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12 Current Financial Assets - Investment

Investment in Mutual Funds units at FVTPL (Unquoted)	Face Value of ₹ unless otherwise specified	No of Units*	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Kotak Overnight Fund -Direct Growth	1000 (1000)	4,59,018.90 (-)	52.04	-
Nippon India Liquid Fund Direct Growth Plan	1000 (1000)	6,927.38 (2,045.12)	3.61	1.03
Nippon India Overnight Fund -Direct Growth	1000 (1000)	9,10,154.82 (15,60,596.02)	10.39	17.24
ICICI Prudential Overnight Fund Direct Plan	100 (100)	29,62,844.65 (14,15,818.09)	33.96	15.71
Kotak Liquid Fund - Direct Growth Plan	1000 (1000)	19,602.80 (46,94,22.56)	8.44	51.54
HDFC Overnight Fund- Direct plan-Growth Option	1000 (1000)	8,975.85 (15,709.09)	2.83	4.80
Aditya Birla Overnight Fund Growth -DirectPlan	1000 (1000)	6,06,999.18 (732.30)	69.79	0.08
Birla Sun Life Cash Plus - Growth-Direct Plan	1000 (1000)	3,28,799.10 (-)	11.28	-
SBI Overnight Fund Direct Growth Plan	1000 (1000)	1,02,479.54 (79,426.51)	35.47	26.62
Edelweiss Overnight Fund Direct Plan Growth	1000 (1000)	11,893.46 (11,893.46)	1.31	1.27
UTI Overnight Fund-Direct Growth Plan	1000 (1000)	11,371.23 (1,04,953.44)	3.31	29.57
Axis Overnight Fund Direct Growth	1000 (1000)	2,50,059.29 (2,15,332.72)	28.10	23.43
ICICI Prudential Liquid Fund - Direct Growth Plan	100 (100)	Nil (1,14,648.08)	-	3.50
		Total (a)	**260.53**	**174.79**

* Previous year units are in bracket

	31st March, 2022	31st March, 2021
Aggregate Carrying value of unquoted investments	260.53	174.79
Aggregate market value of unquoted investments	260.53	174.79

Investment for Contingency Reserve

Contingency Reserve Investment (Quoted)	Face Value of ₹ unless	No of Securities	As at 31st March, 2022	As at 31st March, 2021
8.13% Central Government of India - 2022 at amortised cost	100	1,10,000 (Nil)	1.14	-
Treasury Bills at FVTPL	100	40,00,000 (Nil)	34.68	-
		Total (b)	**35.82**	**-**
Aggregate book value of Quoted Investments			**35.82**	-
Aggregate market value of Quoted Investments			**36.12**	-
		Total (a) + (b)	**296.35**	**174.79**

13 Trade Receivables

(Unsecured otherwise stated)	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Unsecured, considered good	1,070.84	1,013.54
- more than 6 months	-	-
- Less than 6 months	1,070.84	1,013.54
Credit Impaired	11.89	11.44
	1,082.73	**1,024.98**
Less : Expected Credit Loss	(11.89)	(11.44)
Total	**1,070.84**	**1,013.54**

Trade Receivable Ageing Schedule

As at 31st March, 2022

Particulars	Outstanding for following periods from due date of receipt						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	464.70	480.19	46.99	40.81	-	0.02	**1,032.71**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	6.25	18.08	3.87	7.12	-	-	**35.32**
(iii) Undisputed Trade Receivables – credit impaired	-	-	0.00	1.39	0.00	-	**1.39**
(iv) Disputed Trade Receivables considered good	0.60	1.66	0.36	0.15	-	-	**2.77**
(v) Disputed Trade Receivables - which have significant increase in credit risk	0.01	0.03	-	-	-	-	**0.04**
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	10.50	**10.50**
(vii) Provision for doubtful debt	-	-	(0.00)	(1.39)	(0.00)	(10.50)	**(11.89)**
Total	**471.56**	**499.96**	**51.22**	**48.08**	**-**	**0.02**	**1,070.84**

As at 31st March, 2021

Particulars	Outstanding for following periods from due date of receipt						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	446.83	434.78	86.35	1.04	-	0.15	**969.15**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	2.67	19.39	8.70	10.98	-	-	**41.74**
(iii) Undisputed Trade Receivables – credit impaired	-	-	1.39	-	-	-	**1.39**
(iv) Disputed Trade Receivables considered good	0.87	1.15	0.33	0.29	-	-	**2.64**
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	0.01	-	-	-	-	**0.01**
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	10.05	**10.05**
(vii) Provision for doubtful debt	-	-	(1.39)	-	-	(10.05)	**(11.44)**
Total	**450.37**	**455.33**	**95.38**	**12.31**	**-**	**0.15**	**1,013.54**

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Movement in the allowance for doubtful trade receivables	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Balance at the beginning of the year	11.44	77.46
Add/(Less) : Provision made / (Written off) during the year (net of recoveries)	0.45	(66.02)
Balance at the end of the year	11.89	11.44

(i) The Group holds security deposit amounting to ₹ 471.70 crores (PY - ₹ 474.80 crores)in respect of trade receivable of Distribution business.

(ii) The average credit period for the Group's receivables from its distribution business is in the range of 15 to 30 days. No interest or delayed payment is charged on trade receivables till the due date. Thereafter, one time delayed payment charges at the rate of 1.25% & interest after 30 / 60 days from bill date is charged in the range of 12% to 15% per annum.

(iii) The average credit period for the Group's receivables from its Transmission business is in the range of 30 to 60 days. No interest or delayed payment is charged on trade receivables till the due date. Thereafter, delayed interest charges, after 30 / 60 days from bill date is charged in the range of 12% to 15% per annum. For Transmission business, regulator approved tariff is receivable from long-term transmission customers (LTTCs) that are highly rated companies or government parties. Counterparty credit risk with respect to these receivables is very minimal.

(iv) The Group considers for impairment its receivables from customers in its of Distribution business. The risk of recovery in these businesses is reduced to the extent of security deposits already collected and held as collateral. Balance amount receivable over and above the deposit is assessed for expected credit loss allowances. The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experienced and adjusted for forward- looking information. The expected credit loss allowance is based on ageing of the days the receivables are due.

(v) Above trade receivables are pledged as security with the Lenders against borrowings. (Refer note 22)

(vi) The concentration of credit risk is very limited due to the fact that the large customers are mainly government bodies / departments and remaining customer base is large and widely dispersed and secured with security deposit.

14 Cash and Cash Equivalents	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Balances with banks		
In current accounts	165.85	175.71
Fixed Deposits (with original maturity for three months or less)	13.28	60.60
Cheque / Draft on Hand	9.12	24.97
Cash on Hand	0.80	2.40
Total	189.05	263.68

For charge created on aforesaid assets, refer note 22.

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Adani Transmission Limited

Notes to Consolidated Financial Statements for the year ended 31st March, 2022

15 Bank Balance other than Cash and Cash Equivalents

	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Balances held as Margin Money	1,107.62	970.84
Fixed Deposits (with original maturity of more than 3 months and less than 12 months) (Lodged against Bank guarantees and Debt service reserve account)	189.75	49.80
Fixed Deposit (with original maturity of more than 3 months and less than 12 months)	6.15	5.59
Total	**1,303.52**	**1,026.23**

For charge created on aforesaid assets, refer note 22.

16 Current Financial Assets - Loans

(At Amortised Cost)	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Housing loans to employee against Hypothecation of the property (Secured, considered good)	3.49	3.74
Loans to employees - Unsecured considered good	4.32	3.44
Loans to Others (Unsecured, considered good)	-	17.25
Total	**7.81**	**24.43**

17 Current Financial Assets- Others

	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Interest receivable	21.19	10.09
Unbilled Revenue	819.61	1,266.29
Financial Asset Under Service Concession Arrangement (SCA)	87.91	88.84
Security deposit	11.24	18.75
Derivative instruments designated in hedge accounting relationship	1.50	0.08
Other Receivables	125.28	10.54
Total	**1,066.73**	**1,394.59**

18 Other Current Assets

	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Advance to Suppliers	196.29	370.27
Balances with Government authorities	8.72	17.09
Prepaid Expenses	124.69	35.79
Advance to Employees	4.49	5.87
Total	**334.19**	**429.02**

19 Equity Share Capital

	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Authorised Share Capital		
1,50,00,00,000 (As at 31st March 2021-1,50,00,00,000) equity shares of ₹ 10 each	1,500.00	1,500.00
Total	**1,500.00**	**1,500.00**
Issued, Subscribed and Fully paid-up equity shares		
109,98,10,083 (As at 31st March 2021- 109,98,10,083) fully paid up equity shares of ₹ 10 each	1,099.81	1,099.81
Total	**1,099.81**	**1,099.81**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity Shares	As at 31st March, 2022 No. Shares	(₹ in Crores)	As at 31st March, 2021 No. Shares	(₹ in Crores)
At the beginning of the Year	1,099,810,083	1,099.81	1,099,810,083	1,099.81
Outstanding at the end of the year	**1,099,810,083**	**1,099.81**	**1,099,810,083**	**1,099.81**

Subsequent to 31st March 2022, the board of directors of the Company, in their meeting held on 8th April 2022 have approved the transaction for issue of 15,682,600 equity share of face value of ₹ 10 each of the Company, for total consideration of ₹ 3,850 Crores to Green Transmission investment Holding RSC Limited ("investor"), on a preferential basis. The current principal shareholder of the Investor is IHC Capital Holding LLC , Abu Dhabi, UAE. The transaction is approved by the shareholder in their meeting held on 5th May 2022, however subject to regulatory / statutory approvals.

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend if proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of shareholders holding more than 5% shares in the Company

Particulars	As at 31st March, 2022 No. Shares	% holding in the class	As at 31st March, 2021 No. Shares	% holding in the class
Equity shares of ₹ 10 each fully paid				
Mr. Gautam S. Adani / Mr. Rajesh S. Adani (On the behalf of S.B. Adani Family Trust)	621,197,910	56.48%	621,197,910	56.48%
Adani Tradeline LLP (Formerly known as Parsa Kente Rail Infra LLP)	99,491,719	9.05%	99,491,719	9.05%
Total	**720,689,629**	**65.53%**	**720,689,629**	**65.53%**

d. Details of Shareholding of Promoters

Particulars	No. of shares	% of total shares	% Change during the year	Remark if change is more than 25%
As at 31st March, 2022				
Shri Gautambhai Shantilal Adani	1	0.00%	0.00%	
Shri Rajeshbhai Shantilal Adani	1	0.00%	0.00%	
Shri Gautam S. Adani / Shri Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	621,197,910	56.48%	0.00%	
Shri Gautam S. Adani / Smt. Priti G. Adani (on behalf of Gautam S. Adani Family Trust)	8,836,750	0.80%	0.00%	
Adani Tradeline LLP	99,491,719	9.05%	0.00%	
Afro Asia Trade and Investments Limited	30,249,700	2.75%	0.00%	
Fortitude Trade and Investment Limited	30,249,700	2.75%	0.00%	
Worldwide Emerging Market Holding Limited	30,249,700	2.75%	0.00%	
Flourishing Trade And Investment Limited	3,688,000	0.34%	0.00%	
	823,963,481	**74.92%**	**0.00%**	
As at 31st March, 2021				
Shri Gautambhai Shantilal Adani	1	0.00%	0.00%	
Shri Rajeshbhai Shantilal Adani	1	0.00%	0.00%	
Shri Gautam S. Adani / Shri Rajesh S. Adani (on behalf of S. B. Adani Family Trust)	621,197,910	56.48%	0.00%	
Shri Gautam S. Adani / Smt. Priti G. Adani (on behalf of Gautam S. Adani Family Trust)	8,836,750	0.80%	0.00%	
Adani Tradeline LLP	99,491,719	9.05%	0.00%	
Afro Asia Trade and Investments Limited	30,249,700	2.75%	0.00%	
Fortitude Trade and Investment Limited	30,249,700	2.75%	0.00%	
Worldwide Emerging Market Holding Limited	30,249,700	2.75%	0.00%	
Flourishing Trade And Investment Limited	3,688,000	0.34%	0.00%	
	823,963,481	**74.92%**	**0.00%**	

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20 Unsecured Perpetual Equity Instrument

	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Opening Balance	2,829.70	3,279.42
Add: Availed during the year	-	-
(Less): Repaid during the year	-	(680.00)
Add: Distribution on Unsecured Perpetual Equity Instrument (Net of Tax)	225.95	230.28
Closing Balance	**3,055.65**	**2,829.70**

Adani Transmission Limited (Parent Company) has issued Unsecured Perpetual Equity Instrument (the "Instrument") to Adani Infra (India) Limited. These Instrument are perpetual in nature with no maturity or redemption and are callable only at the option of the Parent company. The distribution on part of these Instrument i.e ₹ 2,196.11 Crores (As at 31.03.2021: ₹ 2,129.70 Crores) outstanding as at March 31, 2022 are fixed at coupon rate of 11.80% p.a. compounded annually and for remaining amount i.e. ₹ 859.54 Crores (As at 31.03.2021: ₹ 700 Crores) outstanding as at March 31, 2022 are without any coupon rate. The obligation of the Parent company to repay the outstanding amounts shall rank on a parri passu basis with the obligations of the Parent company to make payments/distributions in relation to any parity securities issued/ to be issued by the Parent company and be senior to the obligations of the Parent company to make payments/distributions in relation to preference and equity share capital and any other securities at par with preference and equity share capital of the Parent Company.
As this Instrument are perpetual in nature and ranked senior only to the Share Capital of the Parent Company and the Parent company does not have any redemption obligation, these are considered to be in the nature of equity instruments.

21 Other Equity

		As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
a. Capital Reserve (Refer note (i) below)			
Opening Balance		208.87	208.87
Add : Addition during the year		(0.00)	-
Closing Balance	Total (a)	**208.87**	**208.87**
b. Effective portion of cashflow Hedge (Refer note (ii) below)			
Opening Balance		(182.75)	(33.41)
Effective portion of cash flow hedge for the year		(227.11)	(149.34)
Closing Balance	Total (b)	**(409.86)**	**(182.75)**
c. General Reserve (Refer note (iii) below)			
Opening Balance		1,207.95	1,220.60
Less: Appropriation to Self Insurance Reserve		(6.00)	(12.65)
Closing Balance	Total (c)	**1,201.95**	**1,207.95**
d. Capital Redemption Reserve (Refer note (iv) below)			
Opening Balance		2,436.53	1,891.88
Add: Transfer from Retained Earning on redemption of Optionally Convertible Redeemable Preference Shares		-	544.65
Closing Balance	Total (d)	**2,436.53**	**2,436.53**
e. Debenture Redemption Reserve (Refer note (v) below)			
Opening Balance		12.28	13.44
Transfer from/(to) Retained Earning		(1.13)	(1.16)
Closing Balance	Total (e)	**11.15**	**12.28**
f. Contingency Reserve (Refer note (vi) below)			
Opening Balance		284.91	240.54
Addition during the year		49.98	44.37
Closing Balance	Total (f)	**334.89**	**284.91**
g. Self Insurance Reserve (Refer note (vii) below)			
Opening Balance		12.65	-
Addition during the year		6.00	12.65
Closing Balance	Total (g)	**18.65**	**12.65**
h. Surplus in the Statement of Profit and Loss (Refer note (viii) below)			
Opening Balance		1,009.33	577.81
Add : Profit for the year		1,204.61	1,224.04
(Less): Other comprehensive income arising from remeasurement of Defined Benefit Plans		9.92	21.31
(Less): Distribution on Unsecured Perpetual Equity Instrument		(226.30)	(231.68)
(Less): Transfer to Contingency reserve		(43.51)	(38.66)
(Less): Transfer to Debenture Redemption Reserve		1.13	1.16
Less: Transfer from Retained Earning to Capital Redemption Reserve (CRR) on redemption of optionally convertible redeemable Preference Shares		-	(544.65)
	Total (h)	**1,955.18**	**1,009.33**
	Total (a+b+c+d+e+f+g+h)	**5,757.36**	**4,989.77**

Notes :
i) It has been created on acquisition of subsidiary companies.
ii)The cash flow hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognised and accumulated under the heading of cash flow hedging reserve will be reclassified to profit or loss only when the hedged transaction affects the profit or loss, or included as a basis adjustment to the non-financial hedged item.
iii) It has been created pursuant to the demerger of transmission undertaking of Adani Enterprises Limited into the company. The general reserve is used from time to time to transfer profit from retained earnings for apportion purposes.

iv) Under the provisions of Section 55 of the Companies Act, 2013 where the redemption of preference shares is out of profits, an amount equal to nominal value of shares redeemed is to be transferred to a reserve called 'capital redemption reserve'
v) The Company has issued redeemable non-convertible debentures. Accordingly, the Companies (Share capital and Debentures) Rules, 2014 (as amended), require the company to create DRR out of profits of the company available for payment of dividend. The DRR is created over the life of debentures out of retained earnings.
vi) As per the provisions of MERC MYT Regulations read with Tariff orders passed by MERC, the Group being a Distribution and Transmission Licensee, makes an appropriation to the Contingency Reserve fund to meet with certain exigencies. Investments in Bonds issued by Government of India and Mutual Funds have been made against such reserve.
vii) The company has decided that insurance of the transmission lines of subsidiary companies would be through the self-insurance to mitigate the loss of assets hence a reserve has been created in current year. The insurance of sub stations of subsidiary companies are covered through insurance companies under all risk policy.
viii) Retained earnings (in the event of availability of profits) represents the amount that can be distributed by the Company as dividends considering the requirements of the Companies' Act, 2013. No dividend are distributed during the year by the Company.

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Adani Transmission Limited

22 Non current Financial Liabilities - Borrowings

	Non-current		Current	
	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Secured				
Bonds				
5.20% US private Placement	2,736.12	2,722.83	67.90	84.74
4.25% USD Bonds	3,178.65	3,284.50	229.49	216.84
3.949% USD Bonds	7,512.41	7,235.63	-	-
4.00% USD Bonds	3,748.66	3,606.14	-	-
3.867% Sustainability Linked	2,246.10	-	-	-
Term Loans				
From Banks				
Rupee loan	2,326.15	1,436.30	113.24	803.38
Foreign currency loan	825.41	1,339.64	89.25	5.98
From Financial Institutions	2,382.31	1,813.69	54.36	63.57
Trade Credits & Buyers Credit				
From Banks	394.70	232.25	-	-
Non Convertible Debentures				
7.51% Non Convertible Debenture	99.99	110.86	10.88	11.19
Unsecured				
Loans and advances from related parties	217.40	-	-	-
Shareholders Affiliated Debts	2,106.14	2,026.97	-	-
Total	**27,774.04**	**23,808.81**	**585.12**	**1,185.70**
Amount disclosed under the head "Other current financial liabilities" (Refer Note: 31)	-	-	(585.12)	(1,185.70)
Net amount	**27,774.04**	**23,808.81**	-	-

Notes

Borrowings	Security	Terms of Repayment
4.25% USD Bonds	4.00% USD Bonds, 4.25% USD Bonds and Non-Convertible Debentures are secured by way of first ranking pari passu charge in favour of the Security trustee (for the benefit of the Bond/Debenture holders): (a) Mortgage of land situated at Sanand. (b) Hypothecation of all the assets (movable and immovable) including current assets of the Company. (c) Pledge over 100% equity shares of Adani Transmission (India) Limited (ATIL) and Maharashtra Eastern Grid Power Transmission Company Limited (MEGPTCL), both are wholly owned subsidiaries of the company. (d) accounts and receivables of ATIL and MEGPTCL and also the operating cash flows, book debts, loans and advances, commissions, dividends, interest income, revenues present and future of ATIL and MEGPTCL. (e) Assignment by way of security over loans given to ATIL & MEGPTCL. All its rights under the inter entity loan agreements entered or to be entered into between the Issuer, ATIL and MEGPTCL (the "Inter Entity Loans")	USD Bonds aggregating to ₹ 3,429.61 Crores (31st March, 2021- ₹ 3,527.56 Crores) are redeemable by Half yearly payment starting from May 2020 to May 2036.
4.00% USD Bonds		USD Bonds aggregating to ₹ 3,789.63 Crores (31st March, 2021- ₹ 3,655.50 Crores) are redeemable by bullet payment in FY 2026.
3.949% USD Bonds	a) a first pari passu mortgage over certain Identified Immovable Properties; b) a first pari passu charge on the movable assets of the Project (both present and future); c) a first pari passu charge on all book debts, operating cash flows, receivables (excluding Past Period Regulatory Assets, monies in the Debenture Liquidity Account and the post distribution cash flows), commissions or revenues whatsoever arising out of the Project (both present and future); d) a first pari passu charge on the Accounts under the Project Accounts Deed (except the Excluded Accounts (which means the AEML PPRA Account, the Debenture Liquidity Account, each of the AEML Post Distribution Cash Flow Accounts; any accounts opened for the purpose of managing any Excluded Cash Flows; and the AEML Distributions Account)) and amounts lying to the credit of such Accounts (both present and future); e) a first pari passu assignment in relation to Transmission License and Distribution License, subject to approval from the MERC; f) a pledge over 100% of the entire paid up equity and preference share capital of the Company; g) a non-disposal undertaking over immovable properties other than certain identified immoveable properties; h) a non-disposal undertaking over the immoveable and moveable assets (including all book debts, operating cash flows, receivables, commissions or revenues whatsoever) of the Service Company (both present and future); and i) a non-disposal undertaking over 100% of the equity and preference share capital of the Service Company. In addition to the aforesaid, the Collateral shall also include such security interest as may be required to be created by other group entities of the Issuer in the future, and such collateral may be shared in the same manner as aforementioned with other lenders of the Company, and such future obligors. **Ranking of Security** The Collateral will be a first charge ranking pari passu among the debt security holders, without any preference or priority and shall rank pari passu with all the senior secured debt of the Company in accordance with the Senior Secured Note Documents.	3.949% Bond amounting to ₹ 7,364.53 Crores (31st March, 2021 ₹ 7,235.63 Crores) is repayable by way of bullet payment in February 2030 with an obligation to prepay the debt on occurrence of certain events. The Group can voluntarily prepay the Bond on payment of premium.
Term Loans from Banks - 2.99938% (3.9466%)		During the year, Group prepaid term loans from Banks. As at 31 March 2021, the terms of repayment were as given below: By way of bullet payment with an obligation to prepay the debt on occurrence of certain events. Group can voluntarily prepay the Term Loan either in full or part. The Future annual repayment obligations on principal amount are as under:- a) 1 Installment amounting to ₹ 511.77 crores in FY23. b) 2 Installment of amounting to ₹ 767.65 crores in FY23. Impact of recognition of borrowings at amortised cost using effective interest method was ₹ (30.65) crores.
Sustainability Linked Notes - 3.87% (and related hedging instruments)		By way of bullet payment in July 2031 with an obligation to prepay the debt on occurrence of certain events. The Company can voluntarily prepay the Bond on payment of premium.
Buyers credit		Buyers credit aggregating ₹ Nil, (31st March, 2021- ₹ 92.35 Crores) from banks at the rate of interest ranges from 1.55 % to 5.7 %
8.50% Rupee Term Loans from Banks		During the year, Group prepaid Rupee term loans from Banks in full. As at 31 March 2021, the terms of repayment were : two equal annual instalments of ₹ 33.33 Crores starting from March 2021.

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6.365% Shareholders Affiliated Debts	(i) First-ranking fixed charge over all its present and future right, title, benefit and interest in the Excluded Loan Accounts (ii) First-ranking floating charge over all of its present and future right, title, benefit and interest in the equity distribution account	Shareholders Affiliated Debts are repayable commencing from February 2027 through February 2040 with an obligation to prepay the debt on occurrence of certain events. The Company can voluntarily prepay the debt on payment of premium.
Rupee Term Loans aggregating, Foreign Currency Loans, Rupee Term Loan from Financial Institution and Letter of credits/Buyers Credit	Availed by the Group from various banks and financial institutions are secured by a pari passu charge on all present and future movable and immovable assets, receivables, project documentation, cash flows, licences, insurance contracts and approval. Respective companies shares are pledged.	**(A) Letter of credits** (Foreign and Inland) from bank of ₹ 395.64 Crores (31st March, 2021 - ₹ 584.64 Crores) carry interest rates ranging from 4.40 % to 4.87% p.a. The same will be converted in to RTL on the day of maturity or will be repaid. **(B) Rupee term loans** from Banks of ₹ 2,494.89 Crores (31st March, 2021 ₹ 2,196.32 Crores) and Rupee Term Loan from Financial Institution of ₹ 2,449.67 Crores (31st March, 2021 ₹ 1,889.65 Crores) carry interest rates ranging from 7.25% to 10.90%. The loan is repayable at different maturities ending on FY 2050-51. **(C) Foreign Currency loan (ECB Loan) from bank** **(I)** aggregating to ₹ 89.30 Crores (as at 31st March 2021 :- ₹ 97.35 Crores carries an Interest @ Euribor plus 1.85% per annum. The loan is repayable in 19 quarterly instalments commencing from 18th December 2017. **(II)** aggregating to ₹ 968.50 Crores (As on 31st March 2021 - Nil), having an interest rate of 6 Month Libor (2.50% p.a. Initial Margin + Spread) .The repayment schedule will start from FY 2023-24 with Semi Annually instalment with First Installament due on May-23 and will end on FY 2025-26.
5.20% US private Placement	5.20% US private Placement Notes are issued by six (6) transmission companies.The Notes are secured/to be secured by first ranking charge on receivables, on all immovable and movable assets, charge or assignment of rights under Transmission Service Agreement and other project documents, charge or assignment of rights and/or designation of the Security Trustee as loss payee under each insurance contract in respect of Project. The Notes are also secured by way of pledge over 100% of shares of the Seven (7) companies held by Holding Company, i.e. Adani Transmission Limited.	5.20%, 376.40 Million USD Denominated Notes aggregating to ₹ 2,852.83 Crores, (31st March, 2021- ₹ 2,838.13 Crores) which has a semi-annual repayment schedule with first repayment in the month of Sep-2020 and semi-annually then after over the period of its tenor ending March-2050.
Non Convertible Debentures (NCD)	Non Convertible Debentures are secured by having first charge over receivables, immovable and movable assets created out of project on pari passu basis with other secured lenders.	NCD aggregating to ₹ 111.18 Crores (31st March, 2021 - ₹ 122.84 Crores) having an interest rate of 7.51% which is governed by NCD agreement and redeemable in quarterly basis starting from FY 2018-19 to FY 2033-34.
Secured Loan from banks	First charge on receivables and on immovable and movable assets created out of project on paripassu basis.	Working Capital Loan/ bank overdraft aggregating to ₹ 788.01 Crores, (31st March, 2021- ₹ 1,170.96 Crores) from banks at the rate of interest ranges from 1.55% to 8.25 %
Unsecured Loan-from bank	Unsecured Loan	Loan aggregating to ₹ 357.38 crores, (31st March, 2021- ₹ 659.51 crores) from banks at the rate of interest ranges from 5.80% to 6.75 %. The loan is ending on 2022-23.
Unsecured Loan-from related party	Unsecured Loan -Long term	Inter-corporate loan of ₹ 217.40 crores (as at 31st March 2021 :- ₹ Nil)from Related party is unsecured and carries interest at the rate of 11 % p.a. and repayable in single instalment which is due on March 31, 2025.
Unsecured Loan-from related party	Unsecured Loan -Short term	Loan aggregating to ₹ Nil (31st March, 2021- ₹ 350.77) from related party at the rate of interest at 11.80 %

23 Lease Liability Obligation

	Non-Current		Current	
	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ In Crores)
Lease Liability Obligation	66.12	88.91	21.09	45.07
	66.12	**88.91**	**21.09**	**45.07**

24 Non Current Trade Payable

	As at 31st March, 2022 (₹ In Crores)	As at 31st March, 2021 (₹ In Crores)
(A) total outstanding dues of micro enterprises and small enterprises; and	-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.	32.22	31.93
Total	**32.22**	**31.93**

25 Non Current Financial Liabilities - Others

	As at 31st March, 2022 (₹ In Crores)	As at 31st March, 2021 (₹ In Crores)
Payable on purchase of Property, Plant and Equipment	268.61	393.34
Derivative instruments designated in hedge accounting relationship	66.02	145.34
Deposits from customer and Other	0.18	-
Total	**334.81**	**538.68**

26 Other Non Current Liabilities

	As at 31st March, 2022 (₹ In Crores)	As at 31st March, 2021 (₹ In Crores)
Deferred Revenue- Service Line Contributions from Consumers	290.25	231.77
Advances from Customer	-	51.12
Total	**290.25**	**282.89**

27 Provisions

	Non-Current		Current	
	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)	As at 31st March, 2022 (₹ In Crores)	As at 31st March, 2021 (₹ in Crores)
Provision for Gratuity (Refer note 55)	177.92	148.35	34.66	32.37
Provision for Compensated Absences	404.82	400.51	32.86	26.50
Provision for Other Employment Benefits	19.08	20.01	3.39	2.98
Provision for Stamp Duty	15.65	15.65	-	-
Total	**617.47**	**584.52**	**70.91**	**61.85**

28 Deferred Tax Liabilities (net)

	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Deferred Tax Liabilities		
Mark to Market Gain on Mutual Funds	(0.31)	(0.10)
Difference between book base and tax base of property, plant and equipment and SCA	(1,687.63)	(1,434.34)
Deferred Tax Liabilities	**(1,687.94)**	**(1,434.44)**
Deferred Tax Assets		
Provision disallowed (Employee Benefits)	220.69	205.82
Interest on Lease Liabilities	0.13	-
Business Losses	26.93	16.13
Allowance for Doubtful Debts, Deposits, Advances and property tax payable	7.70	5.67
Hedge Reserve	18.03	20.47
Deferred Tax Assets	**273.48**	**248.09**
Deferred Tax Assets/(Liabilities) (net)	**(1,414.46)**	**(1,186.35)**
Deferred Tax Assets/(Liabilities) (net)	1,414.46	1,186.35
Net deferred tax liabilities **Total**	**1,414.46**	**1,186.35**

Tariff regulations provide for the recovery of Income Tax from the beneficiaries / consumers by way of grossing up the return on equity based on effective tax rate for the financial year. Accordingly, deferred tax liability provided during the year which is fully recoverable from beneficiaries / consumers is disclosed as "deferred assets recoverable / adjustable". The same will be recovered when the related deferred tax liability get converted into current tax.

(a) Movement in deferred tax assets/ (liabilities) (net) for the Financial Year 2021-22

(₹ in Crores)

Particulars	Opening Balance as at 1st April, 2021	Recognised in profit and loss	Acquisitions of subsidiaries	Recognised in OCI	Closing Balance as at 31st March, 2022
Tax effect of items constituting deferred tax liabilities:					
Mark to Market gain on Mutual Funds	(0.10)	(0.21)	-	-	(0.31)
Difference between book base and tax base of property, plant and equipment and SCA	(1,434.34)	(219.45)	(33.84)	-	(1,687.63)
Total	**(1,434.44)**	**(219.66)**	**(33.84)**	**-**	**(1,687.94)**
Tax effect of items constituting deferred tax assets:					
Provision disallowed (Employee Benefits)	205.82	14.87	-	-	220.69
Interest on Lease Liabilities	-	0.13	-	-	0.13
Allowance for Doubtful Debts, Deposits and Advances	5.67	2.03	-	-	7.70
Tax Losses	16.13	10.80	-		26.93
Hedge Reserve	20.47	-	-	(2.44)	18.03
Total	**248.09**	**27.83**	**-**	**(2.44)**	**273.48**
MAT credit entitlement	-	-	-	-	-
Net Deferred Tax Asset / (Liabilities)	**(1,186.35)**	**(191.83)**	**(33.84)**	**(2.44)**	**(1,414.46)**

(b) Movement in deferred tax assets/ (liabilities) (net) for the Financial Year 2020-21

(₹ in Crores)

Particulars	Opening Balance as at 1st April, 2020	Recognised in profit and loss	Acquisitions of subsidiaries	Recognised in OCI	Closing Balance as at 31st March, 2021
Tax effect of items constituting deferred tax Liabilities:					
Mark to Market gain on Mutual Funds	(0.90)	0.80	-	-	(0.10)
Difference between book base and tax base of property, plant and equipments and SCA	(1,069.65)	(369.22)	4.53	-	(1,434.34)
Total	**(1,070.55)**	**(368.42)**	**4.53**	**-**	**(1,434.44)**
Tax effect of items constituting deferred tax assets:					
Provision disallowed (Employee Benefits)	7.00	198.82	-	-	205.82
Interest on Lease Liabilities	0.02	(0.02)	-	-	-
Allowance for Doubtful Debts, Deposits and Advances	-	5.67	-	-	5.67
Tax Losses	20.92	(4.79)	-	-	16.13
Hedge Reserve	2.76	-	-	17.71	20.47
Total	**30.70**	**199.68**	**-**	**17.71**	**248.09**
MAT credit entitlement	68.48	(68.48)	-	-	-
Net Deferred Tax Liabilities	**(971.37)**	**(237.22)**	**4.53**	**17.71**	**(1,186.35)**

Deferred taxes are not provided on the undistributed earnings of subsidiaries where it is expected that the earnings of the subsidiary will not be distributed in the foreseeable future.

In respect of above, Deferred tax liabilities have not been recognized on temporary differences amounting to ₹ 1,245.73 crore and ₹ 790.53 crore as at March 31, 2022 and March 31, 2021 respectively.

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29 Current Financial Liabilities - Borrowings

		As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Secured Borrowings			
From Banks			
Cash Credit/ Working Capital Short term Loan/Bank Over Draft		788.01	863.84
From Banks		209.00	-
Buyers credit		0.94	92.35
	Total (a)	**997.95**	**956.19**
Unsecured Borrowings			
From Banks		457.47	659.51
From Related Parties		-	350.77
	Total (b)	**457.47**	**1,010.28**
Current maturities of long-term borrowings (Secured) (Refer note : 22)		**585.12**	**1,185.70**
	Total (a+b)	**2,040.54**	**3,152.17**

(i) For Short Term Loan, Buyers Credit and Working capital loans - Please Refer note 22

(ii) The rate of interest for Secured / Unsecured loans (including Buyers Credit and Working capital loans) from banks ranges - Please Refer Note 22

(iii) The Group has been sanctioned working capital from banks on the basis of security of current assets. The Group in this regard has been duly submitting with all such banks from whom such facilities are taken, the quarterly statements comprising details of said current assets viz. raw material, stores and spares, finished goods, advances for power purchases and coal, book debts (including unbilled revenue) and other receivable (<90 days) reduced by relevant trade payables (i.e net of provisions, regulatory payables and other payables). The said quarterly statements are in agreement with the unaudited books of account of the Group of the respective quarters and there are no material discrepancies.

30 Trade Payables

		As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Trade Payables			
Micro and Small Enterprises		26.37	29.69
Other than Micro and Small Enterprises		1,581.54	1,211.32
	Total	**1,607.91**	**1,241.01**

As at 31st March, 2022

Particulars	Outstanding for following periods from due date of receipt					Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	More than 3 years	
(a) MSME	11.06	9.50	2.10	2.46	1.25	**26.37**
(b) Others	212.30	1,119.78	130.48	49.58	9.55	**1,521.69**
(c) Disputed dues - MSME	-	92.07	-	-	-	**92.07**
(d) Disputed dues - Others	-	-	-	-	-	-
Total	**223.36**	**1,221.35**	**132.58**	**52.04**	**10.80**	**1,640.13**

As at 31st March, 2021

Particulars	Outstanding for following periods from due date of receipt					Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	More than 3 years	
(a) MSME	18.66	8.72	1.56	0.43	0.32	**29.69**
(b) Others	77.85	834.00	264.25	23.66	43.49	**1,243.25**
(c) Disputed dues - MSME	-	-	-	-	-	-
(d) Disputed dues - Others	-	-	-	-	-	-
Total	**96.51**	**842.72**	**265.81**	**24.09**	**43.81**	**1,272.94**

Note : Above ageing includes Long term and Short term Trade payable

31 Current Financial Liabilities - Others

		As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Interest accrued but not due on borrowings		212.03	196.78
Payable on purchase of Property, Plant and Equipment		644.82	765.25
Derivative Instruments designated in hedge accounting relationship		86.44	163.82
Security Deposits from Consumers, Customers & Vendors		494.24	486.82
Other Payables		-	6.53
Refundable to customers on truing up		118.76	-
	Total	**1,556.29**	**1,619.20**

32 Other Current Liabilities

		As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Statutory liabilities		242.30	191.22
Advance from Customers		90.51	71.57
Other Payables		3.22	13.27
Deferred Revenue - Service Line Contributions from Consumers		11.12	9.78
Other Advances		0.45	5.45
	Total	**347.60**	**291.29**

33 Current Tax Liabilities (Net)

		As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Current Tax Liabilities (Net)		12.34	6.48
	Total	**12.34**	**6.48**

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34 Revenue from Operations - From Generation, Transmission and Distribution Business

		For the year ended 31st March, 2022 (₹ in Crores)	For the year ended 31st March, 2021 (₹ in Crores)
a) Income from sale of Power and Transmission Charges			
Income from sale of Power and Transmission Charges (net) (refer note 59)		9,996.36	8,823.91
Income under Service Concession Arrangements (SCA)		141.94	149.28
	Total (a)	**10,138.30**	**8,973.19**
b) Other Operating Revenue			
Street Light Maintenance Charges		141.77	101.83
Cross subsidy Surcharge		65.97	52.40
Sale of Coal Rejects / Fly Ash		16.59	8.94
Amortisation of Service Line Contribution		11.05	9.22
Others		61.93	24.12
	Total (b)	**297.31**	**196.51**
	Total (a+b)	**10,435.61**	**9,169.70**

35 Revenue from Operations - From Trading Business

		For the year ended 31st March, 2022 (₹ in Crores)	For the year ended 31st March, 2021 (₹ in Crores)
Sale of Traded Goods		821.91	756.63
	Total	**821.91**	**756.63**

36 Other Income

		For the year ended 31st March, 2022 (₹ in Crores)	For the year ended 31st March, 2021 (₹ in Crores)
Interest Income			
Bank		181.39	173.99
Others (Including Related Party ₹ 183.81 crores (previous year ₹ 162.75 Crores)		327.60	292.96
Gain on Sale/Fair Value of Current Investments measured at FVTPL		10.12	28.89
Gain on Sale/Fair Value of Current Investments measured at FVTPL - Contingency Reserve Fund		-	17.11
Sale of Scrap		12.80	11.16
Bad debt recovery		4.95	3.00
Unclaimed liabilities / Excess provision written back		0.80	2.11
Sundry creditors written back		57.41	-
Miscellaneous Income		8.88	3.38
	Total	**603.95**	**532.60**

37 Purchase of Stock - in - Trade

		For the year ended 31st March, 2022 (₹ in Crores)	For the year ended 31st March, 2021 (₹ in Crores)
Purchase of Stock - in - Trade		821.23	755.89
	Total	**821.23**	**755.89**

38 Employee Benefits Expenses

		For the year ended 31st March, 2022 (₹ in Crores)	For the year ended 31st March, 2021 (₹ in Crores)
Salaries, Wages and Bonus		664.04	728.81
Contribution to provident fund and other funds		68.86	63.06
Contribution to Gratuity fund		49.72	47.55
Staff Welfare Expenses		102.45	91.34
	Total	**885.07**	**930.76**

39 Finance costs

		For the year ended 31st March, 2022 (₹ in Crores)	For the year ended 31st March, 2021 (₹ in Crores)
Interest on Loans & Debentures		1,212.18	1,083.45
Interest on Trade Credits		108.62	50.50
Interest on Lease Obligation		11.20	12.07
Bank Charges & Other Borrowing Costs		21.03	15.42
Security Deposits From Consumer at amortised cost		-	-
Interest - Hedging Cost		859.61	746.94
Foreign Exchange Fluctuation Gain(net)-Borrowings (Refer below note 1)		152.31	208.61
	Total	**2,364.95**	**2,116.99**

Note 1 : Including Mark to Market gain of ₹ 608.01 Crores (P.Y. ₹ 833.74 Crores) on Derivative Instruments designated in hedge accounting relationship.

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40 Other Expenses

	For the year ended 31st March, 2022 (₹ in Crores)	For the year ended 31st March, 2021 (₹ in Crores)
Stores and Spares	60.99	58.18
Transmission Charges	439.74	468.52
Repairs and Maintenance - Plant and Equipment	418.37	278.12
Repairs and Maintenance -Building	20.31	17.88
Repairs and Maintenance - Others	105.04	163.37
Short Term Lease Rental (Refer note 44)	17.15	15.26
Rates and Taxes	20.07	21.17
Legal & Professional Expenses	200.36	152.62
Payment to Auditors (including component auditors)	2.88	2.57
Travelling & Conveyance Expenses	34.01	35.93
Insurance Expenses	15.61	28.36
Bad Debt Written Off	18.31	27.14
Foreign Exchange Fluctuation Loss	1.00	-
Corporate Social Responsibility expenses	23.14	25.99
Security Charges	34.86	35.44
Loss on sale/discard of Property, Plant and Equipment	0.05	-
Miscellaneous Expenses	88.29	71.70
Total	**1,500.18**	**1,402.25**

41 Income Tax

	For the year ended 31st March, 2022 (₹ in Crores)	For the year ended 31st March, 2021 (₹ in Crores)
Current Tax :		
In respect of current year	243.71	233.01
In respect of Previous years	0.52	(46.00)
Deferred Tax	191.83	237.22
Total	**436.06**	**424.23**

Tax recognised in other comprehensive income	For the year ended 31st March, 2022 (₹ in Crores)	For the year ended 31st March, 2021 (₹ in Crores)
Remeasurement of Defined Benefit Plans		
Total income tax recognised in other comprehensive income	(2.89)	(6.03)
Effective portion of gains and losses on designated portion of hedging instruments in a cash flow hedge		
Tax relating to items that will be reclassified to Profit or Loss	(2.44)	17.71
Total	**(5.33)**	**11.68**

Accounting profit before tax	1,700.49	1,619.90
Income tax expense at tax rates applicable to individual entities	565.40	545.80
Tax Effect of :		
Income and Expenses not allowed under Income Tax		
i) Differences in respect of Distribution on Perpetual Equity Instrument	(56.95)	(58.31)
ii) Current year Losses for which no Deferred Tax Asset is created	72.67	63.41
iii) Adjustments in respect of current income tax of previous year (due to transition to new tax regime)	5.11	(109.54)
iv) Non deductible Expenses	15.39	-
v) Effect of change in tax rate	-	14.41
vi) MAT Credit not recognised	225.38	221.06
vii) 80IA claims	(418.45)	(258.36)
viii) Others (Includes Tax at different rate)	27.51	5.76
Gross Tax	**436.06**	**424.23**
Tax provisions :		
Current Tax: In respect of current year	243.71	233.01
Current Tax: In respect of Earlier Period	0.52	(46.00)
Net DTL / (DTA) recognised during the year	193.76	168.74
MAT Credit entitlement	(1.93)	68.48
Income tax recognised in statement of profit and loss at effective rate	**436.06**	**424.23**

Unrecognised deductible temporary differences, unused tax losses and unused tax credits

Deductible temporary differences, unused tax losses and unused tax credits for which no deferred tax assets have been recognised are attributable to the following are Expiry of unrecognised deferred tax assets is as detailed below :

(₹ in Crores)

As at 31st March, 2022	Business Losses	Unabsorbed Depreciation	Mat Credit
Unrecognised deferred tax assets			
Within One Year	-	-	-
Greater than one year, less than five years	392.42	-	-
Greater than five years	932.40	-	1,343.02
No expiry date	-	62.65	-
Total	1,324.82	62.65	1,343.02

(₹ in Crores)

As at 31st March, 2021	Business Losses	Unabsorbed Depreciation	Mat Credit
Unrecognised deferred tax assets			
Within One Year	-	-	-
Greater than one year, less than five years	137.22	-	-
Greater than five years	863.19	-	1,102.44
No expiry date	-	118.67	-
Total	1,000.41	118.67	1,102.44

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42 Earnings per share (EPS)

		For the year ended 31st March, 2022	For the year ended 31st March, 2021
A After net Movement in Regulatory Deferral Balance			
Profit after tax	(₹ in Crores)	1,204.61	1,224.04
Less: Distribution on Unsecured perpetual Equity Instrument	(₹ in Crores)	(226.30)	(231.68)
Net Profit attributable to Equity Shareholders including Regulatory income/(expense)	(₹ in Crores)	**978.31**	**992.36**
Weighted average number of equity shares outstanding during the year	No	1,099,810,083	1,099,810,083
Nominal Value of equity share	₹	10	10
Basic / Diluted Earnings per Equity Share (Face Value of ₹ 10 each) after net Movement in Regulatory Deferral Balance	₹	**8.90**	**9.02**
B Before net Movement in Regulatory Deferral Balance			
Profit after tax	(₹ in Crores)	1,204.61	1,224.04
Less: Distribution on Unsecured perpetual Equity Instrument	(₹ in Crores)	(226.30)	(231.68)
Add/(Less): Regulatory Income / (expense) (net)	(₹ in Crores)	(421.86)	(360.26)
Net Profit attributable to Equity Shareholders excluding Regulatory income/(expense)	(₹ in Crores)	**556.45**	**632.10**
Weighted average number of equity shares outstanding during the year	No	1,099,810,083	1,099,810,083
Nominal Value of equity share	₹	10	10
Basic / Diluted Earnings per Equity Share (Face Value of ₹ 10 each) before net Movement in Regulatory Deferral Balance	₹	**5.06**	**5.75**

43 Contingent liabilities and Commitments

	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
(i) Contingent liabilities :		
(a) Direct tax	0.91	0.92
(b) Vat and Entry tax	11.94	14.40
(c) Demand disputed by the Group relating to Service tax on street light Maintenance, wheeling charges and cross subsidy surcharges - (Refer note 1)	353.55	353.55
(d) Claims raised by the Government authorities towards unearned income arising on alleged transfer of certain land parcels.(Refer Note 1)	127.65	127.65
(e) Claims raised by Vidarbha Industries Power Limited (VIPL) in respect of increase in fuel cost for the financial year ended 31 March, 2019 (Refer Note 1)	1,381.28	1,381.28
(f) Way Leave fees claims disputed by the Group relating to rates charged (Refer Note 1)	28.43	28.43
(g) Other claims against the Group not acknowledged as debts. (Refer Note 1)	36.02	36.02
(h) Claims pertaining to interest in respect of certain regulatory Liabilities -(Refer Note 1)	@@	@@
(i)Liability in respect of disposal of bottom Ash	@@	@@
Total	**1,939.78**	**1,942.25**

@@ Amount not determinable

1 In terms of the Share Purchase Agreement entered into by the Group with RINFRA, in the event the above matters are decided against the AEML and are not recoverable from the consumers, the same would be recovered from RINFRA.

2 The above Contingent Liabilities to the extent pertaining to Regulated Business having cost plus model, which on unfavourable outcome are recoverable from consumers subject to MERC/CERC approval.

3 Amounts in respect of employee related claims/disputes, consumer related litigation, regulatory matters is not ascertainable.

4 Future cash flows in respect of above matters are determinable only on receipt of judgements/decisions pending at various forums/authorities.

5 Performance bank guarantee given by the Parent Company on behalf of Subsidiary companies, ₹ 281.04 Crores (Previous year ₹ 361.79 Crores) against which the subsidiary companies have taken counter guarantees from their respective EPC contractors.

The Group, in respect of the above mentioned Contingent Liabilities has assessed that it is only possible but not probable that outflow of economic resources will be required.

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(ii) Commitments :	As at 31st March, 2022 (₹ in Crores)	As at 31st March, 2021 (₹ in Crores)
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of Advance)	1,777.55	2,413.43
	1,777.55	**2,413.43**

(iii) **Other Commitments:**
In terms of the MERC renewable purchase obligation (RPO) regulations AEML is required to procure on an annual basis a certain quantum of power generated from renewable sources , as at 31 March, 2022 AEML has an cumulative outstanding commitment to procure renewable power of 5038 Mu's (31 March, 2021 - 4256 Mu's)

AEML to meet its past and future RPO commitment, has entered into through a competitive bid, a long term 25 years PPA of 700 MW with a group entity (Adani Hybrid Energy Jaisalmer Four Limited) to purchase 700 MW of Wind Solar Hybrid Renewable Power at ₹ 3.24 per unit. AEML has purchased 292.95 Mus of Solar Hybrid from Adani Hybrid Energy Jaisalmer Four Limited during the year ended 31 March, 2022.

AEML in its MYT petition had requested MERC to allow it to carry forward its unmet RPO obligation to the next control period , so as to allow it to fulfil its past obligation from the above arrangement entered into. MERC has directed AEML to file a separate petition in respect of the same wherein appropriate view would be taken. The management is of the view that MERC would approve the above request and there would be no adverse financial implications of the non-compliance by AEML of its past RPO obligations.

44 Leases

(i) Disclosure under Ind AS 116 Leases:

(a) The following is the movement in Lease liabilities during the year ended 31st March, 2022

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Opening Balance	133.98	145.35
Lease Liabilities on account of Leases entered / terminated during the year	(26.71)	11.75
Finance Costs incurred during the year	11.20	12.07
Net Payments of Lease Liabilities	(31.26)	(35.19)
Closing Balance (refer note 23)	**87.21**	**133.98**

(b) The Group's significant leasing arrangements, other than lease hold land, are in respect of office premises, residential premises, warehouses and cash collection centres, taken on lease. The arrangements range between 11 months to 5 years generally and are usually renewable by mutual consent on mutually agreeable terms. Under these arrangements, generally refundable interest free deposits have been given. The Group has not entered into any material financial lease.

(c) Leasing arrangements with respect to land range between 20 years to 99 years generally.The lease agreement is of fixed rate and non-cancellable. There is no contingent rent, no sub-leases and no restrictions imposed by the lease arrangements.

(d) The expense relating to payments not included in the measurement of the lease liability and recognised as expenses in the statement of profit and loss during the year is as follows :

Low Value leases - Immaterial

Short-term leases - ₹ 17.15 Crores (31 March, 2021 ₹ 15.26 Crores)

(e) The Group had a 25 year long term Power Purchase Agreement (PPA) with Vidharbha Industries Power Limited (VIPL), wherein the Group has committed to purchase the entire output generated from VIPL's generating station located at Butibori. In terms of the PPA, the Group subject to a minimum guaranteed plant availability (determined on a yearly basis) is liable to pay subject to MERC approval a fixed monthly capacity charge and a variable charge towards the cost of fuel.VIPL was obligated to make the plant available for generation for a minimum period of time (determined on a yearly basis) and the option as regards the timing of availability was at the discretion of VIPL.

The Group on assessment of the above arrangement has concluded, that considering the Group does not have the right to direct the use of the asset , the above arrangement does not qualify to be lease under IND AS 116.

During FY 2019-20, the Group had terminated the above PPA due to non-performance of obligations under the PPA by VIPL, such termination has been upheld by MERC / Appellate Tribunal of Electricity ("ATE"). VIPL has filed an appeal before the Hon'able Supreme Court against the said order issued by the ATE. The proceedings are ongoing with the Hon'ble Supreme Court.

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45 Related Party Disclosure

Name of related parties & description of relationship

(A) Ultimate Controlling Entity S. B. Adani Family Trust (SBAFT)

(B) Key Management Personnel:

Mr. Gautam S. Adani, Chairman
Mr. Rajesh S. Adani, Director
Mr. Anil Sardana, Managing Director and Chief Executive Officer
Ms. Meera Shankar - Non Executive Director
Ms. Lisa Caroline Maccallum - Non Executive Director (from 30th November, 2021)
Dr. Ravindra H. Dholakia - Non Executive Director
Mr. K. Jairaj - Non Executive Director
Mr. Kaushal Shah, Chief Financial Officer (Upto 2nd February, 2021)
Mr. Rohit Soni - Chief Financial Officer (from 6th September, 2021)
Mr. Jaladhi Shukla, Company Secretary

(C) Enterprises over which (A) or (B) above have significant influence of Ultimate Controlling Entity. :

Adani Infra (India) Limited
Adani Power (Mundra) Limited
Adani Power Maharashtra Limited
Adani Enterprises Limited
Adani Power Limited
Adani Ports and Special Economic Zone Limited
Mundra Solar PV Limited
Karnavati Aviation Private Limited
Adani Foundation
Belvedere Golf and Country Club Private Limited
Adani Township & Real Estate Company Private Limited
Adani Institute for Education and Research
Adani Infrastructure Management Services Limited
Adani Properties Private Limited
Sunbourne Developers Private Limited
Adani Power Rajasthan Limited
Udupi Power Corporation Limited
Adani Green Energy Limited
Adani Total Gas Limited
Adani Green Energy (Tamil Nadu) Limited
Kamuthi Solar Power Limited
AEML Gratuity Fund
AEML Superannuation Fund
Adani Green Energy Six Limited
Adani Renewable Energy Park Rajasthan Limited
Adani Ahmedabad International Airport Limited
Raigarh Energy Generation Limited
Adani Krishnapatnam Port Limited
Adani Gas Limited
Adani Airport Holdings Limited
Adani Green Energy (UP) Limited
Adani Hospitals Mundra Private Limited
Mundra Sez Textile And Apparel Park Private Limited
Vishakha Renewable Private Limited
Adani Hybrid Energy Jaisalmer Four Limited
Superheights Infraspaces Private Limited
Mumbai International Airport Limited
Ahmedabad International Airport Limited
Mangalore International Airport Limited
Valuable Properties Private Limited
Adani Mundra Sez Infrastructure Private Limited

Enterprises having significant influence of Ultimate Controlling Entity, the names and the nature of relationships is disclosed only when the transactions are entered into by the Company with the related parties during the existence of the related party relationship.

(₹ in Crores)

Nature of Transactions	With Significant Influence of Ultimate Controlling Entity		With Key Managerial Personnel	
For the Year Ended	31st March, 2022	31st March, 2021	31st March, 2022	31st March, 2021
Interest Expenses	21.58	6.03	-	-
Interest Income	183.81	162.75	-	-
Distribution on Perpetual Equity Instrument (Refer Note: 1)	226.30	231.67	-	-
Purchase of Goods	-	11.40	-	-
Purchase of Inventory	16.67	0.61	-	-
Purchase of Power (net of discount)	1,378.28	360.70	-	-
Advance paid towards Purchase of property and Equipment	-	0.47	-	-
Towards acquisition of leasehold land	510.00	-		
Advance paid towards Purchase of property - Received back	271.00	-	-	-
Sale of Inventory	0.03	0.82	-	-
Purchase of Investment	116.27	-	-	-
Rent Expense	3.68	3.03	-	-
Loan Taken	3,472.72	785.34	-	-
Loan given	767.40	1,467.51	-	-
Loan Repaid	3,615.28	434.58	-	-
Loan Received back	707.80	2,047.51	-	-

(₹ in Crores)

Nature of Transactions	With Significant Influence of Ultimate Controlling Entity		With Key Managerial Personnel	
For the Year Ended	**31st March, 2022**	**31st March, 2021**	**31st March, 2022**	**31st March, 2021**
Sale of Goods, Store and spares	-	0.42	-	-
Services Availed and Corporate allocation Including Reimbursement of expenses	109.33	112.59	-	-
Services Income	0.08	0.01	-	-
CSR Expenditure	21.73	11.54	-	-
Advance paid towards Purchase of Power	1,313.31	700.00	-	-
Advance paid towards Purchase of Power - Received back	628.00	250.00		
Earnest Money Deposit (EMD) received	-	6.84	-	-
EMD Given Back	-	6.64	-	-
Contribution to Employee Benefits	7.76	8.87	-	-
Director Sitting Fees	-	-	0.25	0.19
Compensation of Key Management Personnel (Refer Note: 3)				
a) Short-term benefits	-	-	9.89	14.32
b) Post-employment benefits	-	-	0.32	0.31
Unsecured Perpetual Equity Instrument repaid	-	680.00	-	-
O&M Agreement Charge	68.44	52.82	-	-

All above transactions are in the normal course of business and are made on terms equivalent to those that prevail at arm's length transactions.

(₹ in Crores)

Closing Balance	With Significant Influence of Ultimate Controlling Entity		With Key Managerial Personnel	
As at	**31st March, 2022**	**31st March, 2021**	**31st March, 2022**	**31st March, 2021**
Balance Payable	514.30	32.63	-	-
Balance Receivable	0.84	550.52	-	-
Loan Payable	217.40	350.77	-	-
Interest accrued but not due	-	5.04	-	-
Interest accrued but not due Receivable	12.03	-	-	-
Deposits Given Balance	0.00	-	-	-
Capital Advance	113.83	112.80	-	-
Loans Receivable	1,099.60	1,040.00	-	-
Land Advance	0.00	0.00	-	-
Unsecured Perpetual Equity Instrument (includes accrued distribution) (Note 2)	3,055.65	2,829.70	-	-

Notes :

1 Accrued on Perpetual Equity, infused by Entity under common control.

2 Long term Financial support by way of perpetual equity instruments from Entity under common control.

3 Short-term benefits of FY 20- 21 Include Performance Incentive for FY 19-20 and 20-21.

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46 Fair Value Measurement :

a) The carrying value of financial instruments by categories as of 31st March, 2022 is as follows :

(₹ in Crores)

Particulars	Fair Value through other Comprehensive income	Fair Value through profit or loss	Amortised cost	Total Carrying value in books	Fair value
Financial Assets					
Investments in Mutual Funds	-	260.53	-	260.53	260.53
Investments in Government securities	-	34.68	265.31	299.99	282.77
Trade Receivables	-	-	1,070.84	1,070.84	1,070.84
Cash and Cash Equivalents	-	-	189.05	189.05	189.05
Bank Balances other than Cash and Cash Equivalents above	-	-	1,303.52	1,303.52	1,303.52
Loans	-	-	1,136.35	1,136.35	1,136.35
Derivative instruments designated in hedge accounting relationship	-	305.44	-	305.44	305.44
Other Financial Assets	-	-	4,292.33	4,292.33	4,292.33
Total	**-**	**600.65**	**8,257.40**	**8,858.05**	**8,840.83**
Financial Liabilities					
Borrowings (Including current maturities and Interest Accrued)	-	-	30,026.61	30,026.61	28,662.19
Derivative instruments designated in hedge accounting relationship	(262.79)	415.25	-	152.46	152.46
Other Financial Liabilities	-	-	1,613.82	1,613.82	1,613.82
Trade Payables	-	-	1,640.13	1,640.13	1,640.13
Total	**(262.79)**	**415.25**	**33,280.56**	**33,433.02**	**32,068.60**

b) The carrying value of financial instruments by categories as of 31st March, 2021 is as follows :

(₹ in Crores)

Particulars	Fair Value through other Comprehensive income	Fair Value through profit or loss	Amortised cost	Total Carrying value in books	Fair value
Financial Assets					
Investments in Mutual Funds	-	174.79	-	174.79	174.79
Investments in Government securities	-	-	267.24	267.24	259.90
Trade Receivables	-	-	1,013.54	1,013.54	1,013.54
Cash and Cash Equivalents	-	-	263.68	263.68	263.68
Bank Balances other than Cash and Cash Equivalents above	-	-	1,026.23	1,026.23	1,026.23
Loans	-	-	1,098.25	1,098.25	1,098.25
Derivative instruments designated in hedge accounting relationship	-	242.61	-	242.61	242.61
Other Financial Assets	-	-	4,062.61	4,062.61	4,062.61
Total	**-**	**417.40**	**7,731.55**	**8,148.95**	**8,141.61**
Financial Liabilities					
Borrowings (Including current maturities and Interest Accrued)	-	-	27,157.76	27,157.76	27,570.57
Derivative instruments designated in hedge accounting relationship	(192.32)	501.48	-	309.16	309.16
Other Financial Liabilities	-	-	1,785.92	1,785.92	1,785.92
Trade Payables	-	-	1,272.94	1,272.94	1,272.94
Total	**(192.32)**	**501.48**	**30,216.62**	**30,525.78**	**30,938.59**

The management assessed that the fair value of cash and cash equivalents, other balance with banks, trade receivables, loans, trade payables, other financial assets and liability approximate their carrying amount largely due to the short term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties. The following methods and assumptions were used to estimate the fair values.

Fair value of mutual funds are based on the price quotations near the reporting date.

'The fair value of Government Securities have been determined based on the prevailing market rate as on the reporting date
The fair value of loans from banks and other financial liabilities, as well as other non-current financial liabilities is estimated by discounting future cash flow using rates currently available for debt on similar terms, credit risk and remaining maturities.

The Group enters into derivative financial instruments with various counterparties, principally banks and financial institutions with investment grade credit ratings. Foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying currency. All derivative contracts are fully collateralized, thereby, eliminating both counterparty and the Group's own non-performance risk.

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47 Fair Value hierarchy :

(₹ in Crores)

Particulars	31st March, 2022 Level 1	31st March, 2022 Level 2	31st March, 2021 Level 1	31st March, 2021 Level 2
Assets measured at fair value				
Investments in unquoted Mutual Funds measured at FVTPL	-	260.53	-	174.79
Financial investments - In Tresuary bills at FVTPL	34.68	-	-	-
Asset for which Fair Value are disclosed				
Amortised Cost financial investments:				
- Government Securities	248.09	-	259.90	-
Derivative Instruments designated in hedge accounting relationship				
Derivative Instruments	-	305.44	-	242.61
Total	**282.77**	**565.97**	**259.90**	**417.40**
Derivative Instruments designated in hedge accounting relationship				
Derivative Instruments	-	152.46	-	309.16
Liabilities for which fair values are disclosed				
Borrowings (Including current maturities and Interest Accrued)	15,686.62	12,975.57	14,873.73	12,696.84
Total	**15,686.62**	**13,128.03**	**14,873.73**	**13,006.00**

The fair value of Government Securities have been determined based on the prevailing market rate as on the reporting date

The fair value of Derivative instruments is derived using valuation techniques which include forward pricing and swap models using present value calculations.

The Borrowing includes USD bonds which are listed in Singapore Stock Exchange. The fair value of Bonds have been determined based on the prevailing market rate as on the reporting date. The fair value of rest of the borrowings is equivalent to carrying value.

48 Capital Management

The Group's objectives to manage capital is to safeguard continuity and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth. The Group's overall strategy remains unchanged from previous year.

The Group sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.

The funding requirements are met through a mixture of equity, internal fund generation, borrowings. The Group's policy is to use borrowings to meet anticipated funding requirements.

No changes were made in the objectives, policies or processes for managing capital during the years ended as at 31st March, 2022 and as at 31st March, 2021.

(₹ in Crores)

Particulars	Refer Note	As at 31st March, 2022	As at 31st March, 2021
Total Borrowings (Including Current Maturities of Long Term Debt)	22 & 29	29,814.58	26,960.98
Less: Cash and bank balances	14 & 15	1,492.57	1,289.91
Less: Current Investments	12	296.35	174.79
Net Debt(A)		**28,025.66**	**25,496.28**
Equity Share Capital & Other Equity	19 & 21	6,857.17	6,089.58
Unsecured Perpetual Equity Instrument	20	3,055.65	2,829.70
Total Equity (B)		**9,912.82**	**8,919.28**
Total Equity and Net Debt (C=A+B)		**37,938.48**	**34,415.56**
Gearing Ratio : (A)/(C)		**0.74**	**0.74**

49 Financial Risk Management Objectives

The Group's principal financial liabilities comprises borrowings, trade and other payables, The main purpose of these financial liabilities is to finance the Group's operations/projects .The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

In the ordinary course of business, the Group is mainly exposed to risks resulting from exchange rate fluctuation (currency risk), interest rate movements (interest rate risk) collectively referred as Market Risk, Credit Risk, Liquidity Risk and other price risks such as equity price risk. The Group's senior management oversees the management of these risks. It manages its exposure to these risks through derivative financial instruments by hedging transactions. It uses derivative instruments such as Principal only Swaps, Interest rate swaps, foreign currency future options and foreign currency forward contract to manage these risks. These derivative instruments reduce the impact of both favorable and unfavorable fluctuations.

The Group's risk management activities are subject to the management, direction and control of Central Treasury Team of the Group under the framework of Risk Management Policy for Currency and Interest rate risk as approved by the Board of Directors of the Group. The Group's central treasury team ensures appropriate financial risk governance framework for the Group through appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken.

The decision of whether and when to execute derivative financial instruments along with its tenure can vary from period to period depending on market conditions and the relative costs of the instruments. The tenure is linked to the timing of the underlying exposure, with the connection between the two being regularly monitored. The Group is exposed to losses in the event of non-performance by the counterparties to the derivative contracts. All derivative contracts are executed with counterparties that, in our judgment, are creditworthy. The outstanding derivatives are reviewed periodically to ensure that there is no inappropriate concentration of outstanding to any particular counterparty.

In the ordinary course of business, the Group is exposed to Market risk, Credit risk, and Liquidity risk.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and foreign currency risk.

Interest rate risk

The Group is exposed to changes in market interest rates due to financing, investing and cash management activities. The Group's exposure to the risk of changes in market interest rates relates primarily to The Group's long-term debt obligations with floating interest rates and period of borrowings. The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Group enters into interest rate swap contracts or interest rate future contracts to manage its exposure to changes in the underlying benchmark interest rates.

Interest rate sensitivity

The sensitivity analysis below have been determined based on the exposure to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher / lower and all other variables were held constant, the Group's profit for the year ended March 31, 2022 would decrease / increase by ₹ 36.51 Crores (previous year ₹ 27.26 crores). This is mainly attributable to interest rates on variable rate borrowings.

The year end balances are not necessarily representative of the average debt outstanding during the year

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Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities. The Group manages its foreign currency risk by hedging transactions that are expected to realise in future.

a) The Group has taken various derivatives to hedge its foreign exposure. The outstanding position of exposure against variation in interest rates and foreign exchange rate are as under:

Nature	Purpose	As at 31st March, 2022		As at 31st March, 2021	
		₹ in Crores	Foreign Currency (in Million)	₹ in Crores	Foreign Currency (in Million)
(i) Principal only swaps	Hedging of foreign currency borrowings principal liability Bond 846.25 Million USD, USPP 376.40 Million USD (P.Y. Bond 861.25 Million USD, USPP 388.20 Million USD)	9,266.77	USD 1,222.65	9,134.73	USD 1,249.45
(ii) Forward covers	1a.Hedging of foreign currency borrowing principal:- Bond 706.25 Million USD, USPP Nil (P.Y. Bond 421.25 Million USD, USPP Nil Million USD) 1b.Hedging of foreign currency interest liability	5,794.96	USD 764.58	3,520.03	USD 481.47
	2.Hedging of LC, Acceptances, Creditors and firm commitments	-	-	92.35	USD 12.63
(iii) Cross Currency Swaps	Hedging of foreign currency borrowing principal & interest liability Bond 400 Million USD, Term Loan 116.00 Million USD, ECB 10.60 Million EUR (P.Y. Bond 400 Million USD, Term Loan 175 Million USD,ECB 11.35 Million EUR)	4,000.20	USD 516 EUR 10.60	4,301.18	USD 575 EUR 11.35
(iv) Options	Hedging of foreign currency borrowing principal & interest liability 1. Bond 300 Million USD, Share holder affiliated debt 282 Million USD (P.Y. Bond 300 Million USD, Share holder affiliated debt 282 Million)	4,411.12	USD 582	4,255.00	USD 582
(v) Coupon only Swaps	Hedging of foreign currency borrowing interest liability	4,547.55	USD 600	4,386.60	USD 600

Note : Group has executed 4 year cross currency swaps derivative contract of USD 300 mn which will be effective from 22 July 2022 to hedge outstanding Sustainability linked bond of USD 300 mn which is not included in above figures.

b) The details of foreign currency exposures not hedged by derivative instruments are as under :

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	₹ in Crores	Foreign Currency (in Million)	₹ in Crores	Foreign Currency (in Million)
(i) Interest accrued but not due	53.28	USD 7.03	94.75	USD 12.96
(ii) Current financial liabilities	20.69	USD 2.73	-	-
(iii) Import Creditors and Acceptances	110.03 0.03	USD 14.52 EUR 0.00*	10.40 0.01	USD 1.42 EUR 0.00*

* *EUR 3115 (EUR 858)*

A change of 1% in Foreign currency would have following impact on profit before tax

(₹ in Crores)

Particulars	For the Year 2021-22		For the Year 2020-21	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Foreign Currency Sensitivity				
RUPEES / USD - (Increase) / Decrease	(1.63)	1.63	(0.62)	0.62
RUPEES / EUR - (Increase) / Decrease	(0.00)	0.00	(0.00)	0.00

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a loss to the Group. The Group has adopted the policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial losses from default, and generally does not obtain any collateral or other security on trade receivables.

The carrying amount of financial assets recorded in the financial statements represents the Group's maximum exposure to credit risk. Since the Group is an ISTS licensees, the responsibility for billing and collection on behalf of the Group lies with the CTU/STU. Based on the fact that the collection by CTU/STU is from Designated ISTS Customers (DICs) which in majority of the cases are state government organisations and further based on an analysis of the past trends of recovery, the management is of the view that the entire receivables are fully recoverable. Accordingly, the Group does not recognize any impairment loss on its receivables.

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Liquidity risk

The Group monitors its risk of shortage of funds using cash flow forecasting models. These models consider the maturity of its financial investments, committed funding and projected cash flows from operations. The Group's objective is to provide financial resources to meet its business objectives in a timely, cost effective and reliable manner and to manage its capital structure. A balance between continuity of funding and flexibility is maintained through the use of various types of borrowings.

The table below analysis derivative and non-derivative financial liabilities of the Group into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

(₹ in Crores)

As at 31st March, 2022	Less than 1 year	1-5 years	Over 5 years	Total
Borrowings#	4,729.68	11,980.31	26,648.78	43,358.77
Trade Payables	1,607.91	-	32.22	1,640.13
Derivative Liabilities	86.44	66.02	-	152.46
Other financial Liabilities (Including Lease Liability Obligation)	1,490.94	318.00	16.91	1,825.85

(₹ in Crores)

As at 31st March, 2021	Less than 1 year	1-5 years	Over 5 years	Total
Borrowings#	4,637.51	7,927.13	26,166.30	38,730.94
Trade Payables	1,241.01	-	31.93	1,272.94
Derivative Liabilities	163.82	145.34	-	309.16
Other financial Liabilities (Including Lease Liability Obligation)	1,500.45	455.10	27.15	1,982.70

#The table has been drawn up based on the undiscounted contractual maturities of the financial liabilities including interest that will be paid on those liabilities upto the maturity of the instruments, ignoring the call and refinancing options available with the Group. The amounts included above for variable interest rate instruments for non-derivative liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

Derivative Financial Instrument

The Group uses derivatives instruments as part of its management of risks relating to exposure to fluctuation in foreign currency exchange rates and interest rates. The Group does not acquire derivative financial instruments for trading or speculative purposes neither does it enter into complex derivative transactions to manage the above risks. The derivative transactions are normally in the form of forward currency contracts, cross currency swaps, options and interest rate swaps to hedge its foreign currency risks and interest rate risks, respectively and are subject to the Group's guidelines and policies.

The fair values of all derivatives are separately recorded in the balance sheet within current and non current assets and liabilities. Derivative that are designated as hedges are classified as current or non current depending on the maturity of the derivative.

The use of derivative can give rise to credit and market risk. The Group tries to control credit risk as far as possible by only entering into contracts with stipulated / reputed banks and financial institutions. The use of derivative instrument is subject to limits, authorities and regular monitoring by appropriate levels of management. The limits, authorities and monitoring systems are periodically reviewed by management and the Board. The market risk on derivative is mitigated by changes in the valuation of underlying assets, liabilities or transactions, as derivatives are used only for risk management purpose.

The Group enters into derivative financial instruments, such as forward currency contracts, cross currency swaps, options, interest rate futures and interest rate swaps for hedging the liabilities incurred/recorded and accounts for them as cash flow hedges and states them at fair value. The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss. Amounts recognised in OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. These hedges have been effective for the year ended March 31, 2022.

The fair value of the Group's derivative positions recorded under derivative financial assets and derivative financial liabilities are as follows :-

(₹ in Crores)

Derivative Financials Instruments	As at 31 March, 2022		As at 31 March, 2021	
	Assets	Liabilities	Assets	Liabilities
Cash flow hedge				
Call Option	58.10	0.00	137.21	87.50
Cross Currency Swaps	47.39	0.00	30.36	5.91
Interest Rate Swaps	-	6.55	-	-
-Coupon Only Swaps	(5.79)	0.00	(3.81)	-
-Forward	0.62	79.89	0.08	85.92
-Principal Only Swaps	205.12	66.02	78.77	129.83
Total	**305.44**	**152.46**	**242.61**	**309.16**

The Group has executed 4 year cross currency Swaps derivative contract of USD 300 mn which will be effective from 22 July 2022 to hedge outstanding Sustainability linked bond of USD 300 mn which are included in above table.

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50 Segment information:-Operating Segments

The reportable segments of the Group are trading activity and providing transmission line service. The segment are largely organised and managed separately according to the organisation structure that is designed based on the nature of service. Operating segments reported in a manner consistent with the internal reporting provided to the Chairman and Managing Director jointly regarded as the Chief Operating Decision Maker ("CODM"). Description of each of the reportable segments for all periods presented, is as under:-

i) Transmission
ii) Trading
iii) GTD Business

The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by operating segments. The CODM reviews revenue and gross profit at the performance indicator for all of the operating segments.

The measurement of each segment's revenues, expenses and assets is consistent with the accounting policies that are used in preparation of the financial statements. Segment profit represents the profit before interest and tax.

Information regarding the company's reportable segments is presented below:

(₹ in Crores)

Particulars	Transmission	Trading	GTD Business	Elimination	Total
1 Revenue					
External Sales	**3,469.33**	**821.91**	**6,966.28**	-	**11,257.52**
	3,122.06	*756.63*	*6,047.64*	-	*9,926.33*
Total Revenue	**3,469.33**	**821.91**	**6,966.28**	-	**11,257.52**
	3,122.06	*756.63*	*6,047.64*	-	*9,926.33*
Results					
Segment Results	**2,428.76**	**0.68**	**1,032.05**	-	**3,461.49**
	2,191.80	*0.74*	*1,011.75*	-	*3,204.29*
Unallocated Corporate Income (Net)					**603.95**
					532.60
Operating Profit					**4,065.44**
					3,736.89
Less: Finance Expense					**2,364.95**
					2,116.99
Profit before tax					**1,700.49**
					1,619.90
Current Taxes					**244.23**
					187.01
Deferred Tax					**220.51**
					143.32
Total Tax					**464.74**
					330.33
Profit after tax					**1,235.75**
					1,289.57
Less: Non-Controlling Interests					**(31.14)**
					(65.53)
Net profit					**1,204.61**
					1,224.04
3 Other Information					
Segment Assets	**23,307.33**	-	**18,536.67**	-	**41,844.00**
	20,595.65	-	*17,206.59*	-	*37,802.24*
Unallocated Corporate Assets					***5,620.11***
					5,431.34
Total Assets					**47,464.11**
					43,233.58
Segment Liabilities	**955.63**	-	**3,896.11**	-	**4,851.74**
	1,141.40	-	*3,409.57*	-	*4,550.97*
Unallocated Corporate Liabilities					***31,605.87***
					28,659.76
Total liabilities					**36,457.61**
					33,210.73
Depreciation /Amortisation	**773.32**	-	**653.83**	-	**1,427.15**
	684.32	-	644.56	-	*1,328.88*
Non Cash Expenditure other then Depreciation/ Amortisation	**5.12**	-	**18.31**	-	**23.43**
	4.62	-	*22.52*	-	*27.14*
Capital Expenditure	***2,955.43***	-	**1,235.43**	-	**4,190.86**
	2,760.50	-	*1,191.82*	-	*3,952.32*

Previous figures are given in italics

Note 1: The business operations of the Group are entirely based in India accordingly the entity has no separate geographical to disclose.

Note 2: Revenue from power distribution companies for allocation of Transmission capacity with which Group has entered into Transmission Service Agreement accounts for more than 10% of Total Revenue.

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51 **Transaction with Struck Off Companies**

Name of the struck off company	Nature of transactions with struck off company	Balance outstanding(₹ In Crores)	Relation with the struck off company, if any, to be disclosed
As at 31 March, 2022			
Payable			
Silent Sentinels Electrical Consultant Pvt Ltd	Purchase of Service	0.01	Vendor
Receivables			
Ashiana Infrahomes Pvt. Ltd.	Recovery towards capital advances	0.33	Vendor
M S Gem Printers Pvt Ltd	Sale of Power	0.13	Consumer
B B Consulting N Eng Pvt Ltd	Sale of Power	0.01	Consumer
Uday Real Tdrs Pvt.Ltd	Sale of Power	0.01	Consumer
Unilink Tel Services (I) Pvt. Ltd.	Sale of Power	0.02	Consumer
Flex Foot Wear India Pvt. Ltd.	Sale of Power	0.01	Consumer
Kool Dring & Pack Private Limited	Sale of Power	0.02	Consumer
SSV Developeres & Indian Holiday Resort Private Limited	Sale of Power	0.10	Consumer
Others - 361 Parties < 50K	Sale of Power	0.09	Consumer
As at 31 March, 2021			
Payable			
Silent Sentinels Electrical Consultant Pvt Ltd	Purchase of Service	0.01	Vendor
Receivables			
Ashiana Infrahomes Pvt. Ltd.	Recovery towards capital advances	0.68	Vendor
Bharti Infratel Services Limited	Sale of Power	0.04	Consumer
Interjewel Private Limited	Sale of Power	0.02	Consumer
Kunjan Silks Private Limited	Sale of Power	0.01	Consumer
Gem Printers Private Limited	Sale of Power	0.13	Consumer
B.B.Consulting 'N' Engineering Private Limited	Sale of Power	0.01	Consumer
Uday Realtors Private Limited	Sale of Power	0.01	Consumer
Unilink Tele Services (India) Private Limited	Sale of Power	0.02	Consumer
Navdurga Developments Private Limited	Sale of Power	0.01	Consumer
Flex Foot Wear India P.Ltd.	Sale of Power	0.01	Consumer
SSV Developeres & Indian Holiday Resort Private Limited	Sale of Power	0.11	Consumer
Others - 354 Parties < 50K	Sale of Power	0.09	Consumer

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52 The Consolidated financial statements for the year ended 31st March, 2022 are not comparable with the previous year, due to following:

Date of acquisition of Investment in Subsidiaries

Sr. No.	Name of the Entity	For the year ended 31st March, 2022	For the year ended 31st March, 2021
1	Kharghar Vikhroli Transmission Limited (formerly known as Kharghar Vikhroli Transmission Private Limited) (KVTL)		25th June, 2020
2	Alipurduar Transmission Limited		26th November, 2020
3	Warora Kurnool Transmission Limited		31st March, 2021
4	MP Power Transmission Package-II Limited	01st November, 2021	
5	MPSEZ Utilities Limited (formerly known as MPSEZ Utilities Private Limited)	15th December, 2021	
6	Karur Transmission Limited	18th January, 2022	
7	Khavda-Bhuj Transmission Limited	18th January, 2022	

53 Group has entered into transmission agreements in the nature of Service Concession Arrangements (SCA) with Rajasthan Rajya Vidyut Prasaran Nigam Limited (RVPNL) and with Power Grid Corporation of India Limited (PGCIL).

(a) Two agreements for different maintaining different transmission lines with RVPNL (Grantor) is to construct & operate an transmission system comprising:-

(i) A 400 KV Double Circuit transmission line from Suratgarh to Bikaner with a design capacity to transfer electricity equivalent to 1066 MW on Design, Built, Finance, Operate & Transfer (DBFOT) basis having contract for 35 years from the license issued. (ii) A 400 KV Double Circuit transmission Line in Bikaner, Sikar with a design capacity to transfer electricity equivalent to 2400 MW on Design, Built, Finance, Operate & Transfer (DBFOT) basis having contract for 25 years from the license issued.

(b) The agreements with PGCIL (Grantor) is to construct & operate an transmission system comprising a 400 KV Double Circuit transmission line in Pune, Aurangabad, Solapur, Kolhapur, Parli, Karad, Lonikhand, Kalwa, Limbdi, Vadavi, Kansari, Rajgarh and Karamsad with a design capacity to transfer electricity equivalent to 3600 MW on Design, Built, Finance, Operate & Transfer (DBFOT) basis having contract for 25 years. The service concession arrangement provides an option for extension of the concession period. Upon completion of concession period or on termination of agreement, Transmission Lines will vest with the grantor free and clear of all encumbrances. Financial assets is created on the basis of Present values of future Cash Flows. No intangible assets is created for this SCA accounting.

Financial summary of above concession arrangement are given below: **(₹ in Crores)**

Sr.No.	Particulars	Transmission Lines 2021-22	2020-21
1	SCA Revenue Recognised	143.73	150.71
2	Profit for the year	69.32	53.96

54 Additional information of net assets and share in profit or loss contributed by various entities as recognised under Schedule III of the Companies Act, 2013

Sr. No.	Name of the Entity	As % of Consolidated Net Assets as on 31st March 2022	₹ in Crores	As % of Consolidated Profit or Loss for the year ended 31st March 2022	₹ in Crores	As % of Consolidated Other Comprehensive Income for the year ended 31st March 2022	₹ in Crores	As % of Consolidated Total Comprehensive Income for the year ended 31st March 2022	₹ in Crores
1	Adani Transmission Limited	23.88%	3,976.81	-5.18%	(64.61)	47.86%	(120.47)	-18.59%	(185.08)
	Subsidiaries (Indian)								
2	Maharashtra Eastern Grid Power Transmission Company Limited	18.38%	3,060.70	45.15%	563.23	0.17%	(0.43)	56.52%	562.80
3	Adani Transmission (India) Limited	15.05%	2,506.44	22.12%	275.93	0.02%	(0.06)	27.71%	275.87
4	Sipat Transmission Limited	0.67%	110.89	2.42%	30.16	-0.53%	1.34	3.16%	31.50
5	Raipur-Rajnandgaon-Warora Transmission Limited	1.48%	245.77	5.31%	66.30	-1.17%	2.95	6.95%	69.25
6	Chhattisgarh-WR Transmission Limited	1.06%	177.22	4.01%	50.07	-0.85%	2.13	5.24%	52.20
7	Adani Transmission (Rajasthan) Limited	0.15%	25.35	0.50%	6.28	-	(0.00)	0.63%	6.28
8	North Karanpura Transco Limited	0.20%	32.82	0.32%	3.97	0.00%	(0.01)	0.40%	3.96
9	Maru Transmission Service Company Limited	0.14%	23.49	0.16%	2.04	0.00%	(0.01)	0.20%	2.03
10	Aravali Transmission Service Company Limited	0.01%	1.33	0.26%	3.27	0.17%	(0.42)	0.29%	2.85
11	Western Transco Power Limited	1.15%	192.32	1.97%	24.56	0.00%	(0.00)	2.47%	24.56
12	Western Transmission (Gujarat) Limited	0.80%	132.99	1.17%	14.54	0.00%	0.00	1.46%	14.54
13	Hadoti Power Transmission Service limited	0.47%	77.45	1.87%	23.29	-0.14%	0.36	2.37%	23.65
14	Barmer Power Transmission Service limited	0.39%	64.39	1.51%	18.88	-0.10%	0.25	1.92%	19.13
15	Thar Power Transmission Service limited	0.33%	54.71	1.33%	16.58	-0.10%	0.24	1.69%	16.82
16	Fatehgarh-Bhadla Transmission Limited	0.08%	12.75	-1.00%	(12.45)	0.00%	0.00	-1.25%	(12.45)
17	Ghatampur Transmission Limited	1.11%	185.39	1.85%	23.11	0.01%	(0.03)	2.32%	23.08
18	Adani Transmission Bikaner Sikar Private Limited	0.36%	60.16	0.69%	8.59	-	-	0.86%	8.59
19	OBRA-C Badaun Transmission Limited	0.42%	69.81	1.16%	14.48	0.00%	(0.00)	1.45%	14.48
20	Adani Electricity Mumbai Limited	28.19%	4,694.81	9.79%	122.16	54.70%	(137.70)	-1.56%	(15.56)
21	AEML Infrastructure Limited	0.00%	(0.01)	0.00%	(0.00)	-	-	0.00%	(0.00)
22	Bikaner-Khetri Transmission Limited	0.91%	151.23	0.34%	4.25	0.01%	(0.01)	0.43%	4.23
23	WRSS XXI (A) Transco Limited	0.00%	(0.18)	0.02%	0.21	-0.09%	0.24	0.04%	0.45
24	Lakadia Banaskantha Transco Limited	0.00%	(0.42)	0.04%	0.53	-0.02%	0.06	0.06%	0.58
25	Jam Khambaliya Transco Limited	0.12%	20.12	0.00%	0.01	0.00%	0.00	0.00%	0.01
26	Arasan Infra Private Limited	0.00%	(0.33)	0.00%	(0.05)	0.00%	-	-0.01%	(0.05)
27	Sunrays Infra Space Private Limited	-0.01%	(1.15)	-0.06%	(0.78)	0.00%	-	-0.08%	(0.78)
28	Power Distribution Services Limited	0.02%	3.81	0.15%	1.92	0.00%	-	0.19%	1.92
29	Adani Electricity Mumbai Infra Limited	0.63%	104.65	0.00%	(0.00)	0.03%	(0.08)	-	(0.08)
30	Alipurduar Transmission Limited	1.54%	257.92	3.36%	42.04	0.00%	(0.00)	4.22%	42.04
31	Kharghar Vikhroli Transmission Limited (formerly known as Kharghar Vikhroli Transmission Private Limited) (KVTL)	0.00%	(0.82)	0.00%	(0.02)	0.01%	(0.04)	-0.01%	(0.06)
32	Warora Kurnool Transmission Limited	2.08%	345.82	0.19%	2.42	0.01%	(0.01)	0.24%	2.40
33	AEML Seepz Limited	0.00%	0.01	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
34	Adani Trans Step One Limited	0.00%	(0.01)	0.00%	(0.02)	0.00%	-	0.00%	(0.02)
35	MP Power Transmission Package-II Limited	-0.01%	(1.31)	-0.04%	(0.48)	0.00%	-	-0.05%	(0.48)
36	MPSEZ Utilities Limited (formerly known as MPSEZ Utilities private Limited)	0.42%	70.64	0.70%	8.70	0.01%	(0.02)	0.87%	8.68
37	Karur Transmission Limited	0.00%	(0.01)	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
38	Khavda-Bhuj Transmission Limited	0.00%	0.00	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
39	ATL HVDC Limited	-0.01%	(1.57)	-0.13%	(1.58)	0.00%	-	-0.16%	(1.58)
	Total	**100%**	**16,653.99**	**100%**	**1,247.51**	**100%**	**(251.73)**	**100%**	**995.74**
	Less: Adjustment of Consolidation		**6,741.17**		**11.74**				**11.74**
	Add: Non Controlling Interest		**1,093.68**		**31.14**		**(34.56)**		**(3.42)**
	Consolidated Net Assets/Profit after tax		**11,006.50**		**1,204.61**		**(217.19)**		**987.42**

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55 As per Ind AS 19 "Employee Benefits", the disclosures are given below.

(a) Defined Contribution Plan

(i) Provident fund
(ii) Superannuation fund
(iii) State defined contribution plans
-Employer's contribution to Employees' state insurance
-Employers' Contribution to Employees' Pension Scheme 1995
The Group has recognised the following amounts as expense in the financial statements for the year:

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Contribution to Provident Fund	47.54	41.35
Contribution to Employees Superannuation Fund	7.98	7.98
Contribution to Employees Pension Scheme	6.89	6.90
Total	**62.41**	**56.23**

(b) Defined Benefit Plan

The Group has a defined benefit gratuity plan (funded) and is governed by the Payment of Gratuity Act, 1972. Under the Act, every employee who has completed at least five year of service is entitled to gratuity benefits on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with Life Insurance Corporation of India (LIC) in form of a qualifying insurance policy with effect from September 01, 2010 for future payment of gratuity to the employees.

Each year, the management reviews the level of funding in the gratuity fund. Such review includes the asset – liability matching strategy. The management decides its contribution based on the results of this review. The management aims to keep annual contributions relatively stable at a level such that no plan deficits (based on valuation performed) will arise.

The Group operates a defined benefit plan (the Gratuity plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.
The status of gratuity plan as required under Ind AS-19:

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
i. Reconciliation of Opening and Closing Balances of defined benefit obligation		
Present Value of Defined Benefit Obligations at the beginning of the Year	667.91	654.50
Current Service Cost	38.65	36.85
Interest Cost	45.83	44.71
Re-measurement (or Actuarial) (gain) / loss arising from:		
- Change in demographic assumptions	11.65	6.91
- Change in financials assumptions	22.35	(1.18)
- Experience variance (i.e. Actual experience vs assumptions)	(51.53)	(41.08)
Acquisition Adjustment/Other adjustment	0.42	0.25
Benefits paid	(30.63)	(37.34)
Net Actuarial loss / (gain) Recognised		-
Liabilities Transfer In/Out	(1.39)	4.29
Present Value of Defined Benefit Obligations at the end of the Year	**703.26**	**667.91**
ii. Reconciliation of Opening and Closing Balances of the Fair value of Plan assets		
Fair Value of Plan assets at the beginning of the Year	487.19	491.10
Investment Income	33.45	33.59
Contributions	1.08	0.95
Benefits paid	(30.32)	(37.34)
Return on plan assets, excluding amount recognised in net interest expenses	(1.15)	(1.11)
Planned Asset Acquired on Business Acquisition		-
Acquisition Adjustment/Other adjustment	0.42	-
Fair Value of Plan assets at the end of the Year	**490.67**	**487.19**
iii. Reconciliation of the Present value of defined benefit obligation and Fair value of plan assets		
Present Value of Defined Benefit Obligations at the end of the Year	703.26	667.91
Fair Value of Plan assets at the end of the Year	(490.67)	(487.19)
Net Asset / (Liability) recognized in balance sheet as at the end of the year	**(212.59)**	**(180.72)**
iv. Composition of Plan Assets		
100% of Plan Assets are administered by LIC	-	-
v. Gratuity Cost for the Year		
Current service cost	38.65	36.85
Interest cost	45.83	44.71
Expected return on plan assets	(33.45)	(33.59)
Net Gratuity cost recognised in the statement of Profit and Loss	**51.03**	**47.97**
vi. Other Comprehensive Income		
Actuarial (gains) / losses		
Change in demographic assumptions	11.65	6.91
Change in financial assumptions	22.35	(1.18)
Experience variance (i.e. Actual experiences assumptions)	(51.53)	(41.08)
Return on plan assets, excluding amount recognised in net interest expense	1.15	1.11
Components of defined benefit costs recognised in other comprehensive income	**(16.37)**	**(34.24)**
vii. Actuarial Assumptions		
Discount Rate (per annum)	6.90% to 6.98%	6.7% to 6.84%
Annual Increase in Salary Cost (per annum)	8.00% to 10.25%	8.00% to 9.75%

viii. Asset – Liability Matching Strategies
The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk.
However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).

(c) Sensitivity analysis
The sensitivity of the defined benefit obligations to changes in the weighted principal assumptions is:

Sensitivity analysis	Change in assumption			Increase in assumption			Decrease in assumption	
Particulars	31st March, 2022	31st March, 2021		31st March, 2022	31st March, 2021		31st March, 2022	31st March, 2021
Discount rate	1.00%	1.00%	Decrease by	84.68	73.20	Increase by	73.38	63.16
Salary Growth Rate	1.00%	1.00%	Increase by	79.11	70.00	Decrease by	73.09	61.52
Attrition Rate	0.50%	0.50%	Decrease by	35.37	14.21	Increase by	32.04	20.04
Mortality Rate	10.00%	10.00%	Increase by	21.12	9.08	Decrease by	21.14	9.09

DELOITTE HASKINS & SELLS LLP * CHARTERED ACCOUNTANTS *

Adani Transmission Limited *

56 The Group has adopted Ind AS 115 using the cumulative effect method (without practical expedients) with the effect of initially applying this standard recognised at the date of initial application i.e. 1st April, 2018. Accordingly, the comparative information i.e. information for the year ended 31st March 2018, has not been restated. The adoption of the standard did not have any material impact on the financial statements of the Group. Additionally, the disclosure requirements in Ind AS 115 have not generally been applied to comparative information.

Contract balances:
(a) The following table provides information about receivables, contract assets and contract liabilities from the contracts with customers.

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 1st April, 2021
Trade receivables (Gross) (Refer note 13)	1,082.73	1024.98
(Less): Allowance for Doubtful Debts (Refer note 13)	(11.89)	(11.44)
Trade receivables (Net) (Refer note 13)	1,070.84	1,013.54
Contract assets (Refer note 8 & 17)	1,887.89	1,425.43
Contract liabilities (Refer note 31 & 32)	209.27	71.57

The contract assets primarily relate to the Group right to consideration for work completed but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Group issues an invoice to the Customer. The contract liabilities primarily relate to the advance consideration received from the customers.

(b) Significant changes in contract assets and liabilities during the period:

(₹ in Crores)

Particulars		For the year ended 31st March, 2022	For the year ended 31st March, 2021
Opening Balance			
Recoverable from consumers		-	-
Liabilities towards consumers		6.53	28.50
	(A)	**6.53**	**28.50**
Income to be adjusted in future tariff determination in respect of earlier year			(9.55)
Income to be adjusted in future tariff determination (Net)		(3.59)	(12.42)
Closing Balance	(B)	**(3.59)**	**(21.97)**
Recoverable from consumers		-	-
Liabilities towards consumers		2.94	6.53
Contract assets reclassified to receivables	(A+B)	**2.94**	**6.53**

Reconciliation the amount of revenue recognised in the statement of profit and loss with the contracted price:

(₹ in Crores)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Revenue as per contracted price	10,404.85	9,173.68
Adjustments		
Discounts	42.22	37.32
Revenue from contract with customers	**10,362.63**	**9,136.36**

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57 Regulatory Deferral Account

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Regulatory Deferral Account - Liability		
Regulatory Liabilities	271.56	271.56
Regulatory Deferral Account - Assets		
Regulatory Assets	1,124.02	439.45
Net Regulatory Assets/(Liabilities)	**852.46**	**167.89**

Rate Regulated Activities

1 As per the Ind AS-114 'Regulatory Deferral Accounts', the business of electricity distribution is a Rate Regulated activity wherein Maharashtra Electricity Regulatory Commission (MERC), the regulator determines Tariff to be charged from consumers based on prevailing regulations in place.

2 MERC Multi Year Tariff Regulations, 2015 (MYT Regulations), is applicable for the period beginning from 1 April, 2016 to 31 March, 2020.

MERC Multi Year Tariff Regulations, 2019 (MYT Regulations), is applicable for the period beginning from 1 April, 2020 to 31 March, 2024. These regulations require MERC to determine tariff in a manner wherein the Company can recover its fixed and variable costs including assured rate of return on approved equity base, from its consumers. The Company determines the Revenue, Regulatory Assets and Liabilities as per the terms and conditions specified in MYT Regulations.

3 Reconciliation of Regulatory Assets/Liabilities of distribution business as per Rate Regulated Activities is as follows:

(₹ in Crores)

S.No.	Particulars	As at 31st March, 2022	As at 31st March, 2021
A	**Opening Regulatory Assets (Net)**	167.89	(256.60)
	Add:		
B	Acquired on Business Combination(Net)	2.10	-
1	For Current Year	682.47	582.81
2	For Earlier Year	-	-
	Total C (1 + 2)	**682.47**	**582.81**
	Less:		
D	Recovered / (refunded) during the year*	-	158.32
E	Net Movement during the year (C - D)	682.47	424.49
F	**Closing Balance (A + B+ E)**	**852.46**	**167.89**

*Includes ₹ 143.98 Crores recovered during FY 2020-2021 on account of final truing up for FY 2017-18 and FY 2018-19

58 (i) Impairment testing of intangible Assets

In accordance with the requirements of Ind AS 36 "Impairment of Assets", AEML has as at 31 March, 2022 tested the Transmission Cash Generating Unit ("TCGU") which includes carrying value of Transmission License (₹ 981.62 crores) having indefinite useful life for impairment. The recoverable amount of the TCGU has been determined applying value in use approach. The value in use of the TCGU has been determined using Discounted Cash Flow Method (DCF).

In deriving the recoverable amount of the TCGU a discount rate (post tax) of 8.75 % (31 March 2021: 8.75%) per annum has been used. In arriving at the recoverable amount of the TCGU , financial projections have been developed for 6 years (31 March 2021: 6 years) and thereafter in perpetuity considering a terminal growth rate of 1.5% (31 March 2021: 2%) per annum.

Based on the results of the TCGU impairment test, the estimated value in use of the TCGU was higher than its carrying amount, hence impairment provision recorded during the current year is ₹ Nil (31 March 2021 - ₹ Nil). Management believes that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the fair value of the Transmission License.

The key assumptions used in determining the recoverable amount of TCGU are as follows

Discount Rate: 9.10 % (31 March 2021: 8.75 %) Post-Tax Discount rate has been derived based on current cost of borrowing and equity rate of return in line with the current market expectations

Capital expenditure / Capitalisation: Capital expenditure and capitalisation for 6 years (31 March 2021: 6 years) is estimated based on management projections subject to regulatory approval and thereafter ₹ 500 crores per annum (31 March 2021: ₹ 325 crores per annum)

(ii) Goodwill

(₹ in Crores)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Balance at beginning of the year	592.88	592.09
Arising on account of Business combination	5.41	0.79
Balance at end of the year	**598.29**	**592.88**

Impairment testing of Goodwill

The group tests on a annual basis, goodwill arising on business combination amounting to ₹ 576.02 crores for March, 2022 (₹ 576.02 crores for March 2021) which has been allocated to the respective Cash Generating Unit ("CGU")(ATIL, MEGPTCL and AEML) for impairment. Based on the annual impairment test no provision towards impairment was required necessary.

The recoverable amounts of the CGUs are determined from value-in-use calculations and the projections based on the period of the transmission and distribution licenses (including expected extensions)

The key assumptions for the value-in-use calculations are those regarding discount rates, growth rates, capital expenditure, and expected increase in direct costs . Management estimates discount rates using post-tax rates that reflect current market assessments of the time value of money. The growth rates are based on management's forecasts/ tariff regulations. Changes in direct costs are based on past practices and expectations of future changes in the market.

The Group prepares its forecasts based on the most recent financial budgets approved by management with projected revenue growth rates per respective tariff regulation wherein the revenue is determined considering the parameters/benchmarks laid down in the respective MERC/CERC tariff regulations.

The rates used to discount the forecasts is 8.43% to 12.04% p.a (Post Tax)

Management believes that any reasonable possible change in any of these assumptions would not cause the carrying amount to exceed its recoverable amount.

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59 a) During the previous year Maharashtra Eastern Grid Power Transmission Company Limited ("MEGPTCL"), a wholly Owned Subsidiary had received MERC order vide dated 03rd June, 2021 and has given impact to the Hon'ble APTEL Judgment in the matter of Appeal No. 260 of 2016 dated 24th July, 2020, revised the Annual Revenue Requirement (ARR) of MEGPTCL retrospectively effective from 1st April, 2013 and directed MEGPTCL to claim the incremental ARR (including the related carrying cost) during the Mid Term Review (MTR) in FY 2023-24.

Consequent to the above MERC order, during the year ended 31st March, 2022 MEGPTCL has recognized additional revenue from operations of ₹ 303.72 Crores for the period April, 2014 to March, 2021 and recognized ₹ 91.93 Crores for the year ended April, 2021 to March, 2022.

(b) During the year, Central Electricity Regulatory Commission ("CERC") vide it's order dated January 21, 2022, has partly disallowed certain expenses (interest and depreciation) in relation to truing up tariff petition for the control period 2015-19 and tariff determination petition for the control period 2020-24 filed by Adani Transmission (India) Limited ("ATIL"), a wholly owned subsidiary of the Company. The Management has, basis an external legal opinion, assessed that it has reasonably good case on merits in the light of the prevailing Tariff Regulations, settled principles of law as per earlier judicial precedence and, is in the process of preferring an appeal in Appellate Tribunal for Electricity against such CERC order. Having regard to the above, the disallowances aggregating to ₹ 62.79 Crore up to 31st March, 2022 are not reckoned with in the Financial Statement.

60 (A) Non Controlling Interests (NCI)

Summary of financial information for a subsidiary (AEML) that has non-controlling interests that are material to the Group. The amounts disclosed for a subsidiary are before inter-company eliminations.

(₹ in Crores)

Summarised Balance Sheet	**31st March, 2022**	**31st March, 2021**
Total Non-current Assets	17,689.77	16,744.71
Total Current Assets	2,206.70	2,698.13
Regulatory Deferral Account - Assets	1,121.92	439.45
Total Assets	**21,018.39**	**19,882.29**
Non-current Liabilities	13,094.76	11,620.18
Current Liabilities	2,852.62	3,280.20
Regulatory Deferral Account - Liabilities	271.56	271.56
Total Liabilities	**16,218.94**	**15,171.94**
Accumulated NCI	**1,204.66**	**1,182.30**

(₹ in Crores)

Summarised statement of Profit and Loss	**31st March, 2022**	**31st March, 2021**
Profit /(Loss) for the year	122.15	259.17
Other Comprehensive Income / (Loss) for the year	(137.77)	(73.15)
Total Comprehensive Income /(Loss) for the year	(15.62)	186.02
Profit/(Loss) Allocated to NCI	**30.66**	**65.05**
Total Comprehensive Income /(Loss) allocated to NCI	**(3.92)**	**46.69**

(₹ in Crores)

Summarised Cash Flow allocated	**31st March, 2022**	**31st March, 2021**
Net cash from operating activities for the year	1,472.01	1,406.27
Net cash (used in) investing activities for the year	(833.27)	(1,052.61)
Net cash from financing activities for the year	(701.06)	(323.94)
Net (decrease) in cash and cash equivalents	**(62.32)**	**29.72**

(B) Transaction with Non Controlling Interests

(₹ in Crores)

Particulars	**31st March, 2022**	**31st March, 2021**
Interest expense on Sub debt	134.47	131.87

(₹ in Crores)

Closing balance	**31st March, 2022**	**31st March, 2021**
Subordinate debt payable	2,137.35	2,061.70
Interest accrued but not due on Sub debt	53.28	51.40

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61 Group has acquired the control of the Company w.e.f. 29 August, 2018, through its purchase from Reliance Infrastructure Limited ("RINFRA"), of the equity shares of the Company. In accordance with Share Purchase Agreement, any incremental adjustment, arising as a result of the MERC MYT order for the period 1 April, 2017 to 28 August, 2018 is to the account of R-infra. MERC in its MYT order has provided for recovery of certain regulatory assets in subsequent years subject to final truing up adjustments.

Such recoverable amounts are mainly on account of various components such as annual surplus, capex disallowances, MAT credit etc. Pending final truing up by MERC, the amount recoverable from RINFRA have not been accounted for as at 31 March, 2022 and would be accounted for as and when such amount is finally determined.

62 **During the year, Adani Transmission Limited (the Parent Company)**

i) Signed a Share Purchase Agreement (SPA) and completed the acquisition of the SPV, Karur Transmission Limited (KTL), incorporated by PFC Consulting Ltd. KTL will build, own, operate and maintain the transmission project in Tamil Nadu for a period of 35 years. This Project comprises of 2x500MVA, 400/230 kV Karur Pooling Station (at location between Karur Wind Energy Zone and Tiruppur Wind Energy Zone) LILO of both circuits of Pugalur – Pugalur (HVDC) 400 kV D/c line at Karur PS, this acquisition accounted as Assets Acquisition.

ii) Signed a Share Purchase Agreement (SPA) and completed the acquisition of the SPV, Khavda-Bhuj Transmission Limited (KBTL), incorporated by PFC Consulting Ltd. KBTL will build, own, operate and maintain the transmission project in Gujarat for a period of 35 years. This Project comprises of 220 ckt km of transmission line connecting Khavda pooling station with Bhuj pooling station 4,500 MVA, 765 kV Gas Insulated Substation at Khavda, this acquisition accounted as Assets Acquisition.

iii) Signed a Share Purchase Agreement (SPA) and completed the acquisition of the SPV, MP Power Transmission Package-II Limited (MP Power), incorporated by REC Power Development and Consultancy Limited. MP Power will build, own, operate and maintain the transmission project in Madhya Pradesh for a period of 35 years. This Project comprises of approximately 850 ckt km of Transmission Lines & Air Insulated Substations of various voltage levels (220kV and 132kV) in 18 Districts of Madhya Pradesh, this acquisition accounted as Assets Acquisition.

(iv) Signed to Share Purchase Agreement dated 15th December, 2021 entered into between Group and Adani Ports and Special Economic Zone Limited (APSEZ), during the year acquired 100% stake in MPSEZ Utilities Limited ("MUL") for an upfront cash consideration of ₹ 116.27 Crores. MUL was incorporated primarily to provide the facility of distribution of electricity, effluent & sewage treatment in Mundra SEZ area, Kutch, Gujarat spread across 8,481 hectares as a distribution licensee. this acquisition accounted as Business Combination

(A) Summary of assets acquired and liabilities assumed as part of Assets acquisition when compared to the consideration paid is as below: :

Net amount of Assets and Liabilities (₹ in Crores)

Particulars	Karur Transmission Limited	Khavda-Bhuj Transmission Limited	MP Power Transmission Package-II Limited
Assets			
Non-current assets			
Capital Work-In-Progress	6.24	14.82	5.21
	6.24	**14.82**	**5.21**
Current assets			
Cash and cash equivalents	0.01	0.01	0.00
Other current assets	-	-	0.91
	0.01	**0.01**	**0.91**
Total Assets (i)	**6.25**	**14.83**	**6.12**
Total Liabilities (ii)	-	-	-
Net Assets (i-ii)	**6.25**	**14.83**	**6.12**

Consideration Transferred : (₹ in Crores)

Particulars	Karur Transmission Limited	Khavda-Bhuj Transmission Limited	MP Power Transmission Package-II Limited
Consideration Paid	6.25	14.83	6.12

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B (a) Fair value of assets acquired and liabilities recognised at the date of acquisition on account of Business Combination:

(₹ in Crores)

Particulars	MPSEZ Utilities Limited (formerly known as MPSEZ Utilities Private Limited)
Assets	
Non-current assets	
Property, Plant and Equipment	94.88
Capital Work-In-Progress	3.65
Right of Usage	9.88
Intangible assets	51.36
Financial Assets	
Loans	4.60
Other financial assets	0.00
Income Tax Assets (net)	0.37
Other non-current assets	15.80
	180.54
Current assets	
Inventories	0.56
Financial Assets	
Investments	0.00
Trade Receivable	0.05
Cash and cash equivalents	11.63
Loan	0.03
Other financial assets	17.39
Other current assets	4.63
	34.29
Regulatory Deferral Account - Asset	**2.10**
Total Assets(i)	**216.93**
Non-current liabilities	
Lease Liabilities	4.51
Provisions	0.18
Deferred Tax Liabilities (Net)	33.85
Other Non Current Liabilities	45.07
	83.61
Current liabilities	
Financial liabilities	
Trade Payables	16.53
Other financial liabilities	5.37
Other Current Liabilities	0.30
Short-term provisions	0.08
Income Tax Liabilities (net)	0.18
	22.46
Total Liabilities(ii)	**106.07**
Net Assets (i-ii)	**110.86**

All the above identified assets, liabilities and contingent liabilities have been recorded at their provisional fair values in accordance with IND AS 103 Business Combinations.

(b) Goodwill arising from acquisition :

(₹ in Crores)

Particulars	MPSEZ Utilities Limited (formerly known as MPSEZ Utilities Private Limited)
Consideration Paid	116.27
Less : Fair value of net assets (i-ii)	110.86
Goodwill/(Capital Reserve)	**5.41**

Note : Goodwill is not tax deductible.

(c) Net cash outflow on acquisition :

(₹ in Crores)

Particulars	MPSEZ Utilities Limited (formerly known as MPSEZ Utilities Private Limited)
Total consideration paid during the year	116.27
Total	**116.27**

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d) As if these companies where acquired on 1st April, 2021, the profitability would have been Increased by ₹ 14.68 crores as per below table :-

(₹ in Crores)

Particulars	MPSEZ Utilities Limited (formerly known as MPSEZ Utilities Private Limited)
Profitability Increase/(Decrease)	14.68

e) **Impact of acquisition on the results of the Group :** 8.85 Crores

f) The results of these subsidiaries, after elimination of inter company transactions and balances, as included in the consolidated financial statements for the year ended 31st March, 2022 are given below :

(₹ in Crores)

Particulars	As at 31st March, 2022
	MPSEZ Utilities Limited (formerly known as MPSEZ Utilities Private Limited)
ASSETS	
Non-current Assets	
Property, Plant and Equipment	96.15
Right of Usage	9.77
Capital Work-In-Progress	2.45
Intangible Assets	51.36
Income Tax Assets (net)	0.32
Other Non-current Assets	16.97
Total Non-current Assets	**177.02**
Current Assets	
Inventories	0.21
Financial Assets	
(i) Investments	0.00
(ii) Trade Receivables	3.39
(iii) Cash and Cash Equivalents	0.18
(iv) Bank balance other than cash and cash equivalents	0.00
(v) Loans	-
(vi) Financial Assets - Others	0.87
Other Current Assets	22.75
Total Current Assets	**27.41**
Regulatory Deferral Account	**2.10**
Total	**206.53**
Liabilities	
Non-current Liabilities	
Lease Liabilities	4.59
Provisions	0.08
Other Non Current Liabilities	44.78
Deferred Tax Liabilities (Net)	33.42
Total Non-current Liabilities	**82.87**
Current Liabilities	
Financial Liabilities	
(i) Trade Payables	20.81
(ii) Other Financial Liabilities	7.56
Provisions	0.03
Other Current Liabilities	0.41
Current Tax Liabilities	1.41
Total Current Liabilities	**30.22**
Total	**113.09**

(₹ in Crores)

Particulars	For the Period
	1st January 2022 to 31st March 22
Total Revenue	58.24
Total Expenses	(47.89)
Profit / (Loss) before tax	**10.35**
Tax	1.50
Profit / (Loss) after tax	**8.85**

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63 Other Disclosures

(i) Due to outbreak of COVID-19 globally and in India, the Group's management has made initial assessment of impact on business and financial risks on account of COVID-19. Considering that the Group is in the business of Generation, Transmission and Distribution of Power which is considered to be an Essential Service, the management believes that the impact of this outbreak on the business and financial position of the Group will not be significant. The management does not see any risks in the Group's ability to continue as a going concern and meeting its liabilities as and when they fall due.

(ii) The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment had released draft rules for the Code on Social Security, 2020 on November 13, 2020, and invited suggestions from stakeholders which are under consideration by the Ministry. The Company and its subsidiaries will assess the impact and its evaluation once the subject rules are notified. The Company and its subsidiaries will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

(iii) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or its subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iv) No funds have been received by the Parent or its subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

64 Subsequent Event

The Group evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of consolidated financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the consolidated financial statements. As of 05 May, 2022, there are no subsequent events to be recognized or reported that are not already disclosed.

65 The Consolidated Financial Statements for the year ended 31st March, 2022 have been approved by the Audit Committee and approved by the Board of Directors at their meetings held on 05th May, 2022.

For and on behalf of the Board of Directors
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI	**RAJESH S. ADANI**	**ANIL SARDANA**	**ROHIT SONI**	**JALADHI SHUKLA**
Chairman	Director	Managing Director and Chief Executive Officer	Chief Financial Officer	Company Secretary
DIN: 00006273	DIN: 00006322	DIN: 00006867		

Date : 05th May, 2022

Adani Transmission Limited

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

ADANI TRANSMISSION LIMITED

adani
Transmission

Form No. AOC-I
Salient features of the financial statement of subsidiaries as per Companies Act, 2013
PART "A" : Subsidiaries

(₹ in Crores)

Sr. No.	Name of the Subsidiary	Reporting Period	Reporting Currency	Share Capital	Unsecured Perpetual Equity Instrument	Instruments Entirely Equity in Nature	Reserves & Surplus[1]	Total Assets	Total Liabilities	Investments	Turnover	Profit/(Loss) before Taxation	Provision for Taxation	Profit/(Loss) after Taxation	Proposed Dividend	% of Shareholding
1	Adani Transmission (India) Limited	2021-22	INR	110.05	-	-	2,396.39	3,714.72	1,208.28	11.20	769.64	334.31	29.21	305.10	-	100%
2	Maharashtra Eastern Grid Power Transmission Company Limited	2021-22	INR	707.50	-	-	2,353.20	5,395.99	2,335.29	59.33	1,340.16	682.54	119.80	562.74	-	100%
3	Sipat Transmission Limited	2021-22	INR	44.00	-	-	66.89	645.80	534.91	13.52	98.75	40.65	10.49	30.16	-	100%
4	Raipur-Rajnandgaon-Warora Transmission Limited	2021-22	INR	91.10	-	-	154.67	1,471.49	1,225.72	37.15	226.32	89.22	22.92	66.30	-	100%
5	Chhattisgarh-WR Transmission Limited	2021-22	INR	68.00	-	-	109.22	1,113.51	936.29	30.45	170.07	67.20	17.13	50.07	-	100%
6	Adani Transmission (Rajasthan) Limited	2021-22	INR	8.50	-	-	16.85	153.46	128.10	12.49	21.18	8.45	2.16	6.28	-	100%[3]
7	North Karanpura Transco Limited	2021-22	INR	0.05	-	31.57	1.20	503.51	470.69	-	15.81	4.30	0.33	3.97	-	100%
8	Maru Transmission Service Company Limited	2021-22	INR	8.94	-	-	14.55	207.29	183.80	8.15	34.65	9.23	7.19	2.04	-	100%
9	Aravali Transmission Service Company Limited	2021-22	INR	5.23	-	-	(3.90)	127.58	126.25	13.69	21.67	3.27	-	3.27	-	100%
10	Western Transco Power Limited	2021-22	INR	10.00	-	-	182.32	611.97	419.65	14.07	64.07	32.07	7.51	24.56	-	100%
11	Western Transmission (Gujarat) Limited	2021-22	INR	10.00	-	-	122.99	356.27	223.28	11.51	35.77	19.65	5.11	14.54	-	100%
12	Hadoti Power Transmission Service Limited	2021-22	INR	10.00	-	-	67.45	239.48	162.03	28.08	48.63	31.78	8.49	23.29	-	100%
13	Barmer Power Transmission Service Limited	2021-22	INR	8.00	-	-	56.39	183.69	119.31	22.49	38.94	25.61	6.73	18.88	-	100%
14	Thar Power Transmission Service Limited	2021-22	INR	7.00	-	-	47.71	160.92	106.20	19.61	34.93	22.19	5.61	16.58	-	100%
15	Fatehgarh-Bhadla Transmission Limited	2021-22	INR	25.50	-	-	(12.75)	625.27	612.52	10.85	33.24	(12.45)	0.00	(12.45)	-	100%
16	Adani Electricity Mumbai Limited	2021-22	INR	4,020.82	-	-	673.99	20,795.79	16,100.98	229.48	6,908.94	271.12	148.96	122.16	-	74.90%
17	Ghatampur Transmission Limited	2021-22	INR	119.36	-	38.94	27.09	1,647.27	1,461.88	13.65	174.51	39.18	16.07	23.11	-	100%
18	Adani Transmission Bikaner Sikar Private Limited	2021-22	INR	10.00	-	-	50.16	238.44	178.27	8.16	28.34	11.54	2.95	8.59	-	100%[4]
19	OBRA-C Badaun Transmission Limited	2021-22	INR	55.50	-	-	14.31	737.35	667.54	16.68	67.00	18.43	3.95	14.48	-	100%
20	AEML Infrastructure Limited	2021-22	INR	0.01	-	-	(0.02)	7.75	7.76	-	-	(0.01)	-	(0.01)	-	100%
21	Bikaner Khetri Transmission Limited[2]	2021-22	INR	54.00	37.67	55.80	3.77	925.86	812.29	22.38	76.17	9.01	4.76	4.25	-	100%
22	WRSS XXI (A) Transco Limited[2]	2021-22	INR	0.05	-	-	(0.23)	852.60	852.78	18.64	-	0.30	0.09	0.21	-	100%
23	Lakadia Banaskantha Transco Limited[2]	2021-22	INR	0.05	-	-	(0.47)	1,023.95	1,024.37	141.60	-	0.68	0.15	0.53	-	100%
24	Jam Khambhaliya Transco Limited[2]	2021-22	INR	21.25	-	-	(1.13)	295.47	275.35	6.50	-	0.01	-	0.01	-	100%
25	Arasan Infra Private Limited	2021-22	INR	0.01	-	-	(0.34)	1.73	2.06	-	-	(0.05)	-	(0.05)	-	100%
26	Sunrays Infra Space Private Limited	2021-22	INR	0.01	-	-	(1.16)	216.28	217.43	-	26.37	(0.78)	-	(0.78)	-	100%
27	Power Distribution Services Limited	2021-22	INR	0.01	-	-	3.80	16.28	12.47	-	12.71	2.56	0.64	1.92	-	74.90%
28	Adani Electricity Mumbai Infra Limited	2021-22	INR	0.01	-	104.72	(0.08)	222.66	118.01	-	-	(0.00)	-	(0.00)	-	74.90%
29	Alipurduar Transmission Limited	2021-22	INR	55.63	-	-	202.28	1,203.22	945.30	12.10	164.32	56.34	14.30	42.04	-	100%[5]
30	Kharghar Vikhroli Transmission Limited (formerly known as Kharghar Vikhroli Transmission Private Limited) (KVTL)	2021-22	INR	0.05	-	-	(0.87)	737.69	738.50	-	-	(0.02)	-	(0.02)	-	100%
31	Warora-Kurnool Transmission Limited	2021-22	INR	537.00	-	186.07	(377.25)	1,932.32	1,586.51	-	6.38	2.42	-	2.42	-	100%
32	Adani Transmission Step One Limited	2021-22	INR	0.01	-	-	(0.02)	0.50	0.52	-	54.82	(0.02)	-	(0.02)	-	100%
33	AEML Seepz Limited	2021-22	INR	0.01	-	-	(0.00)	0.06	0.06	-	-	(0.00)	-	(0.00)	-	74.90%
34	MP Power Transmission Package-II Limited	1st November, 2021 31st March, 2022	INR	0.05	-	-	(1.36)	19.17	20.49	-	-	(0.48)	-	(0.48)	-	100%
35	MPSEZ Utilities Limited (formerly known as MPSEZ Utilities private Limited)	1st January, 2022 31st March, 2022	INR	13.14	-	-	57.50	150.31	79.69	0.00	216.37	26.46	0.50	25.96	-	100%
36	Karur Transmission Limited	18th January, 2022 31st March, 2022	INR	0.01	-	-	(0.02)	6.38	6.40	-	-	(0.01)	-	(0.01)	-	100%
37	Khavda-Bhuj Transmission Limited	18th January, 2022 31st March, 2022	INR	0.01	-	-	(0.01)	15.16	15.17	-	-	(0.01)	-	(0.01)	-	100%
38	ATL HVDC Limited	16th June, 2021 31st March, 2022	INR	0.01	-	-	(1.58)	103.70	0.01	-	5.17	(1.58)	-	(1.58)	-	100%

DELOITTE HASKINS & SELLS LLP * CHARTERED ACCOUNTANTS *

Adani Transmission Limited *

ADANI TRANSMISSION LIMITED

adani
Transmission

Form No. AOC-I
Salient features of the financial statement of subsidiaries as per Companies Act, 2013

PART "A" : Subsidiaries

(₹ in Crores)

1. Reserves & Surplus includes Other Comprehensive Income

2. Date of Acquisition by the company:
   - MP Power Transmission Package-II Limited - 01st November, 2021
   - MPSEZ Utilities Limited (formerly known as MPSEZ Utilities Private Limited) - 15th December, 2021
   - Karur Transmission Limited - 18th January, 2022
   - Khavda-Bhuj Transmission Limited - 18th January, 2022

3. Adani Transmission (Rajasthan) Limited has entered into a contract (Transmission Service Agreement) with Rajasthan Rajya Vidyut Prasaran Nigam Limited (RRVPNL) providing for the issue and allotment of one non-transferable equity share of the Company (the "Golden Share") in favor of the RRVPNL.

4. Adani Transmission Bikaner Sikar Private Limited has entered into a contract (Transmission Service Agreement) with Rajasthan Rajya Vidyut Prasaran Nigam Limited (RRVPNL) providing for the issue and allotment of one non-transferable equity share of the Company (the "Golden Share") in favor of the RRVPNL.

5. During the year 2020-21, Adani Transmission Limited acquired 49% of paid-up equity capital of Alipurduar Transmission Limited (ALTL) with effect from 26th November, 2020 from Kalpataru Power Transmission Limited ("the Selling Shareholder") pursuant to Share Purchase Agreement ("SPA") date 5 July, 2020. Adani Transmission Limited has finalised purchase consideration for acquisition of entire stake in ALTL and has entered into a binding agreement with the Selling Shareholder to acquire remaining 51% paid-up equity capital of ALTL from the Selling Shareholder. Considering the rights available to the Group under the SPA, the Group has concluded that it controls ALTL, accordingly the Group has consolidated ALTL for the year ended 31 March, 2022.

6. In respect of MP Power Transmission Package-II Limited, MPSEZ Utilities Limited (formerly known as MPSEZ Utilities private Limited), Karur Transmission Limited and Khavda Bhuj Transmission Limited, the statement of salient features of subsidiaries contains amount in respect of Turnover, Profit/(Loss) before Taxation, Provision for Taxation, Profit/(Loss) after Taxation and Proposed Dividend for the full financial year whereas in consolidated statement of profit and loss contains amount pertaining to the period after acquisition of control in these subsidiary companies

7. Name of the Subsidiaries which are yet to commence operations

Sr. No.	Name of the Subsidiary
1	OBRA-C Badaun Transmission Limited*
2	North Karanpura Transco Limited*
3	WRSS XXI (A) Transco Limited
4	Lakadia Banaskantha Transco Limited
5	Jam Khambhaliya Transco Limited
6	Warora Kurnool Transmission Limited*
7	AEML Infrastructure Limited
8	Adani Electricity Mumbai Infra Limited
9	Karur Transmission Limited
10	Khavda Bhuj Transmission Limited
11	Kharghar Vikhroli Transmission Limited (formerly known as Kharghar Vikhroli Transmission Private Limited) (KVTL)
12	MP Power Transmission Package-II Limited

* Part Capacity Commissioned

Note: There are no associate companies or joint ventures companies within the meaning of Section 2(6) of the Companies Act, 2013. Hence, Part B relating to the same is not applicable.

For and on behalf of the Board
ADANI TRANSMISSION LIMITED

GAUTAM S. ADANI
Chairman
DIN: 00006273

RAJESH S. ADANI
Director
DIN: 00006322

ANIL SARDANA
Managing Director and
Chief Executive Officer
DIN: 00006867

ROHIT SONI
Chief Financial Offic

JALADHI SHUKLA
Company Secretary

Date : 05th May, 2022

Adani Transmission Limited

DELOITTE HASKINS & SELLS LLP * CHARTERED ACCOUNTANTS *

ANNEXURE-10A

MVK ASSOCIATES
CHARTERED ACCOUNTANTS

800, Sangita Ellipse, Sahakar Road,
Vile Parle (East), Mumbai - 400 057
Tel.: 022-4048 2500 • Fax : 022-4048 2525
E-mail : admin@mvkassociates.com
Website : www.mvkassociates.com

Independent Auditor's Report

To

The Members of AEML Infrastructure Limited

Report on the audit of Indian Accounting Standards (Ind AS) financial statements

Opinion

We have audited the Standalone Ind AS financial statements of **AEML Infrastructure Limited** ("the Company"), which comprise the balance sheet as at March 31, 2020, and the Statement of Profit and Loss and statement of changes in equity and statement of cash flows for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its loss for the year ended, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the companies Act, 2013 and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit report matters to communicate in our report for the year ended 31st March, 2020.

Management's responsibility for the financial statements

The Company's Board of Directors are responsible for the matters stated in section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **"Annexure A"**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c. The Balance Sheet, the Statement of Profit and Loss, and the cash flow statement dealt with by this report are in agreement with the books of account;

d. In our opinion, the aforesaid Ind AS financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;

e. On the basis of the written representations received from the directors as on 31^{st} March 2020 taken on record by the board of directors, none of the directors is disqualified as on 31^{st} March 2020 from being appointed as a director in terms of Section 164 (2) of the Act;

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **"Annexure B"**.

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

    i. The Company does not have any pending litigations which would impact its financial position;

    ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

    iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For MVK Associates
Chartered Accountants
Firm Registration No. 120222W

CA. R. P. Ladha
Partner
Membership No. 048195
UDIN: 20048195AAAABK1354

Place: Mumbai
Date: 07/05/2020

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1 of the Independent Auditor's Report of even date to the member of **AEML Infrastructure Limited** on the Ind AS financial statements as at and for the year ended March 31,2020)

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that: -

i. The company does not have any Fixed asset as on 31st March,2020 or at any point of time during the year. Hence, the provisions of Clause 3(i) of the order are not applicable to the company

ii. The company does not have any inventory as on 31st March 2020 or during the year. Hence, the provisions of Clause 3(ii) of the Order are not applicable to the Company.

iii. The Company has not granted any loans or advances in the nature of loans to parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence, the question of reporting whether the terms and conditions are prejudicial to the interest of the Company, whether reasonable steps for recovery of over dues of such loans are taken, does not arise.

iv. In our opinion and according to the information and explanations given to us, company has complied with the provision of section 185 and 186 of the Companies Act, 2013 In respect of loans, guarantee and security.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.

vi. According to the information and explanations given to us the Central Government has not prescribed maintenance of cost records under section 148(1) of Companies Act, 2013.

vii.

a. According to the information and explanations given to us and based on the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including Provident Fund, 'Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Goods and Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities.

b. According to the information and explanations given to us and based on the records of the Company examined by us, there are no dues of Income Tax, Wealth Tax, Goods and Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.

viii. According to the records of the Company, the Company has not borrowed from financial institutions or banks or Government or has not issued any debentures till March 31, 2020. Accordingly, provisions of Clause 3(viii) of the Order are not applicable to the Company.

ix. According to the information and explanations given to us and the records of the Company examined by us, the Company has not raised any money by way of initial public offer or further public offer and term loans during the year. Accordingly, provisions of Clause 3(ix) of the Order are not applicable to the Company.

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

xi. As the company has not paid any Managerial remuneration during the year, the provisions of Clause 3(xi) of the order are not applicable to the Company.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of Clause 3(xii) of the Order are not applicable.

xiii. In our opinion and as per information and explanations provided to us by management all the transactions with the related parties are in compliance with the provisions of sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.

xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, provisions of Clause 3(xiv) of the Order are not applicable to the company.

xv. According to the records of the Company examined by us and the information and explanations given to us, the company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For MVK Associates
Chartered Accountants
Firm Registration No. 120222W

CA. R. P. Ladha
Partner
Membership No. 048195
UDIN: 20048195AAAABK1354

Place: Mumbai
Date: 07/05/2020

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on other legal and regulatory requirements' section of our report of even date)

Report on the internal financial controls over financial reporting under clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **AEML Infrastructure Limited** ("the Company") as at March 31, 2020, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For MVK Associates
Chartered Accountants
Firm Registration No. 120222W

CA. R. P. Ladha
Partner
Membership No. 048195
UDIN: 20048195AAAABK1354

Place: Mumbai
Date: 07/05/2020

AEML INFRASTRUCTURE LIMITED

CIN No : U40106GJ2018PLC105571

Reg. Off. : "Adani House", 56, Shrimali Society, Near Mithakhali Six Road, Navrangpura, Ahmedabad, Gujarat 380006

Statement of Audited Financial Results for the quarter / year ended 31 March 2020

Sr.No.	Particulars	For Quarter ended			For the Year ended	
		31-Mar-20	31-Dec-19	31-Mar-19	31-Mar-20	31-Mar-19
		Audited	Unaudited	Audited	Audited	Audited
1	**INCOME**					
	Revenue from operations	-	-	-	-	-
	Other income	-	-	-	-	-
	Total Income	**-**	**-**	**-**	**-**	**-**
2	**Expenses**					
	Cost of Power Purchased	-	-	-	-	-
	Cost of Fuel	-	-	-	-	-
	Transmission Charges	-	-	-	-	-
	Purchases of traded goods	-	-	-	-	-
	Employee Benefits Expense	-	-	-	-	-
	Finance Costs(Net)	-	-	-	-	-
	Depreciation and Amortization expense	-	-	-	-	-
	Other Expenses	23,502	14,751	61,249	40,370	61,249
	Total Expenses	**23,502**	**14,751**	**61,249**	**40,370**	**61,249**
3	**Profit Before Rate Regulated Activities, Exceptional Items And Tax (1-2)**	**(23,502)**	**(14,751)**	**(61,249)**	**(40,370)**	**(61,249)**
4	Exceptional Items	-	-			
5	**Profit Before Tax (3-4)**	**(23,502)**	**(14,751)**	**(61,249)**	**(40,370)**	**(61,249)**
6	**Tax Expenses**					
	-Current Tax	-	-	-	-	-
	-Deferred Tax Expense / (Credit) - (Net)	-	-	-	-	-
7	**Net Profit (5-6)**	**(23,502)**	**(14,751)**	**(61,249)**	**(40,370)**	**(61,249)**
8	**Other Comprehensive Income / (Expenses)**					
	A (i) Items that will not be reclassified to Profit or Loss	-	-	-	-	-
	(ii) Income Tax relating to items that will not be reclassified to Profit or Loss	-	-	-	-	-
	B. (i) Items that will be reclassified to Profit or Loss	-	-	-	-	-
	(ii) Income Tax relating to items that will be reclassified to Profit or Loss	-	-	-	-	-
	Other Comprehensive Income / (Expenses)	**-**	**-**	**-**	-	**-**
9	**Total Other Comprehensive Income for the period / Year (7+8)**	**(23,502)**	**(14,751)**	**(61,249)**	**(40,370)**	**(61,249)**
10	Paid-up Equity Share Capital (Face Value Rs.10 each.)	100,000	100,000	100,000	100,000	100,000
11	Other Equity (excluding Revaluation Reserve)					(61,249)
12	Basic and Diluted Earnings Per Share (not annualised) - (Excluding Regulatory Income / (Expense) (Net) - Rs.	(2.35)	(1.48)	(26.93)	(4.04)	(26.93)
13	Basic and Diluted Earnings Per Share (not annualised) - (Including Regulatory Income / (Expense) (Net) - Rs.	(2.35)	(1.48)	(26.93)	(4.04)	(26.93)

Notes:

1. The above results are taken on record and approved by the Board of Directors of the Company at their meeting held on 7 May,2020.
2. The previous period's result have been regrouped, rearranged or reclassified, wherever considered necessary, to confirm with the current period's presentation or disclosure.
3. Finance Costs is net of interest income on temporarily parked funds.
4. Deferred Tax asset has not been recognised on the basis of prudence concept during the year.
5. The Company's financial results for the quarter ended March 31, 2020 are in accordance with Ind-AS notified by MCA under the Companies (Indian Accounting Standards) Rules, 2016.All Ind-AS compliant comparative figures of corresponding quarter ended December 31,2019 are unaudited while the quarter ended as well as year ended March 31, 2019 have been audited / reviewed by the statutory auditor. However, the Management has exercised due diligence to ensure that the financial results provide true and fair view of the Company's affairs.

For and on behalf of the Board of
AEML INFRASTRUCTURE LIMITED

KPatel

Kandarp Patel	**Rakesh Tiwary**
Director	Director
DIN.: 06895533	DIN.: 02947643

Place : Ahmedabad
Date : May 07,2020

AEML INFRASTRUCTURE LIMITED *

AEML INFRASTRUCTURE LIMITED
Balance sheet

Amount in Rs.

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
ASSETS			
Non Current assets			
Capital Work-In-Progress	2	**59,341,818**	**-**
Financial Assets			
(i) Other Financial Assets	3	**20,000**	**20,000**
Deferred Tax Assets(Net)		**-**	**-**
Income Tax Assets (net)	4	**226,096**	**-**
Total Current Assets		**59,587,914**	**20,000**
Current assets			
Financial Assets			
(i) Cash and Cash Equivalents	5	**33,713,714**	**36,537**
(ii) Loans	6	**115,000,000**	**-**
(ii) Other Financial Assets	7	**1,984,931**	**-**
Total Current Assets		**150,698,645**	**36,537**
Total Assets		**210,286,559**	**56,537**
EQUITY AND LIABILITIES			
Equity			
(i) Equity Share Capital	8	**100,000**	**100,000**
(ii) Other Equity	9	**(101,619)**	**(61,249)**
Total Equity		**(1,619)**	**38,751**
Liabilities			
Current liabilities			
Financial Liabilities			
(i)Borrowings	10	**169,700,000**	**-**
(ii)Trade Payables	11		
-Due to Micro Small and Medium Enterprises		**15,000**	
-Due to others		**5,986**	**17,786**
Other Current Liabilities	12	**40,567,192**	-
Total Current Liabilities		**210,288,178**	**17,786**
Total Equity and Liabilities		**210,286,559**	**56,537**

See accompanying notes forming part of the financial statements

As per our Report of even date
For MVK Associates
Chartered Accountants
Firm Registration No. :120222W

C.A. R.P.Ladha
Partner
Membership No.: 048195

Place : Mumbai
Date : May 07,2020

For and on behalf of the Board
AEML INFRASTRUCTURE LIMITED

Kandarp Patel
Director
DIN.: 02947643

Rakesh Tiwary
Director
DIN.: 06895533

Place : Ahmedabad
Date : May 07,2020

AEML INFRASTRUCTURE LIMITED
Statement of Profit and Loss

Amount in Rs.

Particulars	Note No.	For the year ended March 31, 2020	For the year ended March 31, 2019
Revenue		-	-
I. Revenue from operations			
II. Other Income		-	-
III. Total Income (I + II)		-	-
IV. Expenses			
V. Finance Expenses(Net)		-	-
VI.Other expenses	13	40,370	61,249
VII. Total Expenses (V + VI)		40,370	61,249
VIII. Profit / (Loss) before tax (III-VII)		(40,370)	(61,249)
IX. Tax Expenses			
Current Tax		-	-
Deferred Tax		-	-
Income Tax Earlier Years		-	-
Total		-	-
X. Profit / (Loss) after tax(V-VI)		(40,370)	(61,249)
XI. Other comprehensive income		-	-
i. Items that will not be reclassified to profit or loss			
a. Remeasurement defined benefit liability (Asset)			
b. Income Tax related to above			
XII. Total comprehensive income / (loss)		(40,370)	(61,249)
Earnings per share - Basic and Diluted	14	(4.04)	(26.93)

See accompanying notes forming part of the financial statements

As per our Report of even date
For MVK Associates
Chartered Accountants
Firm Registration No. :120222W

C.A. R.P.Ladha
Partner
Membership No.: 048195

Place : Mumbai
Date : May 07,2020

For and on behalf of the Board
AEML INFRASTRUCTURE LIMITED

Kandarp Patel
Director
DIN.: 02947643

Rakesh Tiwary
Director
DIN.: 06895533

Place : Ahmedabad
Date : May 07,2020

AEML INFRASTRUCTURE LIMITED

AEML INFRASTRUCTURE LIMITED
Statement of Changes in Equity for the period ended 31 March, 2020

i) Equity Share Capital — **Amount in Rs.**

Particulars	Balance at the beginning of the year	Changes in equity share capital during the year	Balance at the end of the year
As at March 31, 2020	100,000	-	100,000

ii) Other Equity — **Amount in Rs.**

Particulars	Retained Earnings	Total
Balance at April 01, 2019	(61,249)	(61,249)
Profit / (Loss) for the year	(40,370)	(40,370)
Debenture Redemption Reserve		-
Other comprehensive income for the year		-
Total comprehensive income for the year	**(101,619)**	**(101,619)**
		-
Transaction with owners in their capacity as owners :		-
Converted into Sub-ordinated debt	-	-
Dividend Paid	-	-
Balance at March 31, 2020	**(101,619)**	**(101,619)**
		-

See accompanying notes forming part of the financial statements

As per our Report of even date
For MVK Associates
Chartered Accountants
Firm Registration No. :120222W

C.A. R.P.Ladha
Partner
Membership No.: 048195

Place : Mumbai
Date : May 07,2020

For and on behalf of the Board
AEML INFRASTRUCTURE LIMITED

Kandarp Patel
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DIN.: 02947643

Rakesh Tiwary
Director
DIN.: 06895533

Place : Ahmedabad
Date : May 07,2020

AEML INFRASTRUCTURE LIMITED *

AEML INFRASTRUCTURE LIMITED
Statement of Cash flows

Particulars	For the year ended 31 March,2020	For the year ended 31 March,2019
A. Cash flow from operating activities		
Profit/(Loss) before tax	(40,370)	(61,249)
Add: Interest Expenses	-	-
Operating Profit before working capital changes	(40,370)	(61,249)
Adjustments for working capital changes:		
(Increase)/Decrease in Other Financial assets	(1,984,931)	(20,000)
Increase/(Decrease) in Financial Liabilities and Other Liabilities	40,570,392	17,786
Cash generated from operations	38,545,091	(63,463)
Direct taxes received / (paid)	(226,096)	-
Net Cash generated from / (used in) Operating activities (A)	38,318,995	(63,463)
B. Cash Flow from Investing activities		
Capital expenditure on PPE	(59,341,818)	
Loans (given) / repaid	(115,000,000)	-
Net Cash generated from / (used in) Investing activities (B)	(174,341,818)	-
C. Cash Flow from Financing Activities		
Proceeds from Borrowings	169,700,000	-
Proceeds from issue of equity share	-	100,000
Interest & Other Borrowing Cost	-	-
Net Cash generated from / (used in) Financing activities (C)	169,700,000	100,000
Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	33,677,177	36,537
Cash and Cash Equivalents at the beginning of the year	36,537	-
Cash and Cash Equivalents at the end of the year	33,713,714	36,537
Components of Cash and Cash Equivalents:		
Balances with banks in current accounts (Refer Note 5)	33,713,714	36,537
	33,713,714	36,537

The above statement of Cash flow should be read in conjunciton with the accompanying notes (1 to 22)

See accompanying notes forming part of the financial statements

As per our Report of even date
For MVK Associates
Chartered Accountants
Firm Registration No. :120222W

C.A. R.P.Ladha
Partner
Membership No.: 048195

Place : Mumbai
Date : May 07,2020

For and on behalf of the Board
AEML INFRASTRUCTURE LIMITED

Kandarp Patel
Director
DIN.: 02947643

Rakesh Tiwary
Director
DIN.: 06895533

Place : Ahmedabad
Date : May 07,2020

AEML INFRASTRUCTURE LIMITED *

AEML INFRASTRUCTURE LIMITED

Notes annexed to and forming part of the Financial Statements for the year ended March 31, 2020

Background of the Company

The Company is incorporated on December 12, 2018 with the object to carry on business as Engineering, Construction and Procurement Contractors, general mechanical, electrical, electronics, instrumentation, and civil contractors for power plant including thermal power plant, hydro power plant, nuclear power plant, wind power plant, solar power plant, gas based power plant, renewable energy power plant, sinter plant, wet and dry cooling systems specialists and to enter into contracts and joint ventures in relation to and to carry on in India or abroad the business of establishing, commissioning, setting up, operating and maintaining electric power transmission systems/ networks, power systems, generating stations based on conventional/ nonconventional resources for evacuation, transmission, distribution or supply of power through establishing or using stations, tie-lines, sub-stations and transmission or distribution lines in any manner and extension of utility services of every description, including infrastructure services relating thereto.

The Financial statements of the Company for the year ended March 31, 2020 have been approved by the Board of Directors at their meeting held on 7 May, 2020

1 Significant accounting policies and Notes to financial statements

a Basis of preparation of financial statements:

(i) Compliance with Indian Accounting Standards

The Financial statements of the Company comply in all material aspects with Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with relevant rules and other accounting principles. The policies set out below have been consistently applied during the period presented.

Financial statements have been prepared in accordance with the requirements of the information and disclosure mandated by Schedule III of the Act, applicable Ind AS, other applicable pronouncements and regulation.

(ii) Basis of Measurement

The Financial Statement have been prepared on the historical cost basis except for certain financial assets and liabilities that are measured at amortised cost at the end of each reporting period.

b Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

i Expected to be realised or intended to be sold or consumed in normal operating cycle

ii Held primarily for the purpose of trading

iii Expected to be realised within twelve months after the reporting period, or

iv Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

i It is expected to be settled in normal operating cycle

ii It is held primarily for the purpose of trading

iii It is due to be settled within twelve months after the reporting period, or

iv There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The company has identified twelve months as its operating cycle.

c Use of Estimate:

The preparation of the financial statements in confirmity with Ind AS requires the Management to make estimates, judgements and assumptions. The estimates, judgements and assumptions affect the application of accounting policies and reported amounts of assests and liabilities, the disclosures of contingent assets and liabilities, at the date of financial statements and reported amounts of revenues and expenses during the period. Appropriate hanges in estimates are made as the management becomes aware of the changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

AEML INFRASTRUCTURE LIMITED *

AEML INFRASTRUCTURE LIMITED

Notes annexed to and forming part of the Financial Statements for the year ended March 31, 2020

d Income Tax

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to a business combinaiton, or items recognised directly in equity or in other comprehensive income.

Current Tax

Current Tax comprises of the expected tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of the previous years. It is measured using tax rates enacted at the reporting date.

Current tax assets and liabilities are offset only if the Company:
* has a legal enforceable right to set off the recognised amounts ; and
* intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deductible temporary differences to the extent that is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax assets and liabilities are offset only if the Company:
* has a legal enforceable right to set off current tax assets against current tax liabilities; and
*deferred tax assets and liabilities relate to the income atxwes levied by same taxation authority

e Financial Instruments:

a) Financial Assets

I] Classification

The Company shall classify financial assets measured at amortised cost at fare value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL) on the basis of business model for managing the financial assets and contractual cashflow characterstics of the financial assets.

II] Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of financial assets.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised costs.

III] Impairment of Financial Assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

f Financial Liabilities

I] Classification

The Company classifies all financial liabilities at amortised cost, except for financial liabilities at fair value through statement of profit or loss.

II] Initial recognition and measurement

All financial liabilities are recognised at fair value. The Company financial liabilities includes Trade and other Payables.

g Borrowing cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are are recognised as an expenses in the year in which they are incurred. Brokerage costs directly attributable to a borrowing are expensed over the tenure of the borrowing.

AEML INFRASTRUCTURE LIMITED *

Notes annexed to and forming part of the Financial Statements for the year ended March 31, 2020

h Measurement of fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
Level 3 -Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

i Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rates.

Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are not receognised but disclosed in the fianncial statements when economic inflow is probable.

j Cash and cash equivalents

Cash & cash equivalents comprises cash on hand, cash at bank and short term deposit with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. Cash & cash equivalents include balance with banks which are unrestricted for withdrawal and usuage.
For the purpose of the statment of cash flows, cash & cash equivalents consists of cash at banks and short term deposits as defined above, as they are considered an intergral part of the Company's cash management.

k Cash flow Statement:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

l Revenue Recognition Policy:

All the items of Income and expenses are recognized on accrual basis of accounting.

m Earnings per Share

Basic earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders by the weighted-average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted-average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

2 Capital Work-In-Progress

Particulars	As at March 31, 2020	As at March 31, 2019
Capital Work-In-Progress	59,341,818	-
Total	**59,341,818**	**-**

AEML INFRASTRUCTURE LIMITED

AEML INFRASTRUCTURE LIMITED

Notes annexed to and forming part of the Financial Statements for the year ended March 31, 2020

3 Other Financial Assets (At amortized cost)

Particulars	As at March 31, 2020	As at March 31, 2019
Balances with Government authorities		
- GST	-	-
Security Deposits	20,000	20,000
(Unsecured, Considered Good)		
Doubtful	-	-
	20,000	20,000
Less : Provison for Doubtful Debts	-	-
Total	20,000	20,000

4 Income Tax Assets (net)

Particulars	As at March 31, 2020	As at March 31, 2019
TDS On Interest Received - ICDs	220,548	-
TDS on Interest Receveid -Others	5,548	-
Total	226,096	-

5 Cash and Cash Equivalants

Particulars	As at March 31, 2020	As at March 31, 2019
Balances with banks		
- In current accounts	206,372	36,537
- Fixed Deposits	33,507,342	-
Cash On Hand	-	-
Cheques / Drafts On Hand	-	-
Total	33,713,714	36,537

6 Current Assets - Loans - At Amortised Cost

Particulars	As at March 31, 2020	As at March 31, 2019
Inter Corporate Deposit given (Unsecured, considered good)	115,000,000	-
Total	115,000,000	-

7 Other Financial Assets

Particulars	As at March 31, 2020	As at March 31, 2019
Interest Accrued On Investment-Not Due	1,984,931	-
Total	1,984,931	-

8 Equity Share Capital

Particulars	As at March 31, 2020	As at March 31, 2019
Authorised		
10,000 (10,000) Equity Shares of Rs. 10 each	100,000	100,000
Issued, Subscribed and Paid up		
10,000 (10000) Equity Shares of Rs. 10 each fully paid up	100,000	100,000
	100,000	100,000
All the above Shares are held by Adani Transmission Limited, the Holding Company and It's nominee.		

AEML INFRASTRUCTURE LIMITED *

AEML INFRASTRUCTURE LIMITED

Notes annexed to and forming part of the Financial Statements for the year ended March 31, 2020

a. The Company has only one class of shares referred to as equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining asset of the company, after distribution of all preferential amounts. However, no such pereferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

b. Reconciliation of the shares outstanding at the beginning and at the end of the year

Equity Shares	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amt in Rs	No. of Shares	Amt in Rs
At the beginning of the	10,000	100,000	-	
Issued during the year	-	-	10,000	100,000
Outstanding at the end of the year	10,000	100,000	10,000	100,000

c. Shares held by Holding Company

	As at March 31, 2020		As at March 31, 2019	
Particulars	No. of Shares	% of holding	No. of Shares	% of holdi
Adani Transmission Limited and its nominees	10,000	100	10,000	100

d. Details of shareholders holding more than 5% shares in the Company

	As at March 31, 2020		As at March 31, 2019	
Particulars	No. of Shares	% of holding	No. of Shares	% of holdi
Adani Transmission Limited and its nominees	10,000	100	10,000	100

9 Other Equity

Particulars	As at March 31, 2020	As at March 31, 2019
Retained earnings		
Balance as per last financial statement	(61,249)	-
Profit/(Loss) for the year	(40,370)	(61,249)
Total surplus/(deficit)	(101,619)	(61,249)

10 Borrowings

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured loans		
Inter Corporate Deposit from Parent Company	169,700,000	-
Total	169,700,000	-

The rate of interest on Unsecured loans from Parent Company was 11.00%.

11 Trade Payables

Particulars	As at March 31, 2020	As at March 31, 2019
Due to MSME	15,000	
Due to others	5,986	17,786
Total	20,986	17,786

The information as requried to be disclosed under Micro and Small Enterprises, to whom the Company owes dues (including interest on outstanding dues), which are outstanding as at the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

AEML INFRASTRUCTURE LIMITED *

AEML INFRASTRUCTURE LIMITED

Notes annexed to and forming part of the Financial Statements for the year ended March 31, 2020

12 Other Current Liabilities

Particulars	As at March 31, 2020	As at March 31, 2019
Statutory dues payable	158,542	-
Interest Payable - Accrued But Not Due	6,260,650	-
Advances	34,148,000	-
Total	40,567,192	-

13 Other Expenses

Particulars	For the period ended March 31, 2020	For the period ended March 31, 2019
Audit fees	15,000	11,800
Filing Fees	-	-
Preliminary expenes w/off	-	5,986
Other Misc Exp	4,370	5,113
Profession Tax	-	-
Professional Charges	21,000	38,350
Total	40,370	61,249

14 Earnings per Share:

Particulras	For the period ended March 31, 2020	For the period ended March 31, 2019
Net Loss as per Statement of Profit and Loss	(40,370)	(61,249)
Weighted Average Number of Equity Shares	10 000	2 274
Nominal value per Share (Rs.)	10	10
Earning per share-Basic / Diluted (Rs.)	(4.04)	(26.93)

15 Related Party Disclosures:

As per the Ind AS 24, disclosure of transactions with related parties, are given below:

Name of related parties & description of relationship

(A) Ultimate Holding Entity	S. B. Adani Family Trust (SBAFT)
(B) Holding Company	Adani Transmission Limited
(C) Key Management Personnel:	Mr. Kandarp Patel, Director Mr. Rakesh Tiwary, Director Mr. Manoj Sharma, Director
(D) Fellow Subsidaries	Adani Eletricity Mumbai Limited Adani Infra Mumbai Limited

Details of transactions during the period and closing balance :-

Nature of Transaction	Name of Related Party	For the year ended 31st March, 2020
Inter Corporate Deposit (ICD) Received	Adani Transmission Limited	1,169,700,000
Inter Corporate Deposit (ICD) Paid	Adani Transmission Limited	1,000,000,000
Interest Paid on ICD	Adani Transmission Limited	6,956,279
Advance Received	Adani Eletricity Mumbai Limited	34,148,000
Advance Given	Adani Infra Mumbai Limited	1,000,000,000
Advance Given - Received Back	Adani Infra Mumbai Limited	1,000,000,000

Closing Balance	Name of Related Party	For the year ended 31st March, 2020
ICD payable	Adani Transmission Limited	169,700,000
Interest accrued but not due on ICD	Adani Transmission Limited	6,260,650
Advance Received	Adani Eletricity Mumbai Limited	34,148,000

AEML INFRASTRUCTURE LIMITED

Notes annexed to and forming part of the Financial Statements for the year ended March 31, 2020

16 Financial instruments – Fair values and risk management

(i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company does not have any significant exposure to credit risk.

(ii) Market risk

Market risk is the risk that changes in market prices,such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The Company is not exposed to any significant currency risk and equity price risk.

(iii) Financial Instruments and Cash Deposits

Credit risk from balances with banks is managed by the Company's treasury department in accordance with the Company's policy. Credit limits of all authorities are reviewed by management on regular basis.

(iv) Liquidity risk:

The Company's liquidity management policy involves projecting cash flows in major correncies and considering the level of liquid assets necessary to meet threse, monitoring balance sheet liquidity ratios against internal and external reqgulatory requirements and maintaining debts financing plans.

(v) Maturity of Financial Liabilities

The table below analyses the Company's non-derivative financial liabilities and relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date.The amounts disclosed in the table are the contractual undiscounted cash flows.

Particulars	Less than 6 moths	6 months to 1 year	More than 1 year	Total
As at March 31,2020				
Borrowings	**169,700,000**	**-**	**-**	**169,700,000**
Trade payables	**20,986**	**-**	**-**	**20,986**
Total	**169,720,986**	**-**	**-**	**169,720,986**

17 Financial instruments – Fair values and risk management

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments is as follows.

Fixed-rate instruments	March 31, 2020
Borrowings	169,700,000.00
	169,700,000.00

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss, and the Company does not have any designate derivatives (interest rate swaps).

Therefore, a change in interest rates at the reporting date would not affect profit or loss.

18 Capital Commitments :

Estimated amount of contracts remaining to be executed on capital account and not provided for Rs 16.00 Crores

19 Capital Risk Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. It sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.

The funding requirements are met through a mixture of equity, convertible debt securities, and other borrowings. The Company's policy is to use short-term and long-term borrowings to meet anticipated funding requirements.

AEML INFRASTRUCTURE LIMITED *

AEML INFRASTRUCTURE LIMITED

Notes annexed to and forming part of the Financial Statements for the year ended March 31, 2020

The Company's adjusted net debt to equity ratio at March 31, 2020 was as follows.

Particulars	As at March 31, 2020	As at March 31, 2019
Total Borrowings	169,700,000	-
Less : Cash and cash equivalent	33,713,714	36,537
Adjusted net debt	135,986,286	(36,537)
Adjusted equity	(1,619)	38,751
Adjusted net debt to adjusted equity ratio	(83,994.00)	(0.94)

20 Fair value measurements

Financial Instruments by category

(a) Signficance of financial instruments

Particulars	March 31, 2020	March 31, 2019
Financial assets		
At amortised Cost		
Cash and Cash equivalent	33,713,714	36,537
Other Financial Assets	2,004,931	20,000
Total financial assets	35,718,645	56,537
Financial liabilities		
At amortised Cost		
Borrowings	169,700,000	-
Trade Payables	20,986	17,786
Total financial liabilities	169,720,986	17,786

Fair Value of Fixed Asset & Liabilities measured at amortised Cost

The carrying amount of Trade Payable, other current receivable and payables, and Cash and Cash Equivalent are considered to have their fair value approximately equal to their carrying values.

b. Fair value Hierarchy

Accounting classification and Fair Values

The Following table shows the carrying amounts and fair valiues of financial assets and financial liabilities including their levels in the fair value hierarchy. It does not include fair value inforamtion for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

For the year ended 31 March, 2020

Particulars	Carrying amount	Fair value			
	Amotised Cost	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets					
Cash and cash equivalents	33,713,714	-	-	33,713,714	33,713,714
Other Financial Assets	2,004,931	-	-	2,004,931	2,004,931
Financial liabilities					
Borrowings	169,700,000	-	-	169,700,000	169,700,000
Trade Payables	20,986	-	-	20,986	20,986

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.This includes mutual funds that have quoted price.The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for borrowings, debentures, Retention money payable, Deposits included in level 3.

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

• the use of quoted market prices or dealer quotes for similar instruments
• the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

AEML INFRASTRUCTURE LIMITED *

AEML INFRASTRUCTURE LIMITED

Notes annexed to and forming part of the Financial Statements for the year ended March 31, 2020

21 The Company's net worth is fully eroded due to losses incurred. The promoters of the Company have assured to infuse funds as may be required for revival of the Company. Accordingly, the accounts have been prepared on a "Going Concern Basis.

22 **Segment wise Revenue, Results and Capital Employed**
The Company has not commenced its commercial operations hence; there are no separate reportable segments as required under Indian Accounting Standard 108 "Operating Segment" as prescribed under Section 133 of the Companies Act, 2013.

As per our attached report of even date

For MVK Associates
Chartered Accountants
Firm Registration No. : 120222W

C.A. R.P.Ladha
Partner
Membership No.: 048195
Place : Mumbai
Date : May 07,2020

For and on behalf of the Board
AEML INFRASTRUCTURE LIMITED

Kandarp Patel
Director
DIN.: 02947643
Place : Ahmedabad
Date : May 07,2020

Rakesh Tiwary
Director
DIN.: 06895533

AEML INFRASTRUCTURE LIMITED

ANNEXURE-10B

MVK ASSOCIATES
CHARTERED ACCOUNTANTS

800, Sangita Ellipse, Sahakar Road,
Vile Parle (East), Mumbai - 400 057
Tel.: 022-4048 2500 • Fax : 022-4048 2525
E-mail : admin@mvkassociates.com
Website : www.mvkassociates.com

Independent Auditor's Report

To

The Members of AEML Infrastructure Limited

Report on the audit of Indian Accounting Standards (Ind AS) financial statements

Opinion

We have audited the Standalone Ind AS financial statements of **AEML Infrastructure Limited** ("the Company"), which comprise the balance sheet as at March 31, 2021, and the Statement of Profit and Loss and statement of changes in equity and statement of cash flows for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its loss for the year ended, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the companies Act, 2013 and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit report matters to communicate in our report for the year ended 31st March,2021.

Management's responsibility for the financial statements

The Company's Board of Directors are responsible for the matters stated in section 134 (5) of the Companies Act,2013("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

M V K ASSOCIATES * MUMBAI * CHARTERED ACCOUNTANTS

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "AnnexureA", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

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a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c. The Balance Sheet, the Statement of Profit and Loss, and the cash flow statement dealt with by this report are in agreement with the books of account;

d. In our opinion, the aforesaid Ind AS financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;

e. On the basis of the written representations received from the directors as on 31st March 2021 taken on record by the board of directors, none of the directors is disqualified as on 31st March 2021 from being appointed as a director in terms of Section 164 (2) of the Act;

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company does not have any pending litigations which would impact its financial position;

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For MVK Associates
Chartered Accountants
Firm Registration No. 120222W

M V K ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

CA. R.P.Ladha
Partner
Membership No. 048195
UDIN :21048195AAAADT7459

Place :Mumbai
Date : 03rd May 2021

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1 of the Independent Auditor's Report of even date to the member ofAEML Infrastructure Limited on the Ind AS financial statements as at and for the year ended March 31,2021)

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that: -

i. The company does not have any Fixed asset as on 31stMarch2021 or at any point of time during the year. Hence, the provisionsof Clause 3(i) of the order are not applicable to the company

ii. The company does not have any inventory as on 31stMarch 2021 or during the year. Hence, the provisions of Clause 3(ii) of the Order are not applicable to the Company.

iii. The Company has not granted any loans or advances in the nature of loans to parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence, the question of reporting whether the terms and conditions are prejudicial to the interest of the Company, whether reasonable steps for recovery of over dues of such loans are taken, does not arise.

iv. In our opinion and according to the information and explanations given to us, company has complied with the provision of section 185 and 186 of the Companies Act, 2013 In respect of loans, guarantee and security.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.

vi. According to the information and explanations given to us the Central Government has not prescribed maintenance of cost records under section 148(1) of Companies Act, 2013.

vii.

a. According to the information and explanations given to us and based on the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including Provident Fund, 'Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Goods and Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities.

M V K ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

b. According to the information and explanations given to us and based on the records of the Company examined by us, there are no dues of Income Tax, Wealth Tax, Goods and Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.

viii. According to the records of the Company, the Company has not borrowed from financial institutions or banks or Government or has not issued any debentures till March 31, 2021. Accordingly, provisions of Clause 3(viii) of the Order are not applicable to the Company.

ix. According to the information and explanations given to us and the records of the Company examined by us, the Company has not raised any money by way of initial public offer or further public offer and term loans during the year. Accordingly, provisions of Clause 3(ix) of the Order are not applicable to the Company.

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

xi. As the company has not paid any Managerial remuneration during the year, the provisions of Clause 3(xi) of the order are not applicable to the Company.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of Clause 3(xii) of the Order are not applicable.

xiii. In our opinion and as per information and explanations provided to us by management all the transactions with the related parties are in compliance with the provisions of sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.

xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, provisions of Clause 3(xiv) of the Order are not applicable to the company.

xv. According to the records of the Company examined by us and the information and explanations given to us, the company has not entered into any non-cash

M V K ASSOCIATES * CHARTERED ACCOUNTANTS * MUMBAI transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For MVK Associates
Chartered Accountants
Firm Registration No. 120222W

CA. R. P. Ladha
Partner
Membership No. 048195
UDIN :21048195AAAADT7459

M V K ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

Place : Mumbai
Date : 03rd May 2021

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on other legal and regulatory requirements' section of our report of even date)

Report on the internal financial controls over financial reporting under clause (i) of sub - section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of AEML Infrastructure Limited ("the Company") as at March 31, 2021, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

M V K ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For MVK Associates
Chartered Accountants
Firm Registration No. 120222W

M V K ASSOCIATES ★ MUMBAI ★ CHARTERED ACCOUNTANTS

CA. R. P. Ladha
Partner
Membership No. 048195
UDIN :21048195AAAADT7459

Place : Mumbai
Date : 03rd May 2021

AEML INFRASTRUCTURE LIMITED

CIN No : U40106GJ2018PLC105571

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Reg. Off : "Adani House", 56, Shrimali Society, Near Mithakhali Six Road, Navrangpura, Ahmedabad, Gujarat 380006

Statement of Audited Financial Results for the quarter / year ended 31 March 2021

Sr.No.	Particulars	For Quarter ended			For the year ended	
		31-Mar-21	31-Dec-20	31-Mar-20	31-Mar-21	31-Mar-20
		Audited	Unaudited	Audited	Audited	Audited
1	INCOME					
	Revenue from operations	-	-	-	-	-
	Other income	14,344	-	-	14,344	-
	Total Income	14,344	-	-	14,344	-
2	Expenses					
	Cost of Power Purchased	-	-	-	-	-
	Cost of Fuel	-	-	-	-	-
	Transmission Charges	-	-	-	-	-
	Purchases of traded goods	-	-	-	-	-
	Employee Benefits Expense	-	-	-	-	-
	Finance Costs(Net)	-	-	-	-	-
	Depreciation and Amortization expense	-	-	-	-	-
	Other Expenses	26,535	24,852	23,502	64,637	40,370
	Total Expenses	26,535	24,852	23,502	64,637	40,370
3	Profit Before Rate Regulated Activities, Exceptional Items And Tax (1-2)	(12,191)	(24,852)	(23,502)	(50,293)	(40,370)
4	Exceptional Items	-	-	-	-	-
5	Profit Before Tax (3-4)	(12,191)	(24,852)	(23,502)	(50,293)	(40,370)
6	Tax Expenses					
	-Current Tax	-	-	-	-	-
	-Deferred Tax Expense / (Credit) - (Net)	-	-	-	-	-
7	Net Profit (5-6)	(12,191)	(24,852)	(23,502)	(50,293)	(40,370)
8	Other Comprehensive Income / (Expenses)					
	A (i) Items that will not be reclassified to Profit or Loss	-	-	-	-	-
	(ii) Income Tax relating to items that will not be reclassified to Profit or Loss	-	-	-	-	-
	B. (i) Items that will be reclassified to Profit or Loss	-	-	-	-	-
	(ii) Income Tax relating to items that will be reclassified to Profit or Loss	-	-	-	-	-
	Other Comprehensive Income / (Expenses)	-	-	-	-	-
9	Total Other Comprehensive Income for the period / Year (7+8)	(12,191)	(24,852)	(23,502)	(50,293)	(40,370)
10	Paid-up Equity Share Capital (Face Value Rs.10 each.)	100,000	100,000	100,000	100,000	100,000
11	Other Equity (excluding Revaluation Reserve)				(151,912)	(101,619)
12	Basic and Diluted Earnings Per Share (not annualised) - (Excluding Regulatory Income / (Expense) (Net) - Rs.	(1.22)	(2.49)	(2.35)	(5.03)	(4.04)
13	Basic and Diluted Earnings Per Share (not annualised) - (Including Regulatory Income / (Expense) (Net) - Rs.	(1.22)	(2.49)	(2.35)	(5.03)	(4.04)

Notes:

1. The above results are taken on record and approved by the Board of Directors of the Company at their meeting held on May 03, 2021.
2. The previous period's result have been regrouped, rearranged or reclassified, wherever considered necessary, to confirm with the current period's presentation or disclosure.
3. Deferred Tax asset has not been recognised on the basis of prudence concept during the year.
4. The Company's financial results for the quarter ended March 31, 2021 are in accordance with Ind-AS notified by MCA under the Companies (Indian Accounting Standards) Rules, 2016.All Ind-AS compliant comparative figures of corresponding quarter ended December 31, 2020 are unaudited while the quarter ended as well as year ended March 31, 2021 have been audited / reviewed by the statutory auditor. However, the Management has exercised due diligence to ensure that the financial results provide true and fair view of the Company's affairs.

For and on behalf of the Board of
AEML INFRASTRUCTURE LIMITED

Kandarp Patel
Director
DIN.: 02947643

Rakesh Tiwary
Director
DIN.: 06895533

Place : Ahmedabad
Date : May 03, 2021

M V K ASSOCIATES
MUMBAI
CHARTERED ACCOUNTANTS

AEML INFRASTRUCTURE LIMITED
Balance sheet

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Amount in Rs.

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
ASSETS			
Non Current assets			
Capital Work-in-Progress	2	66,487,532	59,341,818
Financial Assets			
(i) Other Financial Assets	3	20,000	20,000
Income Tax Assets (net)	4	862,499	226,096
Total Current Assets		67,370,031	59,587,914
Current assets			
Financial Assets			
(i) Cash and Cash Equivalents	5	271,815	33,713,714
(ii) Loans	6	115,000,000	115,000,000
(ii) Other Financial Assets	7	12,622,431	1,984,931
Total Current Assets		127,894,246	150,698,645
Total Assets		195,264,277	210,286,559
EQUITY AND LIABILITIES			
Equity			
(i) Equity Share Capital	8	100,000	100,000
(ii) Other Equity	9	(151,912)	(101,619)
Total Equity		(51,912)	(1,619)
Liabilities			
Non-current Liabilities			
Financial Liabilities			
(i) Borrowings	10	169,700,000	-
(i) Other Non Current Laiabilities	11	24,267,628	-
Total Non Current Liabilities		193,967,628	-
Current liabilities			
Financial Liabilities			
(i)Borrowings	12	-	169,700,000
(ii)Trade Payables	13		
-Due to Micro Small and Medium Enterprises		15,000	15,000
-Due to others		11,377	5,986
Other Current Liabilities	14	1,322,184	40,567,192
Total Current Liabilities		1,348,561	210,288,178
Total Equity and Liabilities		195,264,277	210,286,559

See accompanying notes forming part of the financial statements

As per our Report of even date
For MVK Associates
Chartered Accountants
Firm Registration No. :120222W

C.A. R.P.Ladha
Partner
Membership No.: 048195

Place : Mumbai
Date : May 03, 2021

MVK ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

For and on behalf of the Board
AEML INFRASTRUCTURE LIMITED

Kandarp Patel
Director
DIN.: 02947643

Rakesh Tiwary
Director
DIN.: 06895533

Place : Ahmedabad
Date : May 03, 2021

AEML INFRASTRUCTURE LIMITED
Statement of Profit and Loss

adani

Amount in Rs.

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
Revenue			
I. Revenue from operations		-	-
II. Other Income	15	14,344	-
III. Total Income (I + II)		14,344	-
IV. Expenses			
V. Finance Expenses(Net)		-	-
VI Other expenses	16	64,637	40,370
VII. Total Expenses (V + VI)		64,637	40,370
VIII. Profit / (Loss) before tax (III-VII)		(50,293)	(40,370)
IX. Tax Expenses			
Current Tax		-	-
Deferred Tax		-	-
Income Tax Earlier Years		-	-
Total		-	-
X. Profit / (Loss) after tax(V-VI)		(50,293)	(40,370)
XI. Other comprehensive income		-	-
i. Items that will not be reclassified to profit or loss			
a. Remeasurement defined benefit liability (Asset)			
b. Income Tax related to above			
XII. Total comprehensive income / (loss)		(50,293)	(40,370)
Earnings per share - Basic and Diluted	17	(5.03)	(4.04)

See accompanying notes forming part of the financial statements

As per our Report of even date
For MVK Associates
Chartered Accountants
Firm Registration No. :120222W

C.A. R.P.Ladha
Partner
Membership No.: 048195

Place : Mumbai
Date : May 03, 2021

M V K ASSOCIATES
MUMBAI
CHARTERED ACCOUNTANTS

For and on behalf of the Board
AEML INFRASTRUCTURE LIMITED

Kandarp Patel
Director
DIN.: 02947643

Rakesh Tiwary
Director
DIN.: 06895533

Place : Ahmedabad
Date : May 03, 2021

AEML INFRASTRUCTURE LIMITED
Statement of Changes in Equity for the year ended 31 March, 2021

adani

i) Equity Share Capital

Amount in Rs.

Particulars	Balance at the beginning of the year	Changes in equity share capital during the year	Balance at the end of the year
Equity Share Capital	100,000	-	100,000

ii) Other Equity

Amount in Rs.

Particulars	Retained Earnings	Total
Balance at April 01, 2020	(101,619)	(101,619)
Profit / (Loss) for the year	(50,293)	(50,293)
Balance at March 31, 2021	(151,912)	(151,912)

See accompanying notes forming part of the financial statements

As per our Report of even date
For MVK Associates
Chartered Accountants
Firm Registration No. :120222W

C.A. R.P.Ladha
Partner
Membership No.: 048195

Place : Mumbai
Date : May 03, 2021

M V K ASSOCIATES * MUMBAI * CHARTERED ACCOUNTANTS

For and on behalf of the Board
AEML INFRASTRUCTURE LIMITED

Kandarp Patel
Director
DIN.: 02947643

Rakesh Tiwary
Director
DIN.: 06895533

Place : Ahmedabad
Date : May 03, 2021

AEML INFRASTRUCTURE LIMITED
Statement of Cash flows

adani

Amount in Rs.

Particulars	For the year ended 31 March,2021	For the year ended 31 March,2020
A. Cash flow from operating activities		
Profit/(Loss) before tax	(50,293)	(40,370)
Add: Interest Expenses	-	-
Operating Profit before working capital changes	(50,293)	(40,370)
Adjustments for working capital changes:		
(Increase)/Decrease in Other Financial assets	-	-
Increase/(Decrease) in Financial Liabilities and Other Liabilities	5,391	-
Cash generated from operations	(44,902)	(40,370)
Direct taxes received / (paid)	(636,403)	(226,096)
Net Cash generated from / (used in) Operating activities (A)	(681,305)	(266,466)
B. Cash Flow from Investing activities		
Capital expenditure on Project under construction	(32,760,594)	(20,756,357)
Loans (given) / repaid	-	(115,000,000)
Net Cash generated from / (used in) Investing activities (B)	(32,760,594)	(135,756,357)
C. Cash Flow from Financing Activities		
Proceeds from Borrowings	-	169,700,000
Proceeds from issue of equity share	-	-
Interest & Other Borrowing Cost	-	-
Net Cash generated from / (used in) Financing activities (C)	-	169,700,000
Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	(33,441,899)	33,677,177
Cash and Cash Equivalents at the beginning of the year	33,713,714	36,537
Cash and Cash Equivalents at the end of the year	271,815	33,713,714
Components of Cash and Cash Equivalents:		
Balances with banks in current accounts	271,815	33,713,714
	271,815	33,713,714

See accompanying notes forming part of the financial statements

As per our Report of even date
For MVK Associates
Chartered Accountants
Firm Registration No. :120222W

C.A. R.P.Ladha
Partner
Membership No.: 048195

Place : Mumbai
Date : May 03, 2021

M.V.K. ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

For and on behalf of the Board
AEML INFRASTRUCTURE LIMITED

Kandarp Patel
Director
DIN.: 02947643

Rakesh Tiwary
Director
DIN.: 06895533

Place : Ahmedabad
Date : May 03, 2021

AEML INFRASTRUCTURE LIMITED

Notes annexed to and forming part of the Financial Statements for the year ended March 31, 2021

Background of the Company

The Company is incorporated on December 12, 2018 with the object to carry on business as Engineering, Construction and Procurement Contractors, general mechanical, electrical, electronics, instrumentation, and civil contractors for power plant including thermal power plant, hydro power plant, nuclear power plant, wind power plant, solar power plant, gas based power plant, renewable energy power plant, sinter plant, wet and dry cooling systems specialists and to enter into contracts and joint ventures in relation to and to carry on in India or abroad the business of establishing, commissioning, setting up, operating and maintaining electric power transmission systems/ networks, power systems, generating stations based on conventional/ nonconventional resources for evacuation, transmission, distribution or supply of power through establishing or using stations, tie-lines, sub-stations and transmission or distribution lines in any manner and extension of utility services of every description, including infrastructure services relating thereto.

The Financial statements of the Company for the year ended March 31, 2021 have been approved by the Board of Directors at their meeting held on May 03, 2021.

1 Significant accounting policies and Notes to financial statements

a Basis of preparation of financial statements:

(i) Compliance with Indian Accounting Standards

The Financial statements of the Company comply in all material aspects with Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with relevant rules and other accounting principles. The policies set out below have been consistently applied during the period presented.

Financial statements have been prepared in accordance with the requirements of the information and disclosure mandated by Schedule III of the Act, applicable Ind AS, other applicable pronouncements and regulation.

(ii) Basis of Measurement

The Financial Statement have been prepared on the historical cost basis except for certain financial assets and liabilities that are measured at amortised cost at the end of each reporting period.

b Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

i Expected to be realised or intended to be sold or consumed in normal operating cycle

ii Held primarily for the purpose of trading

iii Expected to be realised within twelve months after the reporting period, or

iv Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

i It is expected to be settled in normal operating cycle

ii It is held primarily for the purpose of trading

iii It is due to be settled within twelve months after the reporting period, or

iv There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The company has identified twelve months as its operating cycle.

c Use of Estimate:

The preparation of the financial statements in confirmity with Ind AS requires the Management to make estimates, judgements and assumptions. The estimates, judgements and assumptions affect the application of accounting policies and reported amounts of assests and liabilities, the disclosures of contingent assets and liabilities, at the date of financial statements and reported amounts of revenues and expenses during the period. Appropriate hanges in estimates are made as the management becomes aware of the changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

M V K ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

AEML INFRASTRUCTURE LIMITED

Notes annexed to and forming part of the Financial Statements for the year ended March 31, 2021

d Income Tax

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to a business combinaiton, or items recognised directly in equity or in other comprehensive income.

Current Tax

Current Tax comprises of the expected tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of the previous years. It is measured using tax rates enacted at the reporting date.

Current tax assets and liabilities are offset only if the Company:
* has a legal enforceable right to set off the recognised amounts ; and
* intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deductible temporary differences to the extent that is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax assets and liabilities are offset only if the Company:
* has a legal enforceable right to set off current tax assets against current tax liabilities; and
*deferred tax assets and liabilities relate to the income atxwes levied by same taxation authority

e Financial Instruments:

a) Financial Assets

I] Classification

The Company shall classify financial assets measured at amortised cost at fare value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL) on the basis of business model for managing the financial assets and contractual cashflow characterstics of the financial assets.

II] Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of financial assets.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised costs.

III] Impairment of Financial Assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

f Financial Liabilities

I] Classification

The Company classifies all financial liabilities at amortised cost, except for financial liabilities at fair value through statement of profit or loss.

II] Initial recognition and measurement

All financial liabilities are recognised at fair value. The Company financial liabilities includes Trade and other Payables.

g Borrowing cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are are recognised as an expenses in the year in which they are incurred. Brokerage costs directly attributable to a borrowing are expensed over the tenure of the borrowing.

M K ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

AEML INFRASTRUCTURE LIMITED

Notes annexed to and forming part of the Financial Statements for the year ended March 31, 2021

h Measurement of fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
Level 3 -Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

i Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rates.

Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are not receognised but disclosed in the fiannclal statements when economic inflow is probable.

j Cash and cash equivalents

Cash & cash equivalents comprises cash on hand, cash at bank and short term deposit with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. Cash & cash equivalents include balance with banks which are unrestricted for withdrawal and usage.
For the purpose of the statment of cash flows, cash & cash equivalents consists of cash at banks and short term deposits as defined above, as they are considered an intergral part of the Company's cash management.

k Cash flow Statement:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segrogated based on the available information.

l Revenue Recognition Policy:

All the items of Income and expenses are recognized on accrual basis of accounting.

m Earnings per Share

Basic earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders by the weighted-average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted-average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

2 Capital Work-In-Progress

Particulars	As at March 31, 2021	As at March 31, 2020
Capital Work-In-Progress	66,487,532	59,341,818
Total	66,487,532	59,341,818

3 Other Financial Assets (At amortized cost)

Particulars	As at March 31, 2021	As at March 31, 2020
Balances with Government authorities		
- GST	-	-
Security Deposits - Unsecured	20,000	20,000
(Unsecured, Considered Good)		
Doubtful	-	-
	20,000	20,000
Less : Provison for Doubtful Debts	-	-
Total	20,000	20,000

M V K ASSOCIATES
MUMBAI
CHARTERED ACCOUNTANTS

AEML INFRASTRUCTURE LIMITED

Notes annexed to and forming part of the Financial Statements for the year ended March 31, 2021

4 Income Tax Assets (net)

Particulars	As at March 31, 2021	As at March 31, 2020
TDS On Interest Received - ICDs	862,499	220,548
TDS On Interest Receveid -Others	-	5,548
Total	862,499	226,096

5 Cash and Cash Equivalants

Particulars	As at March 31, 2021	As at March 31, 2020
Balances with banks		
- In current accounts	271,815	206,372
- Fixed Deposits	-	33,507,342
Cash On Hand	-	-
Cheques / Drafts On Hand	-	-
Total	271,815	33,713,714

6 Current Assets - Loans - At Amortised Cost

Particulars	As at March 31, 2021	As at March 31, 2020
Inter Corporate Deposit given (Unsecured, considered good)	115,000,000	115,000,000
Total	115,000,000	115,000,000

7 Other Financial Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Interest receivable	12,622,431	1,984,931
Total	12,622,431	1,984,931

8 Equity Share Capital

Particulars	As at March 31, 2021	As at March 31, 2020
Authorised		
10,000 (10,000) Equity Shares of Rs. 10 each	100,000	100,000
Issued, Subscribed and Paid up		
10,000 (10000) Equity Shares of Rs. 10 each fully paid up	100,000	100,000
	100,000	100,000
All the above Shares are held by Adani Transmission Limited, the Holding Company and It's nominee.		

a. The Company has only one class of shares referred to as equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining asset of the company, after distribution of all preferential amounts. However, no such pereferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

b. Reconciliation of the shares outstanding at the beginning and at the end of the year

Equity Shares	As at March 31, 2021		As at March 31, 2020	
	No. of Shares	Amt in Rs	No. of Shares	Amt in Rs
At the beginning of the	10,000	100,000	-	
Issued during the year	-	-	10,000	100,000
Outstanding at the end of the year	10,000	100,000	10,000	100,000

M V K ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

AEML INFRASTRUCTURE LIMITED

Notes annexed to and forming part of the Financial Statements for the year ended March 31, 2021

c. Shares held by Holding Company

	As at March 31, 2021		As at March 31, 2020	
Particulars	No. of Shares	% of holding	No. of Shares	% of holdi
Adani Transmission Limited and its nominees	10,000	100	10,000	100

d. Details of shareholders holding more than 5% shares in the Company

	As at March 31, 2021		As at March 31, 2020	
Particulars	No. of Shares	% of holding	No. of Shares	% of holdi
Adani Transmission Limited and its nominees	10,000	100	10,000	100

9 Other Equity

Particulars	As at March 31, 2021	As at March 31, 2020
Retained earnings		
Balance as per last financial statement	(101,619)	(61,249)
Profit/(Loss) for the year	(50,293)	(40,370)
Total surplus/(deficit)	(151,912)	(101,619)

10 Borrowings - Non Current

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured loans		
Inter Corporate Deposit from Parent Company	169,700,000	
Total	169,700,000	-

The rate of interest on Unsecured loans from Parent Company was 11.00%.

11 Other Non Current Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Interest accrued but not due on borrowings	24,267,628	
Total	24,267,628	-

12 Borrowings - Current

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured loans		
Inter Corporate Deposit from Parent Company		169,700,000
Total	-	169,700,000

The rate of interest on Unsecured loans from Parent Company was 11.00%.

13 Trade Payables

Particulars	As at March 31, 2021	As at March 31, 2020
Due to MSME	15,000	15,000
Due to others	11,377	5,986
Total	26,377	20,986

The information as required to be disclosed under Micro and Small Enterprises, to whom the Company owes dues (including interest on outstanding dues), which are outstanding as at the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

M V K ASSOCIATES ★ MUMBAI ★ CHARTERED ACCOUNTANTS

AEML INFRASTRUCTURE LIMITED

Notes annexed to and forming part of the Financial Statements for the year ended March 31, 2021

14 Other Current Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Statutory dues payable	297,731	158,542
Interest accrued but not due on borrowings	-	6,260,650
Other payables	524,453	-
Advances From Customer	500,000	34,148,000
Total	1,322,184	40,567,192

15 Other Income

Particulars	As at March 31, 2021	As at March 31, 2020
Inerest income on Bank Deposit		-
Interest Received - Others	14,344	-
Interest on Intercorporate Deposit		-
Total	14,344	-

16 Other Expenses

Particulars	For the period ended March 31, 2021	For the period ended March 31, 2020
Statutory Audit Fees	15,000	15,000
Legal & Professional Expenses	47,837	21,000
Bank Charges	-	100
Share Issue Expenses	-	4,224
Other Miscellaneous Expenses	1,800	46
Total	64,637	40,370

17 Earnings per Share

Particulras	For the period ended March 31, 2021	For the period ended March 31, 2020
Net Loss as per Statement of Profit and Loss	(50,293)	(40,370)
Weighted Average Number of Equity Shares	10 000	10 000
Nominal value per Share (Rs.)	10	10
Earning per share-Basic / Diluted (Rs.)	(5.03)	(4.04)

18 Related Party Disclosures:

As per the Ind AS 24, disclosure of transactions with related parties, are given below:

Name of related parties & description of relationship

(A) Ultimate Holding Entity	S. B. Adani Family Trust (SBAFT)
(B) Holding Company	Adani Transmission Limited
(C) Key Management Personnel:	Mr. Kandarp Patel, Director Mr. Rakesh Tiwary, Director Mr. Manoj Sharma, Director
(D) Fellow Subsidaries	Adani Elctricity Mumbai Limited Adani Infra Mumbai Limited

Details of transactions during the period and closing balance :-

Nature of Transaction	Name of Related Party	For the period ended 31 March, 2021	For the year ended 31 March, 2020
Inter Corporate Deposit (ICD) Received	Adani Transmission Limited	-	1,169,700,000
Inter Corporate Deposit (ICD) Paid	Adani Transmission Limited	-	1,000,000,000
Interest Paid on ICD	Adani Transmission Limited	18,667,000	6,956,279
Advance Received	Adani Electricity Mumbai Limited	-	34,148,000
Advance Received-Given Back	Adani Electricity Mumbai Limited	33,648,000	-
Reimbursement of Expenses	Adani Electricity Mumbai Limited	524,453	-
Advance Given	Adani Infra Mumbai Limited	-	1,000,000,000
Advance Given - Received Back	Adani Infra Mumbai Limited	-	1,000,000,000

M V K ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

AEML INFRASTRUCTURE LIMITED

Notes annexed to and forming part of the Financial Statements for the year ended March 31, 2021

Closing Balance	Name of Related Party	For the period ended 31 March, 2021	For the year ended 31st March, 2020
ICD payable	Adani Transmission Limited	169,700,000	169,700,000
Interest accrued but not due on ICD	Adani Transmission Limited	24,267,628	6,260,650
Advance Received	Adani Electricity Mumbai Limited	500,000	34,148,000
Reimbursement of Expenses	Adani Electricity Mumbai Limited	524,453	-

19 Financial instruments - Fair values and risk management

(i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company does not have any significant exposure to credit risk.

(ii) Market risk

Market risk is the risk that changes in market prices,such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The Company is not exposed to any significant currency risk and equity price risk.

(iii) Financial Instruments and Cash Deposits

Credit risk from balances with banks is managed by the Company's treasury department in accordance with the Company's policy. Credit limits of all authorities are reviewed by management on regular basis.

(iv) Liquidity risk:

The Company's liquidity management policy involves projecting cash flows in major correncies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external reqgulatory requirements and maintaining debts financing plans.

(v) Maturity of Financial Liabilities

The table below analyses the Company's non-derivative financial liabilities and relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date.The amounts disclosed in the table are the contractual undiscounted cash flows.

Particulars	Less than 6 moths	6 months to 1 year	More than 1 year	Total
As at March 31,2020				
Borrowings (including interest accrued)	-	-	193,967,628	193,967,628
Trade payables	26,377	-	-	26,377
Total	26,377	-	193,967,628	193,994,005

20 Financial instruments - Fair values and risk management

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments is as follows.

Fixed-rate instruments	March 31, 2021
Borrowings	169,700,000
	169,700,000

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss, and the Company does not have any designate derivatives (interest rate swaps).

Therefore, a change in interest rates at the reporting date would not affect profit or loss.

21 Capital Commitments :

Estimated amount of contracts remaining to be executed on capital account and not provided for Rs 16.00 Crores

22 Capital Risk Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. It sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.

MVK ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

AEML INFRASTRUCTURE LIMITED

Notes annexed to and forming part of the Financial Statements for the year ended March 31, 2021

The funding requirements are met through a mixture of equity, convertible debt securities, and other borrowings. The Company's policy is to use short-term and long-term borrowings to meet anticipated funding requirements.

The Company's adjusted net debt to equity ratio at March 31, 2021 was as follows.

Particulars	As at March 31, 2021	As at March 31, 2020
Total Borrowings	169,700,000	169,700,000
Less : Cash and cash equivalent	271,815	33,713,714
Adjusted net debt	169,428,185	135,986,286
Adjusted equity	(51,912)	(1,619)
Adjusted net debt to adjusted equity ratio	(3,263.76)	(83,994.00)

23 Fair value measurements
Financial instruments by category

(a) Signficance of financial instruments

Particulars	March 31, 2021	March 31, 2020
Financial assets		
At amortised Cost		
Cash and Cash equivalent	271,815	33,713,714
Loan	115,000,000	115,000,000
Other Financial Assets	12,642,431	2,004,931
Total financial assets	127,914,246	150,718,645
Financial liabilities		
At amortised Cost		
Borrowings	169,700,000	169,700,000
Other Financial Liabilities	24,267,628	-
Trade Payables	26,377	20,986
Total financial liabilities	193,994,005	169,720,986

Fair Value of Financial Asset & Liabilities measured at amortised Cost
The carrying amount of Trade Payable, other current receivable and payables, and Cash and Cash Equivalent are considered to have their fair value approximately equal to their carrying values.

b. Fair value Hierarchy

Accounting classification and Fair Values
The Following table shows the carrying amounts and fair values of financial assets and financial liabilities including their levels in the fair value hierarchy. It does not include fair value inforamtion for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

For the year ended 31 March, 2021

Particulars	Carrying amount	Fair value			
	Amotised Cost	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets					
Cash and cash equivalents	271,815	-	-	271,815	271,815
Loan	115,000,000	-	-	115,000,000	115,000,000
Other Financial Assets	12,642,431	-	-	12,642,431	12,642,431
Financial liabilities					
Borrowings	169,700,000	-	-	169,700,000	169,700,000
Other Financial Liabilities	24,267,628	-	-	24,267,628	24,267,628
Trade Payables	26,377	-	-	26,377	26,377

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.This includes mutual funds that have quoted price.The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for borrowings, debentures, Retention money payable, Deposits included in level 3.

Valuation technique used to determine fair value
Specific valuation techniques used to value financial instruments include:
• the use of quoted market prices or dealer quotes for similar instruments
• the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

M V K ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

AEML INFRASTRUCTURE LIMITED

Notes annexed to and forming part of the Financial Statements for the year ended March 31, 2021

24 The Company's net worth is fully eroded due to losses incurred. The promoters of the Company have assured to infuse funds as may be required for revival of the Company. Accordingly, the accounts have been prepared on a "Going Concern Basis.

25 **Segment wise Revenue, Results and Capital Employed**
The Company has not commenced its commercial operations hence; there are no separate reportable segments as required under Indian Accounting Standard 108 "Operating Segment" as prescribed under Section 133 of the Companies Act, 2013.

26 Due to outbreak of Covid 19 globally and in India, the Company's management has made assessment of likely adverse impact on business and financials risks on account of Covid 19, and believes that the impact is likely to be short term in nature. The management does not see any medium to long term risks in the Company's ability to continue as a going concern and meeting its liabilities as and when they fall due, and compliances with the debt convenants, as applicable.

As per our attached report of even date.

For MVK Associates
Chartered Accountants
Firm Registration No.: 120222W

C.A. R.P.Ladha
Partner
Membership No.: 048195
Place : Mumbai
Date : May 03, 2021

M V K ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

For and on behalf of the Board
AEML INFRASTRUCTURE LIMITED

Kandarp Patel
Director
DIN.: 02947643
Place : Ahmedabad
Date : May 03, 2021

Rakesh Tiwary
Director
DIN.: 06895533

ANNEXURE-10C

MVK ASSOCIATES
CHARTERED ACCOUNTANTS

800, Sangita Ellipse, Sahakar Road,
Vile Parle (East), Mumbai - 400 057
Tel.: 022-4048 2500 • Fax : 022-4048 2525
E-mail : admin@mvkassociates.com
Website : www.mvkassociates.com

Independent Auditor's Report

To the Members of
M/s. AEML INFRASTRUCTURE LIMITED

Report on the Audit of Indian Accounting Standards (Ind AS) financial statements

Opinion

We have audited the standalone Ind AS financial statements of **AEML INFRASTRUCTURE LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2022, and theStatement of Profit & Loss, Statement of changes in equity and statement of cash flows for the year ended on that date, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act,2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its Loss for the year ended, changes in equityand its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report for the year ended 31st March, 2022.

Management's Responsibility for the Standalone Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

That Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS financial statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

M V K ASSOCIATES
MUMBAI

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **"Annexure A"**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

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a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit & Loss, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid any remuneration to any of its directors during the year hence the provisions of section 197 of the Act is not applicable.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company does not have any pending litigations which would impact its financial position.

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

   iii. There was no amount which was required to be transferred to the Investor Education and Protection Fund by the Company during the year.

   iv.
      a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or

M V K ASSOCIATES MUMBAI

any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Company has not proposed or declared or paid any Final or Interim Dividend during the year.

For MVK Associates
Chartered Accountants
Firm Registration No. : 120222W

M V K ASSOCIATES ★ MUMBAI ★ CHARTERED ACCOUNTANTS

CA. R. P. Ladha
Partner
M. No.048195
UDIN : 22048195AIGQJF6977

Place : Mumbai
Date : 2nd May 2022

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1 of the Independent Auditor's Report of even date to the member of AEML Infrastructure Limited on the Ind AS financial statements as at and for the year ended March 31, 2022)

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that: -

i.

a) Based on our scrutiny of the Company's books of accounts and other records and according to the information and explanations received by us from the management, we are of the opinion that the question of commenting on maintenance of proper records of Property, Plant and Equipment and physical verification of Property, Plant and Equipment does not arise since the company had no Property, Plant and Equipment as on 31st March, 2022 nor at any time during the financial year ended 31st March 2022.

b) Based on our scrutiny of the Company's books of accounts and other records and according to the information and explanations received by us from the management, we are of the opinion that the question of commenting on maintenance of proper records of Intangible Assets does not arise since the company had no Intangible Assets as on 31st March, 2022 nor at any time during the financial year ended 31st March 2022.

ii. As per information & explanation provided to us the company has not purchased or sold goods during the year nor is there any opening stock. Hence, the provisions of Clause 3(ii) of the Order are not applicable to the Company.

iii. The Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnership or any other parties. Hence, the question of reporting whether the terms and conditions are prejudicial to the interest of the Company, whether reasonable steps for recovery of over dues of such loans are taken, does not arise.

iv. In our opinion and according to the information and explanations given to us, the company has complied with the provision of section 185 and 186 of the Companies Act, 2013 In respect of loans, guarantee and security wherever applicable.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.

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vi. According to the information and explanations given to us the Central Government has not prescribed maintenance of cost records under section 148(1) of Companies Act, 2013.

vii.

a) According to the information and explanations given to us and based on the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including Provident Fund, 'Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Goods and Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities.
b) According to the information and explanations given to us and based on the records of the Company examined by us, there are no dues of Income Tax, Wealth Tax, Goods and Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix.

a) The Company has not defaulted in repayment of any loans taken or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x.

a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or

M V K ASSOCIATES MUMBAI

optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

xi.

a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
c) On the basis of information & Explanation received by us from the Company, no whitsle blower complaint was received by the company during the year.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of Clause 3(xii) of the Order are not applicable.

xiii. In our opinion and as per information and explanations provided to us by management all the transactions with the related parties are in compliance with the provisions of sections 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.

xiv. As per information & explanation given to us Company is not mandatorily required to appoint Internal Auditor U/Sec. 138 of Companies Act, 2013 they have not made any of such appointment for the year. Accordingly, the provisions of Clause 3(xii) of the Order are not applicable.

xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. As per information & explanation given to us he company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

xvii. The Company has incurred Cash Loss of Rs.6,763/- during the financial year and Rs.50,293/- during immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year.

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xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. According to the records of the Company examined by us and the information and explanations given to us, the Section 135 of Companies Act, 2013 is not applicable to the company, and is not required to spend any sum for Corporate Social Responsibility Activity.

For MVK Associates
Chartered Accountants
Firm Registration No. 120222W

M V K ASSOCIATES
MUMBAI
CHARTERED ACCOUNTANTS

CA. R. P. Ladha
Partner
Membership No. 048195
UDIN : 22048195AIGQJF6977

Place : Mumbai
Date : 2nd May 2022

Annexure B to the Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the internal financial controls over financial reporting under clause (i) of sub - section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **AEML Infrastructure Limited** ("the Company") as at March 31, 2022, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

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CHARTERED ACCOUNTANTS

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For MVK Associates
Chartered Accountants
Firm Registration No. 120222W

M V K ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

CA. R. P. Ladha
Partner
Membership No. 048195
UDIN : 22048195AIGQJF6977

Place : Mumbai
Date : 2nd May 2022

AEML INFRASTRUCTURE LIMITED
CIN No : U40106GJ2018PLC105571

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Statement of Audited Financial Results for the quarter / year ended 31 March 2022

Amount in Lakhs

Sr.No.	Particulars	For Quarter ended			For Year ended	
		31-Mar-22	31-Dec-21	31-Mar-21	31-Mar-22	31-Mar-21
		Audited	Unaudited	Audited	Audited	Audited
1	INCOME					
	Revenue from operations	-	-	-	-	-
	Other income	0.52	-	0.14	0.52	0.14
	Total Income	0.52	-	0.14	0.52	0.14
2	Expenses					
	Cost of Power Purchased	-	-	-	-	-
	Cost of Fuel	-	-	-	-	-
	Transmission Charges	-	-	-	-	-
	Purchases of traded goods	-	-	-	-	-
	Employee Benefits Expense	-	-	-	-	-
	Finance Costs(Net)	-	-	-	-	-
	Depreciation and Amortization expense	-	-	-	-	-
	Other Expenses	0.10	0.09	0.27	0.58	0.64
	Total Expenses	0.10	0.09	0.27	0.58	0.64
3	Profit Before Rate Regulated Activities, Exceptional Items And Tax (1-2)	0.42	(0.09)	(0.12)	(0.06)	(0.50)
4	Exceptional Items	-	-	-	-	-
5	Profit Before Tax (3-4)	0.42	(0.09)	(0.12)	(0.05)	(0.50)
6	Tax Expenses					
	-Current Tax	-	-	-	-	-
	-Deferred Tax Expense / (Credit) - (Net)	-	-	-	-	-
7	Net Profit (5-6)	0.42	(0.09)	(0.12)	(0.06)	(0.50)
8	Other Comprehensive Income / (Expenses)					
	A (i) Items that will not be reclassified to Profit or Loss	-	-	-	-	-
	(ii) Income Tax relating to items that will not be reclassified to Profit or Loss	-	-	-	-	-
	B. (i) Items that will be reclassified to Profit or Loss	-	-	-	-	-
	(ii) Income Tax relating to items that will be reclassified to Profit or Loss	-	-	-	-	-
	Other Comprehensive Income / (Expenses)	-	-	-	-	-
9	Total Other Comprehensive Income for the period / Year (7+8)	0.42	(0.09)	(0.12)	(0.06)	(0.50)
10	Paid-up Equity Share Capital (Face Value Rs.10 each)	1.00	1.00	1.00	1.00	1.00
11	Other Equity (excluding Revaluation Reserve)				(1.58)	(1.52)
12	Basic and Diluted Earnings Per Share (not annualised) - (Excluding Regulatory Income / (Expense) (Net) - Rs.	4.22	(0.85)	(1.22)	(0.60)	(5.03)
13	Basic and Diluted Earnings Per Share (not annualised) - (Including Regulatory Income / (Expense) (Net) - Rs.	4.22	(0.86)	(1.22)	(0.60)	(5.03)

Notes:

1. The above results are taken on record and approved by the Board of Directors of the Company at their meeting held on May 02, 2022.

2. The previous period's result have been regrouped, rearranged or reclassified, wherever considered necessary, to confirm with the current period's presentation or disclosure.

3. Deferred Tax asset has not been recognised on the basis of prudence concept during the year.

4. The Company's financial results for the quarter ended March 31, 2022 are in accordance with Ind-AS notified by MCA under the Companies (Indian Accounting Standards) Rules, 2016. All Ind-AS compliant comparative figures of corresponding quarter ended December 31, 2021 are unaudited while the quarter ended as well as year ended March 31, 2022 have been audited / reviewed by the statutory auditor. However, the Management has exercised due diligence to ensure that the financial results provide true and fair view of the Company's affairs.

For and on behalf of the Board of
AEML INFRASTRUCTURE LIMITED

Kandarp Patel
Director
DIN.: 02947643

Rakesh Tiwary
Director
DIN.: 06895533

Place : Ahmedabad
Date : May 02, 2022

M V K ASSOCIATES
MUMBAI
CHARTERED ACCOUNTANTS

AEML INFRASTRUCTURE LIMITED

AEML INFRASTRUCTURE LIMITED
Balance sheet

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Amount in Lakhs

Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
ASSETS			
Non Current assets			
Capital Work-In-Progress	2	752.46	664.88
Financial Assets			
(i) Other Financial Assets	3	0.20	0.20
Income Tax Assets (net)	4	11.25	8.62
Total Current Assets		763.91	673.70
Current assets			
Financial Assets			
(i) Cash and Cash Equivalents	5	11.35	2.72
(ii) Loans	6	-	1,150.00
(ii) Other Financial Assets	7	-	126.22
Total Current Assets		11.35	1,278.94
Total Assets		775.26	1,952.64
EQUITY AND LIABILITIES			
Equity			
(i) Equity Share Capital	8	1.00	1.00
(ii) Other Equity	9	(1.58)	(1.52)
Total Equity		(0.58)	(0.52)
Liabilities			
Non-current Liabilities			
Financial Liabilities			
(i) Borrowings	10	766.85	1,697.00
(i) Other Non Current Laiabilities	11	-	242.68
Total Non Current Liabilities		766.85	1,939.68
Current liabilities			
Financial Liabilities			
(i)Trade Payables	12		
-Due to Micro Small and Medium Enterprises		0.23	0.15
-Due to others		0.06	0.11
Other Current Liabilities	13	8.70	13.22
Total Current Liabilities		8.99	13.48
Total Equity and Liabilities		775.26	1,952.64

See accompanying notes forming part of the financial statements

As per our Report of even date
For MVK Associates
Chartered Accountants
Firm Registration No. :120222W

C.A. R.P.Ladha
Partner
Membership No.: 048195
Place : Mumbai
Date : May 02, 2022

M V K ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

For and on behalf of the Board of
AEML INFRASTRUCTURE LIMITED

Kandarp Patel
Director
DIN.: 02947643
Place : Ahmedabad
Date : May 02, 2022

Rakesh Tiwary
Director
DIN.: 06895533

AEML INFRASTRUCTURE LIMITED

AEML INFRASTRUCTURE LIMITED

Statement of Profit and Loss

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Amount in Lakhs

Particulars	Note No.	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue			
I. Revenue from operations		-	-
II. Other Income	14	0.52	0.14
III. Total Income (I + II)		0.52	0.14
IV. Expenses			
V. Finance Expenses(Net)		-	-
VI.Other expenses	15	0.58	0.64
VII. Total Expenses (V + VI)		0.58	0.64
VIII. Profit / (Loss) before tax (III-VII)		(0.06)	(0.50)
IX. Tax Expenses			
Current Tax		-	-
Deferred Tax		-	-
Income Tax Earlier Years		-	-
Total		-	-
X. Profit / (Loss) after tax(VIII-IX)		(0.06)	(0.50)
XI. Other comprehensive income		-	-
i. Items that will not be reclassified to profit or loss			
a. Remeasurement defined benefit liability (Asset)			
b. Income Tax related to above			
XII. Total comprehensive income / (loss)		(0.06)	(0.50)
Earnings per share - Basic and Diluted (in Rs.)	16	(0.60)	(5.03)

See accompanying notes forming part of the financial statements

As per our Report of even date
For MVK Associates
Chartered Accountants
Firm Registration No. :120222W

C.A. R.P.Ladha
Partner
Membership No.: 048195
Place : Mumbai
Date : May 02, 2022

M V K ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

For and on behalf of the Board of
AEML INFRASTRUCTURE LIMITED

Kandarp Patel
Director
DIN.: 02947643
Place : Ahmedabad
Date : May 02, 2022

Rakesh Tiwary
Director
DIN.: 06895533

AEML INFRASTRUCTURE LIMITED

AEML INFRASTRUCTURE LIMITED
Statement of Changes in Equity

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i) Equity Share Capital

Amount in Lakhs

Particulars	No. of Shares	Amount
Balance as at April 01, 2020	10,000	1.00
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at beginning of the current reporting period	-	-
Changes in Equity Share Capital during the current year	-	-
Balance as at March 31, 2021	10,000	1.00
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at beginning of the current reporting period	10,000	1.00
Changes in Equity Share Capital during the current year	-	-
Balance as at March 31, 2022	10,000	1.00

ii) Other Equity

Amount in Lakhs

Particulars	Retained Earnings	Total
Balance at April 01, 2020	(1.02)	(1.02)
Profit / (Loss) for the year	(0.50)	(0.50)
Balance at March 31, 2021	(1.52)	(1.52)
Balance at April 01, 2021	(1.52)	(1.52)
Profit / (Loss) for the year	(0.06)	(0.06)
Balance at March 31, 2022	(1.58)	(1.58)

See accompanying notes forming part of the financial statements

As per our Report of even date
For MVK Associates
Chartered Accountants
Firm Registration No. :120222W

C.A. R.P.Ladha
Partner
Membership No.: 048195
Place : Mumbai
Date : May 02, 2022

M V K ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

For and on behalf of the Board of
AEML INFRASTRUCTURE LIMITED

Kandarp Patel	Rakesh Tiwary
Director	Director
DIN.: 02947643	DIN.: 06895533

Place : Ahmedabad
Date : May 02, 2022

AEML INFRASTRUCTURE LIMITED

AEML INFRASTRUCTURE LIMITED

Statement of Cash flows

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Amount in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
A. Cash flow from operating activities		
Profit/(Loss) before tax	(0.06)	(0.50)
Add: Interest Expenses	-	-
Operating Profit before working capital changes	(0.06)	(0.50)
Adjustments for working capital changes:		
(Increase)/Decrease in Other Financial assets	-	-
Increase/(Decrease) in Financial Liabilities and Other Liabilities	0.03	0.05
Cash generated from operations	(0.03)	(0.45)
Direct taxes received / (paid)	(2.63)	(6.36)
Net Cash generated from / (used in) Operating activities (A)	(2.66)	(6.81)
B. Cash Flow from Investing activities		
Capital expenditure on Project under construction	(208.56)	(327.61)
Loans (given) / repaid	1,150.00	-
Net Cash generated from / (used in) Investing activities (B)	941.44	(327.61)
C. Cash Flow from Financing Activities		
Proceeds from Borrowings	(930.15)	-
Proceeds from issue of equity share	-	-
Interest & Other Borrowing Cost	-	-
Net Cash generated from / (used in) Financing activities (C)	(930.15)	-
Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	8.63	(334.42)
Cash and Cash Equivalents at the beginning of the year	2.72	337.14
Cash and Cash Equivalents at the end of the year	11.35	2.72
Components of Cash and Cash Equivalents:		
Balances with banks in current accounts	11.35	2.72
	11.35	2.72

See accompanying notes forming part of the financial statements

As per our Report of even date
For MVK Associates
Chartered Accountants
Firm Registration No. :120222W

C.A. R.P.Ladha
Partner
Membership No.: 048195
Place : Mumbai
Date : May 02, 2022

For and on behalf of the Board of
AEML INFRASTRUCTURE LIMITED

Kandarp Patel
Director
DIN.: 02947643
Place : Ahmedabad
Date : May 02, 2022

Rakesh Tiwary
Director
DIN.: 06895533

Background of the Company

The Company is incorporated on December 12, 2018 with the object to carry on business as Engineering, Construction and Procurement Contractors, general mechanical, electrical, electronics, instrumentation, and civil contractors for power plant including thermal power plant, hydro power plant, nuclear power plant, wind power plant, solar power plant, gas based power plant, renewable energy power plant, sinter plant, wet and dry cooling systems specialists and to enter into contracts and joint ventures in relation to and to carry on in India or abroad the business of establishing, commissioning, setting up, operating and maintaining electric power transmission systems/ networks, power systems, generating stations based on conventional/ nonconventional resources for evacuation, transmission, distribution or supply of power through establishing or using stations, tie-lines, sub-stations and transmission or distribution lines in any manner and extension of utility services of every description, including infrastructure services relating thereto.

The Financial statements of the Company for the year ended March 31, 2022 have been approved by the Board of Directors at their meeting held on May 02, 2022.

1 Significant accounting policies and Notes to financial statements

a Basis of preparation of financial statements:

(i) Compliance with Indian Accounting Standards

The Financial statements of the Company comply in all material aspects with Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with relevant rules and other accounting principles. The policies set out below have been consistently applied during the period presented.

Financial statements have been prepared in accordance with the requirements of the information and disclosure mandated by Schedule III of the Act, applicable Ind AS, other applicable pronouncements and regulation.

The Function currency of the Company is Indian Rupee (INR). The financial statements are presented in INR and all values are rounded to the nearest lakhs (Transactions below ₹ 500 denoted as ₹ 0.00 lakhs), unless otherwise indicated.

(ii) Basis of Measurement

The Financial Statement have been prepared on the historical cost basis except for certain financial assets and liabilities that are measured at amortised cost at the end of each reporting period.

b Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

i Expected to be realised or intended to be sold or consumed in normal operating cycle
ii Held primarily for the purpose of trading
iii Expected to be realised within twelve months after the reporting period, or
iv Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

i It is expected to be settled in normal operating cycle
ii It is held primarily for the purpose of trading
iii It is due to be settled within twelve months after the reporting period, or
iv There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current

Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The company has identified twelve months as its operating cycle.

c Use of Estimate:

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgements and assumptions. The estimates, judgements and assumptions affect the application of accounting policies and reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities, at the date of financial statements and reported amounts of revenues and expenses during the period. Appropriate hanges in estimates are made as the management becomes aware of the changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

d Income Tax

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current Tax

Current Tax comprises of the expected tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of the previous years. It is measured using tax rates enacted at the reporting date.

Current tax assets and liabilities are offset only if the Company:

* has a legal enforceable right to set off the recognised amounts ; and
* intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deductible temporary differences to the extent that is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax assets and liabilities are offset only if the Company:

* has a legal enforceable right to set off current tax assets against current tax liabilities; and
*deferred tax assets and liabilities relate to the income atxwes levied by same taxation authority

e Financial Instruments:

a) Financial Assets

[] Classification

The Company shall classify financial assets measured at amortised cost at fare value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL) on the basis of business model for managing the financial assets and contractual cashflow characteristics of the financial assets.

AEML INFRASTRUCTURE LIMITED

M V K ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

ii] Initial recognition and measurement
All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of financial assets.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised costs.

iii] Impairment of Financial Assets
The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk

f Financial Liabilities
i] Classification
The Company classifies all financial liabilities at amortised cost, except for financial liabilities at fair value through statement of profit or loss.

ii] Initial recognition and measurement
All financial liabilities are recognised at fair value. The Company financial liabilities includes Trade and other Payables.

g Borrowing cost
Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognised as an expenses in the year in which they are incurred. Brokerage costs directly attributable to a borrowing are expensed over the tenure of the borrowing.

h Measurement of fair values
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
Level 3 -Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

i Provisions, Contingent Liabilities and Contingent Assets
Provisions are recognised when the Company has a present legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rates.

Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are not recognised but disclosed in the financial statements when economic inflow is probable.

j Cash and cash equivalents
Cash & cash equivalents comprises cash on hand, cash at bank and short term deposit with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. Cash & cash equivalents include balance with banks which are unrestricted for withdrawal and usage.
For the purpose of the statement of cash flows, cash & cash equivalents consists of cash at banks and short term deposits as defined above, as they are considered an integral part of the Company's cash management.

k Cash flow Statement:
Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

l Revenue Recognition Policy:
All the items of Income and expenses are recognized on accrual basis of accounting

m Earnings per Share
Basic earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders by the weighted-average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

2 Capital Work-in-Progress

Amount in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Capital Work-in-Progress	752.46	664.88
Total	752.46	664.88

(a) Capital-work-in progress ageing schedule:

Amount in Lakhs

Particulars	Amount in CWIP for a period of				Total
	<1 year	1-2 years	2-3 years	> 3 years	
As at March 31, 2022					
- Projects in progress	87.58	71.46	593.42	-	752.46
- Projects temporarily suspended	-	-	-	-	-
Total	87.58	71.46	593.42	-	752.46
As at March 31, 2021					
- Projects in progress	71.46	593.42	-	-	664.88
- Projects temporarily suspended	-	-	-	-	-
Total	71.46	593.42	-	-	664.88

AEML INFRASTRUCTURE LIMITED

M V K ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

3 Other Financial Assets (At amortized cost)

Amount in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Security Deposits - Unsecured (Unsecured, Considered Good)	0.20	0.20
	0.20	0.20
Less : Provision for Doubtful Debts	-	-
Total	0.20	0.20

4 Income Tax Assets (net)

Amount in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
TDS On Interest Received - ICDs	11.25	8.62
Total	11.25	8.62

5 Cash and Cash Equivalents

Amount in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Balances with banks		
- In current accounts	11.35	2.72
- Fixed Deposits	-	-
Cash On Hand	-	-
Cheques / Drafts On Hand	-	-
Total	11.35	2.72

6 Current Assets - Loans - At Amortised Cost

Amount in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Inter Corporate Deposit given (Unsecured, considered good)	-	1,150.00
Total	-	1,150.00

7 Other Financial Assets

Amount in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Interest receivable	-	126.22
Total	-	126.22

8 Equity Share Capital

Amount in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Authorised:		
10,000 (10,000) Equity Shares of Rs. 10 each	1.00	1.00
Issued, Subscribed and Paid up		
10,000 (10,000) Equity Shares of Rs. 10 each fully paid up	1.00	1.00
	1.00	1.00
All the above Shares are held by Adani Transmission Limited, the Holding Company and It's nominee.		

a. The Company has only one class of shares referred to as equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining asset of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

b. Reconciliation of the shares outstanding at the beginning and at the end of the year

Amount in Lakhs

Equity Shares	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	Amt in Rs	No. of Shares	Amt in Rs
At the beginning of the Year	10,000	1.00	10,000	1.00
Issued during the year	-	-	-	-
Outstanding at the end of the year	10,000	1.00	10,000	1.00

c. Shares held by Holding Company

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	% of holding	No. of Shares	% of holding
Adani Transmission Limited and its nominees	10,000	100	10,000	100

AEML INFRASTRUCTURE LIMITED *

M V K ASSOCIATES * MUMBAI * CHARTERED ACCOUNTANTS

d. Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	% of holding	No. of Shares	% of holding
Adani Transmission Limited and its nominees	10,000	100	10,000	100

9 Other Equity

Amount in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Retained earnings		
Balance as per last financial statement	(1.52)	(1.02)
Profit/(Loss) for the year	(0.06)	(0.50)
Total surplus/(deficit)	(1.58)	(1.52)

10 Borrowings - Non Current

Amount in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured loans		
Inter Corporate Deposit from Parent Company	766.85	1,697.00
Total	766.85	1,697.00

The rate of interest on Unsecured loans from Parent Company was 11.00%.

11 Other Non Current Liabilities

Amount in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Interest accrued but not due on borrowings	-	242.68
Total	-	242.68

12 Trade Payables

Amount in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Due to MSME	0.23	0.15
Due to others	0.06	0.11
Total	0.29	0.26

Trade Payables ageing schedule

Amount in Lakhs

Particulars	Outstanding for following periods from due date of payment					
	No Due	<1 year	1-2 years	2-3 years	> 3 years	Total
As at March 31, 2022						
(a) MSME	-	0.23	-	-	-	0.23
(b) Others	-	0.06	-	-	-	0.06
(c) Disputed dues - MSME	-	-	-	-	-	-
(d) Disputed dues - Others	-	-	-	-	-	-
Total	-	0.29	-	-	-	0.29
As at March 31, 2021						
(a) MSME	-	0.15	-	-	-	0.15
(b) Others	-	0.11	-	-	-	0.11
(c) Disputed dues - MSME	-	-	-	-	-	-
(d) Disputed dues - Others	-	-	-	-	-	-
Total	-	0.26	-	-	-	0.26

The information as required to be disclosed under Micro and Small Enterprises, to whom the Company owes dues (including interest on outstanding dues), which are outstanding as at the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

13 Other Current Liabilities

Amount in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Statutory dues payable	4.45	2.98
Interest accrued but not due on borrowings	-	-
Other payables	4.25	5.24
Advances From Customer	-	5.00
Total	8.70	13.22

AEML INFRASTRUCTURE LIMITED *

M V K ASSOCIATES * MUMBAI * CHARTERED ACCOUNTANTS

AEML INFRASTRUCTURE LIMITED

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Notes annexed to and forming part of the Financial Statements for the year ended March 31, 2022

14 Other Income

Amount in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest Received - Others	0.52	0.14
Interest on Intercorporate Deposit	-	-
Total	0.52	0.14

15 Other Expenses

Amount in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Statutory Audit Fees	0.20	0.15
Legal & Professional Expenses	0.38	0.47
Other Miscellaneous Expenses	-	0.02
Total	0.58	0.64

16 Earnings per Share:

Amount in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Net Loss as per Statement of Profit and Loss	(0.06)	(0.50)
Weighted Average Number of Equity Shares	10 000	10 000
Nominal value per Share (Rs.)	10	10
Earning per share Basic / Diluted (Rs.)	(0.60)	(5.03)

17 Related Party Disclosures:

As per the Ind AS 24, disclosure of transactions with related parties, are given below:

Name of related parties & description of relationship

(A) Ultimate Holding Entity	S. B. Adani Family Trust (SBAFT)
(B) Holding Company	Adani Transmission Limited
(C) Key Management Personnel:	Mr. Kandarp Patel, Director Mr. Rakesh Tiwary, Director Mr. Manoj Sharma, Director
(D) Fellow Subsidiaries	Adani Electricity Mumbai Limited

Details of transactions during the period and closing balance :-

Amount in Lakhs

Nature of Transaction	Name of Related Party	For the year ended 31 March, 2022	For the year ended 31 March, 2021
ICD Received	Adani Transmission Limited	26.77	-
ICD Received - Given back	Adani Transmission Limited	956.92	-
Interest Paid on ICD	Adani Transmission Limited	186.52	186.67
Advance Received-Given Back	Adani Electricity Mumbai Limited	5.00	336.48
Loan received	Adani Electricity Mumbai Limited	7.24	5.24
Loan received-Given Back	Adani Electricity Mumbai Limited	8.23	-

Amount In Lakhs

Closing Balance	Name of Related Party	For the year ended 31 March, 2022	For the year ended 31 March, 2021
ICD payable	Adani Transmission Limited	766.85	1,697.00
Interest accrued but not due on ICD	Adani Transmission Limited	0.00	242.68
Advance Received	Adani Electricity Mumbai Limited	-	5.00
Loan Received	Adani Electricity Mumbai Limited	4.25	5.24

18 Financial Instruments – Fair values and risk management

(i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company does not have any significant exposure to credit risk.

(ii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The Company is not exposed to any significant currency risk and equity price risk.

(iii) Financial instruments and Cash Deposits

Credit risk from balances with banks is managed by the Company's treasury department in accordance with the Company's policy. Credit limits of all authorities are reviewed by management on regular basis.

(iv) Liquidity risk:

The Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet those, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debts financing plans.

(v) Maturity of Financial Liabilities

The table below analyses the Company's non-derivative financial liabilities and relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

AEML INFRASTRUCTURE LIMITED

M V K ASSOCIATES MUMBAI

Amount in Lakhs

Particulars	Less than 6 moths	6 months to 1 year	More than 1 year	Total
As at March 31,2022				
Borrowings (including interest accrued)	-	-	766.85	766.85
Trade payables	0.29	-	-	0.29
Total	0.29	-	766.85	767.14
As at March 31,2021				
Borrowings (including interest accrued)	-	-	1,939.68	1,939.68
Trade payables	0.26	-	-	0.26
Total	0.26	-	1,939.68	1,939.94

19 Financial instruments - Fair values and risk management

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments is as follows.

Amount in Lakhs

Fixed-rate instruments	March 31, 2022	March 31, 2021
Borrowings	766.85	1,697.00
	766.85	1,697.00

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss, and the Company does not have any designate derivatives (interest rate swaps).

Therefore, a change in interest rates at the reporting date would not affect profit or loss.

20 **Capital Commitments :**

Estimated amount of contracts remaining to be executed on capital account and not provided for Rs NIL (Previous year Rs NIL)

21 **Capital Risk Management**

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. It sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.

The funding requirements are met through a mixture of equity, convertible debt securities, and other borrowings. The Company's policy is to use short-term and long-term borrowings to meet anticipated funding requirements.

The Company's adjusted net debt to equity ratio at March 31, 2022 was as follows. Amount in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Total Borrowings	766.85	1,697.00
Less : Cash and cash equivalent	11.35	2.72
Adjusted net debt	755.50	1,694.28
Adjusted equity	(0.58)	(0.52)
Adjusted net debt to adjusted equity ratio	(1,302.59)	(3,258.23)

22 **Fair value measurements**

Financial instruments by category

(a) Significance of financial instruments

Amount in Lakhs

Particulars	March 31, 2022	March 31, 2021
Financial assets		
At amortised Cost		
Cash and Cash equivalent	11.35	2.72
Loan	-	1,150.00
Other Financial Assets	0.20	126.42
Total financial assets	11.55	1,279.14
Financial liabilities		
At amortised Cost		
Borrowings	766.85	1,697.00
Other Financial Liabilities	-	242.68
Trade Payables	0.29	0.26
Total financial liabilities	767.14	1,939.94

Fair Value of Financial Assets & Liabilities measured at amortised Cost

The carrying amount of Trade Payable, other current receivable and payables, and Cash and Cash Equivalent are considered to have their fair value approximately equal to their carrying values.

b. Fair value Hierarchy

Accounting classification and Fair Values

The Following table shows the carrying amounts and fair values of financial assets and financial liabilities including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

AEML INFRASTRUCTURE LIMITED

M V K ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

AEML INFRASTRUCTURE LIMITED

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Notes annexed to and forming part of the Financial Statements for the year ended March 31, 2022

For the year ended 31 March, 2022

Amount in Lakhs

Particulars	Carrying amount	Fair value			
	Amotised Cost	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets					
Cash and cash equivalents	11.35	-	-	11.35	11.35
Loan	-	-	-	-	-
Other Financial Assets	0.20	-	-	0.20	0.20
Financial liabilities					
Borrowings	766.85	-	-	766.85	766.85
Other Financial Liabilities	-	-	-	-	-
Trade Payables	0.29	-	-	0.29	0.29

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes mutual funds that have quoted price. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for borrowings, debentures, Retention money payable, Deposits included in level 3.

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

23 Ratios:

Amount in Lakhs

Name of Ratio	Particulars	Numerator / Denominator taken	As at March 31, 2022	As at March 31, 2021	% change in Ratio	Remarks
(a) Current Ratio	Ratio		1.26	94.88	-99%	
	Numerator	Current Assets	11.35	1,278.94		
	Denominator	Current Liabilities	8.99	13.48		
(b) Debt-Equity Ratio	Ratio		-	-		
	Numerator	Total Borrowings - Cash & Cash Equivalents (including investments)				
	Denominator	Shareholder's Fund	(0.58)	(0.52)		
(c) Debt Service Coverage Ratio	Ratio		-	-		
	Numerator	EBITDA-Tax+ Repayment made	(0.06)	(0.50)		
	Denominator	Finance cost (Excluding interest on Group Inter Corporate Deposits ("ICD")) + Net Loan Repayment (excluding group ICD) made during the year				
(d) Return on Equity Ratio	Ratio		0.11	0.96	-89%	
	Numerator	Earning available to SH	(0.06)	(0.50)		
	Denominator	Average Total Equity	(0.55)	(0.52)		
(g) Trade payables turnover ratio	Ratio		-	-		
	Numerator	Net Purchase	-	-		
	Denominator	Average Trade Payables	0.28	0.25		
(h) Net capital turnover ratio	Ratio		-	-		
	Numerator	Net Sales	-	-		
	Denominator	Net Capital	(0.58)	(0.52)		
(i) Net profit ratio	Ratio		-	-		
	Numerator	PAT	(0.06)	(0.50)		
	Denominator	Total Revenue	-	-		
(j) Return on Capital employed	Ratio		0.10	0.96	-89%	
	Numerator	EBIT	(0.06)	(0.50)		
	Denominator	Capital Employed	(0.58)	(0.52)		
(k) Return on investment	Ratio		-	-		
	Numerator	Income From Investment	-	-		
	Denominator	Cost of Investment	-	-		

AEML INFRASTRUCTURE LIMITED

M V K ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

24 The Company's net worth is fully eroded due to losses incurred. The promoters of the Company have assured to infuse funds as may be required for revival of the Company. Accordingly, the accounts have been prepared on a "Going Concern Basis.

25 **Segment wise Revenue, Results and Capital Employed**
The Company has not commenced its commercial operations hence; there are no separate reportable segments as required under Indian Accounting Standard 108 "Operating Segment" as prescribed under Section 133 of the Companies Act, 2013.

26 Due to outbreak of Covid 19 globally and in India, the Company's management has made assessment of likely adverse impact on business and financials risks on account of Covid 19, and believes that the impact is likely to be short term in nature. The management does not see any medium to long term risks in the Company's ability to continue as a going concern and meeting its liabilities as and when they fall due, and compliances with the debt covenants, as applicable.

As per our attached report of even date

For MVK Associates
Chartered Accountants
Firm Registration No. : 120222W

C.A. R.P. Ladha
Partner
Membership No. : 048195
Place : Mumbai
Date : May 02, 2022

M V K ASSOCIATES ★ MUMBAI ★ CHARTERED ACCOUNTANTS

For and on behalf of the Board of
AEML INFRASTRUCTURE LIMITED

Kandarp Patel
Director
DIN : 02947643
Place : Ahmedabad
Date : May 02, 2022

Rakesh Tiwary
Director
DIN : 06895533

AEML INFRASTRUCTURE LIMITED ★

ANNEXURE-11

Business Plan

Introduction

Adani Electricity Navi Mumbai Limited (AENML) is proposing to secure electricity distribution license for the entire geographically continuous area naming Mulund, Bhandup, part of Thane District, Navi-Mumbai, Panvel, Kharghar, Taloja and Uran as per provisions under Electricity Act, 2003.

The location information brief of the area as follows.

- Thane Navi Mumbai area spreads around 500 sqkm excluding the SGNP (forest)
  - Thane, Mulund & Bhandup – 80 sqkm
  - Navi Mumbai – 420 sqkm
- Of this ,Navi Mumbai Municipal corporation area is 102 sqkm
- This area also few municipal councils like Panvel & Uran

The boundaries of area stretches from Ghodbunder road of Thane in the north to Panvel & Dronagiri in South & South west respectively. To the west is the Mulund & Bhandup area bordered by Sanjay Gandhi National park and the east comprises Navi Mumbai city and Kharghar / Taloja in the far east.

And the area covers multiple planning jurisdiction

- Municipal Corporation of Greater Mumbai (MCGM)
- Thane Municipal Corporation
- Navi Mumbai Municipal Corporation
- CIDCO
- Panvel Municipal Council
- Uran Municipal Council
- Jawaharlal Nehru Port Trust (JNPT)
- Navi Mumbai Special Economic Zone (NMSEZ)
- Maharashtra Industrial Development Corporation (MIDC)

Demography of the area

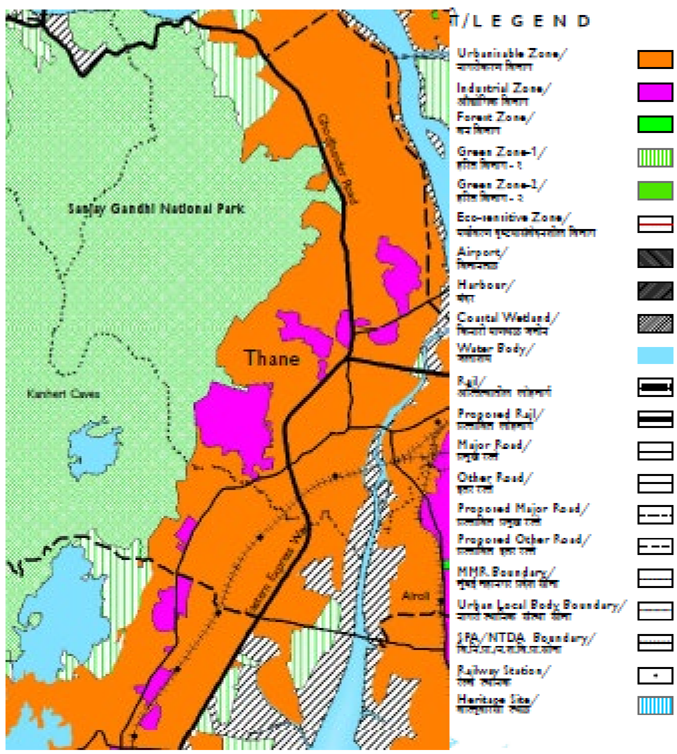
The following table summarizes the demographics of different areas of the proposed license area

Location	Population (Lacs)	Sex ratio	Households (Lacs)
Thane	18.4	888	4.6
Mulund	3.3	830	0.8
Bhandup	2.3	823	0.6
Navi Mumbai	11.2	831	2.8

Source: Census 2011 reports.

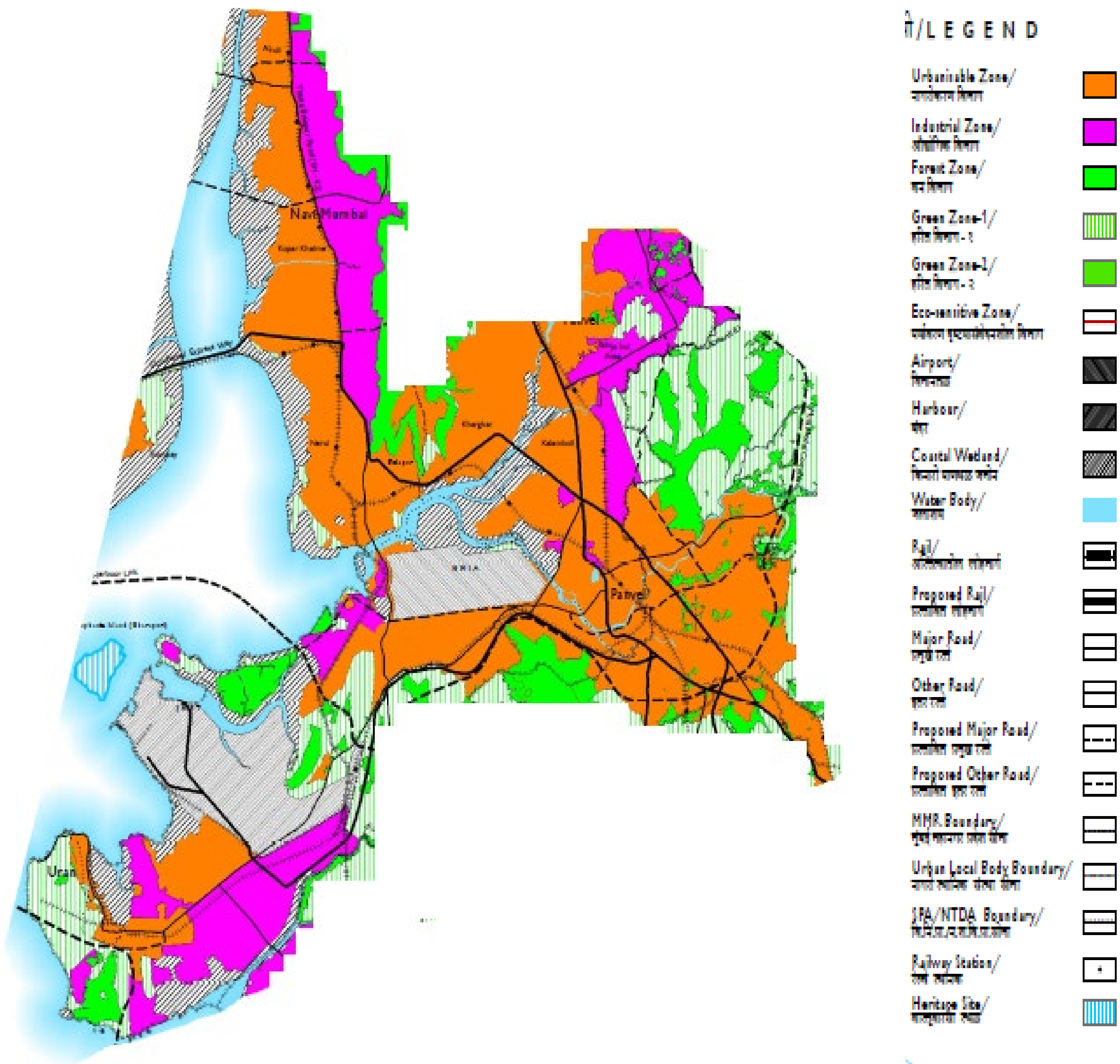
Land use pattern of partial area of Thane and Mulund & Bhandup:

The following is the proposed land use map of the area which hosts multiple zones. The land use is primarily Urbanized zone with the development meant for residential & commercial purposes. And few clusters have been earmarked for industries. Selective areas are falling under green zone forest area.



Source : MMRDA

Land use pattern of Navi Mumbai.



Source : MMRDA

As it is evident areas in the western side of Thane Belapur road is fully urbanized zone with land use meant for residential & commercial purposes, the eastern side of Thane Belapur road is meant for industrial purposes.

Other urbanized zones within area include

- Belapur, Nerul, Khargar, Panvel & Ulwe that have residential & commercial land usage in majority.
- Turbe & Mahape has mix of residential, commercial & industrial usage

- Uran has large industrial component in the land usage
- Taloja has high concentration of industrial land usage

Load Forecasting

For ease of analysis, the following sub-units of the proposed license area used for demand and consumption assessment. This is as per the convention of the administrative units of the incumbent.

Area	Description	Area type
BHANDUP URBAN DIVISION		
Bhandup East	Includes Kanjurmarg (east west area) & Bhandup west partial area	Residential / Commercial
Ishwar Nagar	Includes JVLR area, Naval Dockyard, Nitie, IIT etc.,	Residential / Commercial
Pannalal	Includes Nahur, Runwal	Residential / Commercial
MULUND DIVISION		
Mulund Neelam Nagar	Includes Neelam Nagar, Hariom Nagar, Navghar (Mulund east area)	Residential / Commercial
Mulund Panch Rasta	Includes area of Panchpakadi, Yogi hill & Kisan Nagar	Residential / Commercial
Sarvodaya	Includes area of Sarvodaya, Nirmal lifestyle & Fortis hospital	Residential / Commercial
THANE DIVISION - I		
Gadkari	Includes areas of Thane west (Eternity, Tarangan, Raheja, etc.)	Residential / Commercial
Kisan nagar	Includes areas of Kisan Nagar, Kailash Nagar	Residential / Commercial
THANE DIVISION - II		

Area	Description	Area type
Kopri	Includes areas of Thane east (Kopri , Kharegaon, Manisha Nagar, etc.)	Residential / Commercial
Power House	Includes of Thane west (Old Thane, Civil lines, Uthalsar)	Residential / Commercial
Vikas Complex	Includes areas of Thane west (Rustomjee, Lodha, Vikas complex, Colorchem)	Residential / Commercial
WAGLE ESTATE DIVISION		
Kolshet Urban		
Lokmanya Nagar	Includes Vartak nagar, Shivaji Nagar, Dosti vihar, Pokhran I	Residential / Commercial
Wagle estate	Includes Wagle industrial area	Industrial
NERUL O&M DIVISION		
CBD Belapur	Includes area of Belapur / Ulwe & Airport	Residential / Commercial
Nerul	Includes area of Nerul partial, Sanpada partial, Seawoods	Residential / Commercial
Palm Beach	Includes area of Vashi, Sanpada partial , Nerul partial, Sonkhar, etc	Residential / Commercial
PANVEL URBAN DIVISION		
Kalaomboli	Includes area of Kalamboli, Kamothe & Panvel west	Residential / Commercial
Khargar	Includes complete area of Khagar	Residential / Commercial
Panvel	Includes New panvel , ONGC Panvel & Kalpataru Riverside	Residential / Commercial
Panvel Bhingari	Includes area of Taloja , karanjade, Nawada & Bhungari	Industrial
Uran	Includes area of JNPT/ONGC & Uran town	Industrial
VASHI DIVISION		

Area	Description	Area type
Airoli	Includes east & west areas of Kalwa/Airoli/ Rabale	Industrial/ Residential
KoparKhairane	Includes east & west areas of Mahape, Ghansoli & Koparkairane	Industrial/ Residential
Vashi	Includes east & west areas of Vashi,Kukshet& Turbhe	Industrial/ Residential

The preliminary survey of the complete area reveals the following area wise demand

Estimated Current Peak Demand in MW

Area	EHT	33/22kv	11kv	LT
THANE (U) CIRCLE				
BHANDUP URBAN DIVISION				
BHANDUP EAST SD	0	2	6	46
ISHWAR NAGAR SD	0	3	12	38
PANNALAL SD	0	2	7	38
MULUND DIVISION				
NEELAM NAGAR SD	0	0	0	35
PACH RASTA SD	0	2	6	63
SARVODAY SD	0	0	0	34
THANE DIVISION – I				
GADKARI SD	0	0	0	59
KISAN NAGAR SD	0	1	2	29
KOPRI SD	0	7	25	23
THANE DIVISION - II				
POWER HOUSE SD	0	0	0	47
VIKAS COMPLEX SD	0	1	4	76
WAGLE ESTATE DIVISION				

Estimated Current Peak Demand in MW

Area	EHT	33/22kv	11kv	LT
KOLSHETH URBAN SD	0	5	19	223
LOKMANYA NAGAR SD	0	0	0	59
WAGLE ESTATE SD	0	3	12	33
VASHI CIRCLE				
NERUL O&M DIVISION				
PALM BEACH SD	0	15	18	60
CBD BELAPUR SD	0	2	3	80
NERUL O&M SD	0	1	2	86
PANVEL URBAN DIVISION				
KALAMBOLI SD	0	0	0	107
KHARGAR SD	0	4	5	96
PANVEL SD	0	2	3	70
PANVEL BHINGARI SD	69	60	73	102
VASHI DIVISION				
AIROLI SD	66	34	41	88
KOPARKHAIRANE SD	56	66	81	129
VASHI SD	0	13	16	103

The current peak coincident demand is estimated to be around 1675 MW, The following is the estimated annual consumption in MUs.

Estimated Consumption in MUs

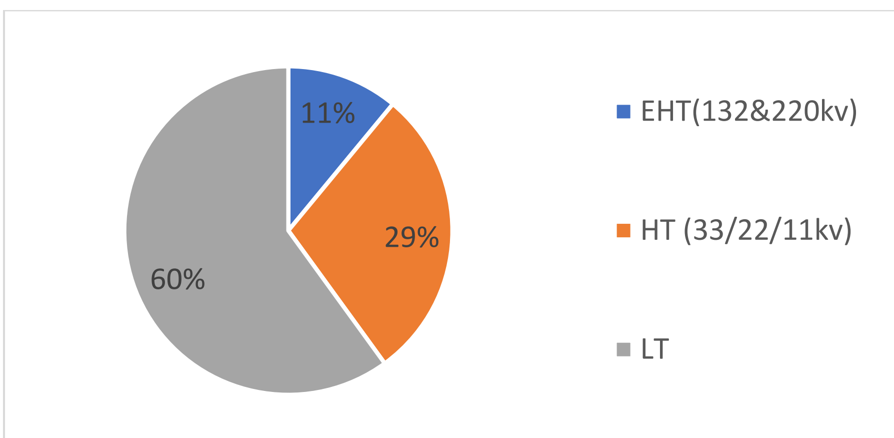
Area	EHT	HT	LT	All
THANE (U) CIRCLE				
BHANDUP URBAN DIVISION				
BHANDUP EAST SD	0	31	140	171
ISHWAR NAGAR SD	0	62	117	179
PANNALAL SD	0	34	116	150
MULUND DIVISION				
NEELAM NAGAR SD	0	0	107	107
PACH RASTA SD	0	32	248	280
SARVODAY SD	0	0	0	74
THANE DIVISION – I				
GADKARI SD	0	0	0	181
KISAN NAGAR SD	0	12	88	100
KOPRI SD	0	133	124	257
THANE DIVISION - II				
POWER HOUSE SD	0	0	0	186
VIKAS COMPLEX SD	0	21	233	254
WAGLE ESTATE DIVISION				
KOLSHETH URBAN SD	0	102	683	784
LOKMANYA NAGAR SD	0	0	0	155
WAGLE ESTATE SD	0	63	101	164
VASHI CIRCLE				
NERUL O&M DIVISION				
PALM BEACH SD	0	142	184	326
CBD BELAPUR SD	0	22	245	267

Estimated Consumption in MUs

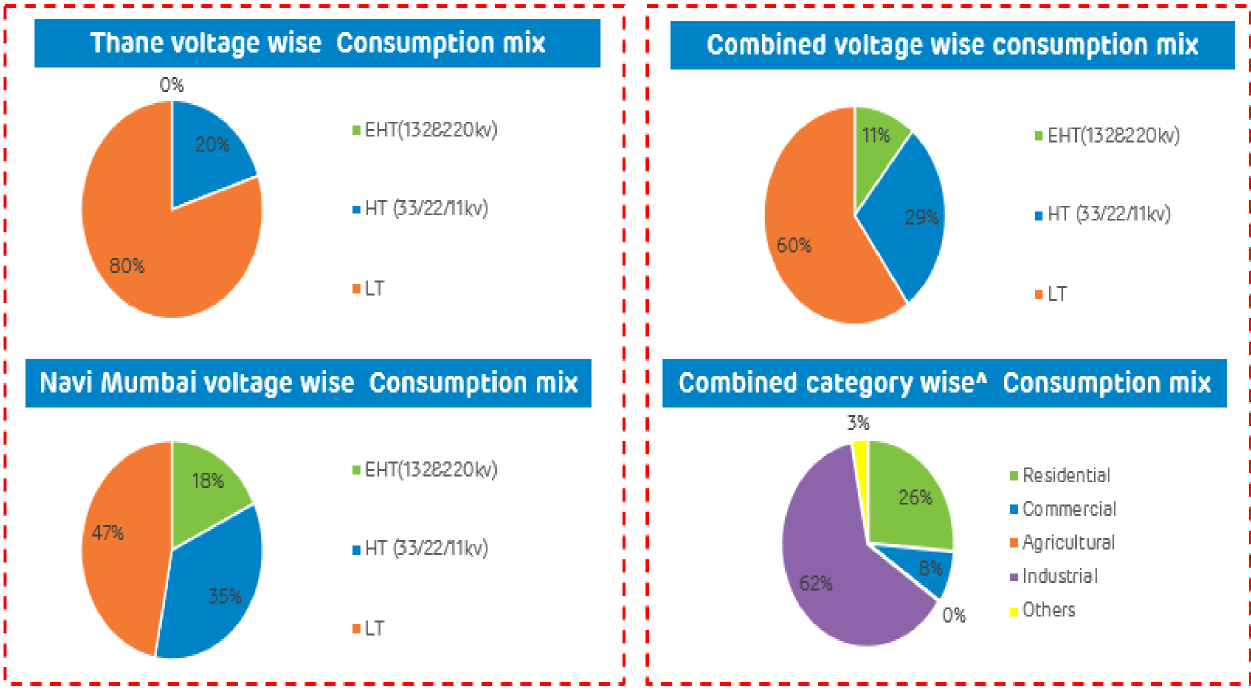
Area	**EHT**	**HT**	**LT**	**All**
NERUL O&M SD	0	12	264	276
PANVEL URBAN DIVISION				
KALAMBOLI SD	0	0	0	327
KHARGAR SD	0	40	296	336
PANVEL SD	0	22	215	237
PANVEL BHINGARI SD	365	575	313	1254
VASHI DIVISION				
AIROLI SD	346	324	347	1017
KOPARKHAIRANE SD	296	636	509	1441
VASHI SD	0	127	406	533

Based on this the derived load factor of the demand profile is expected to be 64%

The following is the resultant breakup of the consumption voltage wise



The following is the area wise pattern



Based on past trend, the input energy and demand has grown at 3.3% CAGR. It is assumed that demand growth is expected to be at 8% CAGR for the next five years due to upcoming heavy loads like data centers, airports etc., Accordingly, the estimated demand & consumption after 5 years are expected to be 2460 MW and 13,800 MUs respectively.

These values along with the assumed market share shall be used for

- ascertaining the demand in our proposed network and
- sizing the network

Process adopted for planning the network

The primary objective for planning the electrical network in the proposed license area has been to provide world class reliability & quality of supply. While the power shall be received from transmission licensee, the downstream is proposed to be distributed across 33kv level, 11kv level & LT level voltages.

Each network element is designed to have redundancy and consumers across different voltages have been provisioned to have alternate backup supply in the event of any disturbance in the normal flow of supply.

In order to achieve the objective and to build a robust network, the following features are planned to be incorporated

- Meet N-1 criteria for all network elements (Transformation level & HT network level and LT network level)
- HT network :
    - Is SCADA / DMS enabled
    - has ring main configuration
    - 100% of RMUs are DMS enabled
- The entire network is underground
- Standardized configuration of
    - Distribution substation centres
    - Customer substation centres
- Standard sizes of cables across multiple voltage levels
- DT sizing – 100 KVA – 1000 KVA depending on the size & load of respective plots
- Multiple network levels are adequately compensated for reactive power
- Network elements designed for optimal loading across all levels
- Standardized metering cubicles
- Consumers meters are smart meter enabled
- Optimal spacing & adequate transformation centres to ensure minimal feeders' length at different voltage level
- Laying the network on proper ducts at adequate depths
- Ensuring that the system is resilient to nature's fury like floods, storms etc.,
- Ensuring the system is designed for safe operations
- Key - assets equipped with condition monitoring systems
- Key assets built with sensors and integrated with IoT systems
- Different protection systems are well coordinated
- Network elements are easily isolatable for safe operations without causing supply interruptions

- Building a robust communication network for real time data collection from smart meters

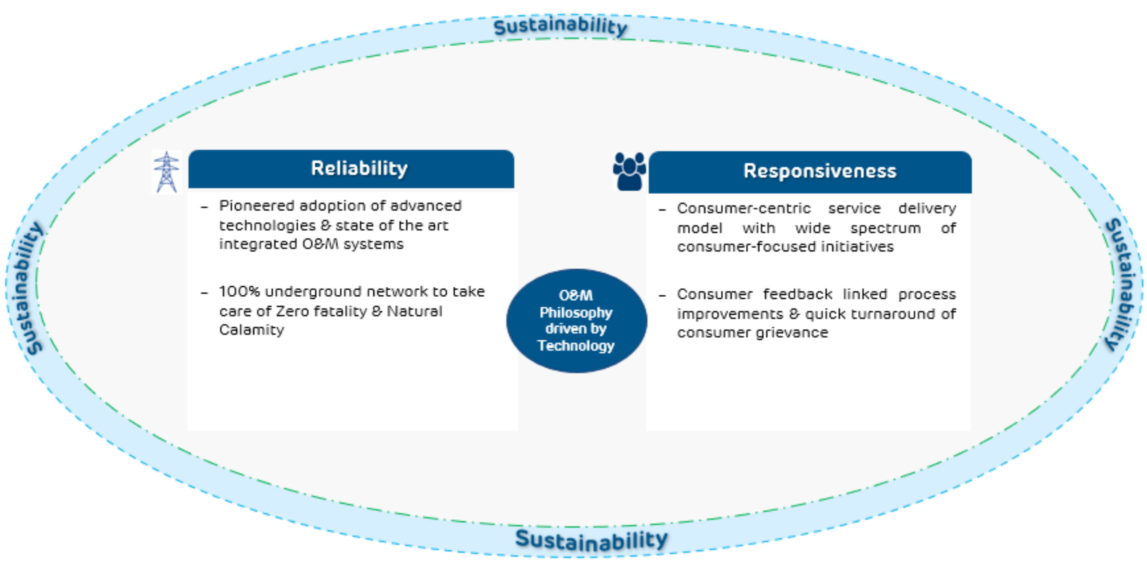
The network design approach adopted ensures reliable power supply through adoption of advanced technologies and start of the art integrated O&M systems

The above approach also ensures the reliability through following in-built design features in network planning

- Adoption of ring network at 33kv level, i.e., 33kv feeders from two different EHV stations for continuity of supply
- Pre-defined logics configured in SCADA-DMS system for quick and safe restoration of supply
- Elimination of manual intervention during tripping
- Stand-by feeder for auto – reenergization and supply
- MESH interconnectivity and auto changeover facility at customers' end

Operation and Maintenance Philosophy

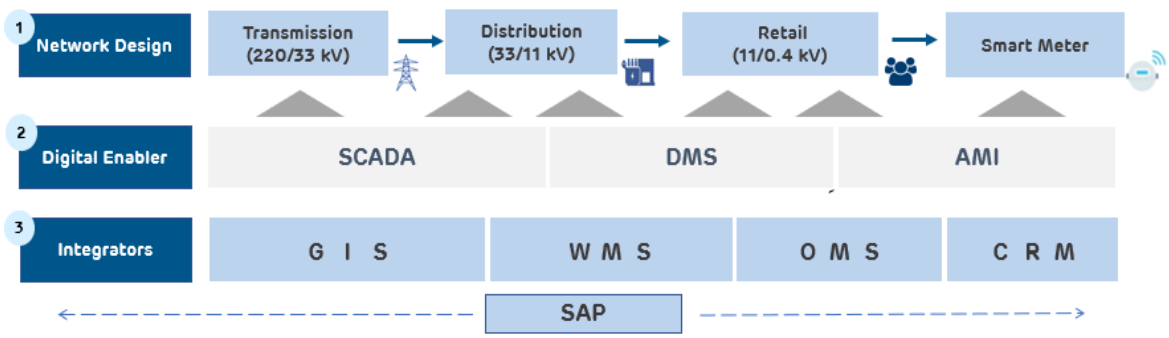
Our Operations & Maintenance philosophy is structured around the triad of Reliability, Responsiveness & Sustainability as shown below.



Each element of this triad as explained in detail as below.

- **Reliability:**

  We shall maintain the reliability of the network by integrating the physical network infrastructure with its digital twin as shown below



Deployment of tightly integrated systems like

- SCADA / DMS
- Advanced metering Infrastructure (AMI)
- Geographical Information System (GIS)
- Workflow management system (WMS_
- Outage management system (OMS) &
- Customer relationship management (CRM)

ensures that the entire network is efficiently operated through safe and secure practices. This also helps in faster response in case of any network disturbance as well as take proactively action through condition-based maintenance and predictive maintenance

SCADA / DMS system

Integrated SCADA/ DMS system shall ensure quick fault isolation and power restoration. This system through a dedicated communication network for reliable and scalable communication shall ensure that hundreds of thousand parameters are measured, monitored, and recorded along with a notification of all real time events and alarms. This shall also ensure effective network planning.

AMI & Smart meters

This system shall ensure automatic meter reading, Remote connect / disconnect, Real time energy audit as well as Peak shaving. Smart meters shall ensure to provide real time information and online services to customers and effective grid management

Integrated GIS / OMS / WMS /SAP systems

GIS shall provide complete spatial visibility of all the assets in the system. Helps precisely pinpoint and track the asset as well as in route planning and efficient operations.

OMS shall help identify asset under breakdown through GIS & IVR system without the field crew visiting the spot and shall act to provide outage intelligence.

WMS shall ensure auto work assignment to the field crew, resource allocation for planned outages and breakdown as well as in optimizing the workflow

SAP system shall ensure efficient operations as well as act as a repository of all outages of each network asset and shall help in performing route cause analysis of all break downs thereby providing deeper insights and take corrective action.

- **Responsiveness**

Our responsiveness to different stakeholders is aided by technology. We intend to deploy the following technology systems for the same.

Systems	How it helps
Mobile App for internal business operations	Mobile app for various field crew improved productivity, manual error reduction; Shall facilitate real time update and tracking / monitoring

Systems	How it helps
Auto work allocation	Auto allocation of jobs based on priority & TAT with skillset mapping Shall help in reduction of carbon footprint as well as in better planning and monitoring of resources
Chatbots	Shall provide customer convenience Also, shall help in reduction of calls at call centers
Digital payment avenues	Integration of payment platforms: E-NACH, Promotion of VDS, UPI Platforms shall ensure ease of payment and customer convenience.
Kiosk Deployment	Shall facilitate Bill pay and services like duplicate bill and no supply complaint through kiosks

- **Sustainability**

  We shall advocate sustainability by maintaining our focus on ESG (Environment, Social & Governance) themes.

  - Environment

    By ensuring that environmentally friendly materials used to the extent possible and by increasing our commitment to increased renewable energy procurement

  - Social

    Be socially responsible by providing reliable electric power supply

  - Governance

    Adopt a strong governance framework with policies

    Having in place rigorous audit and assurance processes

Business Plan

As mentioned in the earlier section, based on the recent past trend, the input energy and demand has grown at 3.3% CAGR. It is assumed that demand growth is expected to be at 8% CAGR for the next five years due to upcoming heavy loads like data centers, airports etc., Accordingly, the estimated demand & consumption after 5 years are expected to be 2460 MW and 13,800 MUs respectively.

The additional energy consumption due to future growth in the next five years works to around 4,500 Mus. While the incumbent's existing market of around 9500 Mus shall remain intact, our endeavor is to capture the future growth load. Accordingly, the network sizing is done for the first years to cater larger extent of 4,500Mus.

Also, while some of the sales is assumed to be done through own network, remaining sales are assumed to be over the incumbent's network through open access subject to incumbent licensee allows to use their network and Hon'ble Commission issue the appropriate protocol.

The following is the assumed path of sales in the first 5 years

	Yr1	Yr2	Yr3	Yr4	Yr5
Sales thru own network in Mus	828	1,188	2,079	2,672	3,152
Sales thru Incumbent's network in Mus	522	972	891	1,108	1,348
Total sales in Mus	1,350	2,160	2,970	3,780	4,500

Also as mentioned earlier in a different section, the estimated demand in different areas as follows.

Estimated Current Peak Demand in MW

Area	EHT	33/22kv	11kv	LT
THANE (U) CIRCLE				
BHANDUP URBAN DIVISION				
BHANDUP EAST SD	0	2	6	46
ISHWAR NAGAR SD	0	3	12	38
PANNALAL SD	0	2	7	38
MULUND DIVISION				
NEELAM NAGAR SD	0	0	0	35
PACH RASTA SD	0	2	6	63

Estimated Current Peak Demand in MW

Area	**EHT**	**33/22kv**	**11kv**	**LT**
SARVODAY SD	0	0	0	34
THANE DIVISION – I				
GADKARI SD	0	0	0	59
KISAN NAGAR SD	0	1	2	29
KOPRI SD	0	7	25	23
THANE DIVISION - II				
POWER HOUSE SD	0	0	0	47
VIKAS COMPLEX SD	0	1	4	76
WAGLE ESTATE DIVISION				
KOLSHETH URBAN SD	0	5	19	223
LOKMANYA NAGAR SD	0	0	0	59
WAGLE ESTATE SD	0	3	12	33
VASHI CIRCLE				
NERUL O&M DIVISION				
PALM BEACH SD	0	15	18	60
CBD BELAPUR SD	0	2	3	80
NERUL O&M SD	0	1	2	86
PANVEL URBAN DIVISION				
KALAMBOLI SD	0	0	0	107
KHARGAR SD	0	4	5	96
PANVEL SD	0	2	3	70
PANVEL BHINGARI SD	69	60	73	102
VASHI DIVISION				
AIROLI SD	66	34	41	88
KOPARKHAIRANE SD	56	66	81	129

Estimated Current Peak Demand in MW

Area	EHT	33/22kv	11kv	LT
VASHI SD	0	13	16	103

Based on the defined assumptions on the market share , the expected load (MW) in different areas as follows.

Estimated load in network (MW)

Area	EHT	33/22kv	11kv	LT
THANE (U) CIRCLE				
BHANDUP URBAN DIVISION				
BHANDUP EAST SD	0	1	3	15
ISHWAR NAGAR SD	0	2	6	13
PANNALAL SD	0	1	3	12
MULUND DIVISION				
NEELAM NAGAR SD	0	0	0	11
PACH RASTA SD	0	1	2	21
SARVODAY SD	0	0	0	11
THANE DIVISION – I				
GADKARI SD	0	0	0	10
KISAN NAGAR SD	0	1	1	10
KOPRI SD	0	2	13	8
THANE DIVISION - II				
POWER HOUSE SD	0	0	0	16
VIKAS COMPLEX SD	0	1	2	25
WAGLE ESTATE DIVISION				
KOLSHETH URBAN SD	0	3	10	73

Estimated load in network (MW)

Area	**EHT**	**33/22kv**	**11kv**	**LT**
LOKMANYA NAGAR SD	0	0	0	19
WAGLE ESTATE SD	0	2	6	11
VASHI CIRCLE				
NERUL O&M DIVISION				
PALM BEACH SD	0	7	9	20
CBD BELAPUR SD	0	1	1	26
NERUL O&M SD	0	1	1	28
PANVEL URBAN DIVISION				
KALAMBOLI SD	0	0	0	35
KHARGAR SD	0	2	3	32
PANVEL SD	0	1	1	23
PANVEL BHINGARI SD	35	30	36	34
VASHI DIVISION				
AIROLI SD	33	17	21	29
KOPARKHAIRANE SD	28	33	40	43
VASHI SD	0	7	8	34

Network Rollout Plan:

Based on the above estimated demand projection network rollout is proposed.

The following key assumptions have been made for designing the network at each voltage level

1. Maximum loading of the assets is restricted to 60%
2. Capacity assumed to handle per 33 kV feeder is 10 MVA
3. Capacity assumed to handle per 11 kV feeder is 3 MVA
4. Average length of 33 kv/22 kv feeder is 10 km

5. Average length of 11kv feeder is 4.5 km

6. Average length of 1km of LT feeder for each 1 MVA DT capacity

Based on these assumptions the BoQ of different network elements is worked out as follows

Area	Power transformation reqd MVA	DT Capacity reqd MVA	Total 33kv cables kms	Total 11kv length km reqd	LT cables reqd km	RMUs reqd
THANE (U) CIRCLE						
BHANDUP URBAN DIVISION						
BHANDUP (E) S/DN.	30	25	35	53	38	70
ISHWAR NAGAR S/DN.	31	21	46	53	32	68
PANNALAL S/DN.	26	21	35	49	31	60
MULUND DIVISION						
NEELAM NAGAR S/DN.	19	19	14	83	29	48
PACH RASTA S/DN.	40	35	35	102	52	94
SARVODAY S/DN.	19	19	14	83	28	47
THANE DIVISION - I						
GADKARI S/DN.	33	33	14	73	49	81
KISAN NAGAR	18	16	25	60	24	43
KOPRI S/DN.	34	13	77	75	19	64
THANE DIVISION - II						
POWER HOUSE S/DN.	26	26	14	89	39	65
VIKAS COMPLEX S/DN.	45	42	25	107	63	110
WAGLE ESTATE DIVISION						
KOLSHETH URBAN S/DN.	139	122	67	224	184	330
LOKMANYA NAGAR	32	32	14	128	49	81
WAGLE ESTATE S/DN.	28	18	25	124	27	60
WASHI CIRCLE						
NERUL O&M DIVISION						
PALM BEACH S/DN.	48	33	25	120	49	105
CBD BELAPUR S/DN.	46	44	25	119	66	113
NERUL O&M DIVISION	49	47	39	121	71	120
PANVEL URBAN DIVISION						
KALAOMBOLI SUB DIVN	59	59	28	158	88	147
KHARGHAR SUB-DIVN.	57	53	39	157	80	139
PANVEL	41	39	25	142	58	99
PANVEL I (BHINGARI)	117	56	88	211	84	232
URAN	30	20	25	133	30	64
WASHI DIVISION						
AIROLI S/DN.	83	48	63	148	73	172
KOPARKHAIRENE S/DN.	138	71	98	198	107	279
WASHI O&M S/DN.	70	57	39	136	85	162
All	1257	968	928	2946	1452	2853

The total investment for the same is Rs.5,717 Cr

And the period wise investment as follows.

Period	1	2	3	4	5	6	7		All
Investment in Rs. Cr	1971	1320	1482	430	514				5717

The network rollout phasing is for covering the entire proposed license area is as below. The whole area shall be ready for catering to Universal Service Obligation (USO) in a phased manner as per the table mentioned below for the loads to be served on low tension i.e. LT Networks. The entries marked as "Y" in the table indicates the period of network roll out in the respective area. The rollout has been planned to start from all corners of the proposed license area in pockets and gradually moving towards the center from all the corners.

Area	Description	Area type	Yr1	Yr2	Yr3	Yr4	Yr5	Yr6	Yr7	Yr8	Yr9	Yr10
BHANDUP URBAN DIVISION												
Bhandup East	Includes Kanjurmarg (east west area) & Bhandup west partial area	Residential / Commercial	Y	Y								
Ishwar nagar	Includes JVLR area, Naval Dockyard, Nitie,IIT etc.,	Residential / Commercial	Y	Y								
Pannalal	Includes Nahur, Runwal	Residential / Commercial	Y	Y								
MULUND DIVISION												
Mulund Neelam nagar	Includes Neelam nagar, Hariom nagar , Navghar (Mulund east area)	Residential / Commercial						Y				
Mulund Panch Rasta	Includes area of Panchpakadi, Yogi hill & Kisan nagar	Residential / Commercial						Y				

Area	**Description**	**Area type**	**Yr1**	**Yr2**	**Yr3**	**Yr4**	**Yr5**	**Yr6**	**Yr7**	**Yr8**	**Yr9**	**Yr10**
Sarvodaya	Includes area of Sarvodaya, Nirmal lifestyle & Fortis hospital	Residential / Commercial						Y				
THANE DIVISION - I												
Gadkari	Includes areas of Thane west (Eternity, Tarangan, Raheja etc)	Residential / Commercial					Y					
Kisan nagar	Includes areas of Kisan nagar, Kailash nagar	Residential / Commercial					Y					
THANE DIVISION - II												
Kopri	Includes areas of Thane east (Kopri , kharegaon, manisha nagar etc.,)	Residential / Commercial					Y					
Power House	Includes of Thane west (Old Thane, Civil lines, Uthalsar)	Residential / Commercial			Y	Y						
Vikas Complex	Includes areas of Thane west(Rustomjee, Lodha, Vikas complex, Colorchem)	Residential / Commercial			Y	Y						
WAGLE ESTATE DIVISION												
Kolshet Urban			Y	Y	Y							
Lokmanya nagar	Includes Vartak nagar, Shivaji nagar, Dosti vihar, Pokhran I	Residential / Commercial				Y						
Wagle estate	Includes Wagle industrial area	Industrial				Y						
WASHI CIRCLE												
NERUL O&M DIVISION												
CBD Belapur	Includes area of Belapur / Ulwe & airport	Residential / Commercial				Y						

Area	Description	Area type	Yr1	Yr2	Yr3	Yr4	Yr5	Yr6	Yr7	Yr8	Yr9	Yr10
Inorbit mall												
Nerul	Includes area of Nerul partial, Sanpada partial, Seawoods	Residential / Commercial				Y						
Palm Beach	Includes area of Vashi,Sanpada partial , Nerul partial, Sonkhar etc	Residential / Commercial				Y	Y					
PANVEL URBAN DIVISION												
Kalaomboli	Includes area of Kalamboli, Kamothe & Panvel west	Residential / Commercial			Y							
Khargar	Includes complete area of Khagar	Residential / Commercial			Y							
Panvel	Includes New panvel , ONGC Panvel & Kalpataru Riverside	Residential / Commercial			Y	Y						
Panvel Bhingari	Includes area of Taloja , karanjade, Nawada & Bhungari	Industrial	Y	Y								
Uran	Includes area of JNPT/ONGC & Uran town	Industrial	Y	Y								
VASHI DIVISION												
Airoli	Includes east & west areas of Kalwa/Airoli/ Rabale	Industrial/ Residential						Y				
KoparKhairane	Includes east & west areas of Mahape, Ghansoli & Koparkairane	Industrial/ Residential					Y					
Vashi	Includes east & west areas of Vashi,Kukshet& Turbhe	Industrial/ Residential				Y	Y					

As far as consumers requiring supply at Extra High Voltage, the USO can be met from day one subject to grant of connectivity by Maharashtra State Transmission Utility (STU).

For the supply at high voltages such as 33 kV and 11 kV, USO readiness will be declared over larger areas than pockets mentioned in above table.

Above proposed rollout may change / alter based on the availability of right of ways, land for substations and outlets from EHV substation of respective Transmission License.

Hon'ble Commission has issued Maharashtra Electricity Regulatory Commission (Approval of Capital Investment Schemes) Regulations, 2022 on 22.07.2022 of which applicability is as under:

> *"1.3 These Regulations shall be applicable to existing and future Generation Businesses/Companies, Transmission Businesses/Licensees, Distribution Businesses/Licensees, State Transmission Utility (STU), Maharashtra State Load Despatch Centre (MSLDC), and their successors [Regulated Power Entities] for approval of Capital Investment, in all matters covered under these Regulations:"* (Emphasis Added)

In view above on grant of Distribution License and Network rollout plan, AENML shall comply with provisions under MERC (Approval of Capital Investment Schemes) Regulations, 2022 and submit Detailed Project Report (DPR) based on above proposed Network rollout plan. On receipt of In-principle approval of Hon'ble Commission, AENML shall execute the works on site.

Once the respective area is ready for addressing USO, the sales shall gradually start building in that area based on the following phasing of asset loading

Period after the respective area is ready for serving USO	Period1	Period2	Period3	Period4	Period 5
Asset Utilization	15%	25%	35%	45%	50%

Accordingly, the expected sales in different phases are as follows

Period	1	2	3	4	5
Own network sales	507	732	1116	1905	2653
Incumbent network sales	843	1428	1854	1875	1847
Total Sales in Mus	1350	2160	2970	3780	4500

At an assumed losses of 5% , the respective period input requirement at T<>D interface is as follows

Year	1	2	3	4	5
Input in Mus	1,421	2,274	3,126	3,979	4,737

Financials

Based on the following key assumptions, the financial statements are derived as below.

Items			**Remarks**
Distribution losses	5	%	
Collection Efficiency	100	%	
Power Purchase Cost	4.0	Rs./ Unit	G<>T interface
Transmission losses	0.27	Rs./ Unit	Inerstate-3.69% ; Maharashtra -3.18%
Transmission Charges	0.88	Rs./ Unit	Maharashtra – 39p & Interstate -49p
O&M Cost per Unit	0.30	Rs./ Unit sales	
Yearly Escalation in O&M	5	%	
Debt	70	%	As per MERC Tariff Regulations
Interest on Debt	9	%	
RoE	21.5	%	Pretax return considered ;
Working Capital			
O&M Exp.	1	Month	
Receivables	2	Month	
Maintenance Spares	0		
Power Purchase Cost	1	Month	
Interest on working capital	9	%	
Depreciation	4.95	%	As per MERC Tariff Regulations
Annual increase on Power purch costs	3	%	

Items			Remarks
Tariff for Billing	5%* discounted of incumbent tariff		

*Only for indicative purpose

Profit & Loss Statement

	Period 1	Period 2	Period 3	Period 4	Period 5
Revenue	643	957	1729	2299	2807
Operating Expenses	504	745	1344	1781	2167
EBIDTA	140	211	384	517	640
Depreciation	130	200	247	270	283
Interest	165	241	287	298	292
PBT	-156	-230	-150	-50	65
Tax	0	0	0	0	0
PAT	-156	-230	-150	-50	65

Cashflow statement

	Period1	**Period2**	**Period3**	**Period4**	**Period5**
Revenues	643	957	1729	2299	2807
[-] Cash Expenses	504	745	1344	1781	2167
[+] Other income	0	0	0	0	0
[-] Interest	165	241	287	298	292
[-] Taxes	0	0	0	0	0
[-] Capex	3,291	1,482	430	514	0
[-] Increase in working capital	64	94	162	205	238
[+]Net Debt Drawdown	2,393	1,162	366	345	-45
[+] Equity infusion	591	841	129	154	0
Net cash flows	-396	396	0	0	65

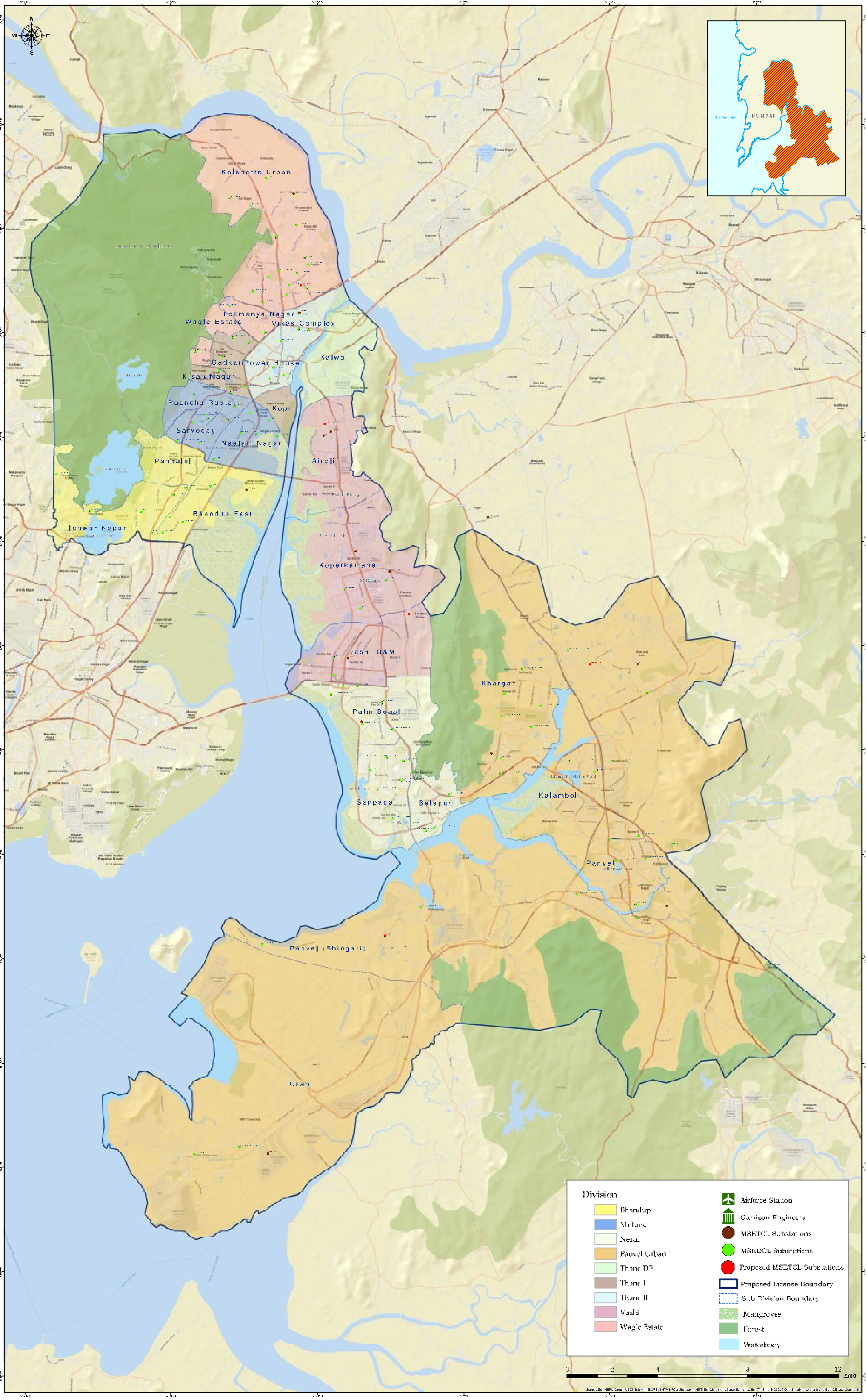
^^ - After netting of non-cash expenses like depreciation against the net debt drawdown

Balance Sheet

	Period1	Period2	Period3	Period4	Period5
Liabilities					
Equity	591	1,432	1,561	1,715	1,715
Reserves & Surplus	-156	-386	-536	-586	-521
Non Current Liabilities					
Long term Borrowings	2,174	3,011	3,065	3,155	2,872
Short term Borrowings	220	480	698	791	824
Current Liabilities					
Sundry Payables	33	49	88	116	141
Total liabilities	**2,862**	**4,586**	**4,876**	**5,191**	**5,031**
Assets					
Non current Asset					
Gross Assets	3,291	4,773	5,203	5,717	5,717
Less Accumulated depreciation	130	330	577	847	1,130
Net assets	3,161	4,443	4,626	4,870	4,587
Current Asset					
Cash Balance	-396	0	0	0	65
Receivables	97	143	250	321	379
Total assets	**2,862**	**4,586**	**4,876**	**5,191**	**5,031**

ANNEXURE-12

PROPOSED LICENSE AREA WITH DIVISION AND SUBDIVISION



ANNEXURE-13

LIST OF CANTONMENT, AERODROME, FORTRESS, ARSENAL, DOCKYARD OR CAMP, ETC IN THE PROPOSED PARALLEL LICENSE AREA

Particulars	Address
Defence establishment:	
Garrison Engineers Bhandup	Garrison Engineers Naval works office ,Naval Civilian Housing colony ,Lal bahadur Shastri marg, Bhandup west, Mumbai, Maharashtra 400078
Airforce base SGNP Yeor hills Thane	Air Force station, Kanheri hills (Yeour), PO- Jekegram, Yeoor, Yeoor Hills, Thane West, Thane, Maharashtra 400071
Garrison Engineers Airforce & Airforce station - Kolshet Thane	Garrison Engineer (AF) Thane, Sandoz Baug, Thane West, Thane, Maharashtra,400607
Central Ordinance Depot	Taloja
Aerodrome:	
Navi Mumbai International Airport Pvt. Ltd	11th Floor, V Times Square Plot 3, Sector 15, CBD Belapur, Navi Mumbai 400614

Adani Electricity Navi Mumbai Limited
"Adani Corporate House", Shantigram,
Near Vaishno Devi Circle, S. G. Highway, Khodiyar,
Ahmedabad 382421
CIN: U40106GJ2018PLC105571

Tel +079 26565555
Fax +079 25555500

ANNEXURE-14

adani

LIST OF LOCAL AUTHORITIES IN THE PROPOSED PARALLEL LICENSE AREA

1. Municipal Corporation of Greater Mumbai (MCGM) – Brihanmumbai Municipal Corporation, Head Quarter, Mahangarpalika Marg, Mumbai 400 001
2. Thane Municipal Corporation – New Administrative Building, Chandan Wadi, Pachpakhadi, Mahapalika Bhavan Road, Thane West, Thane, Maharashtra 400 602
3. Navi Mumbai Municipal Corporation – Ground Floor, Sector-15 A, Palm Beach Junction, CBD Belapur, Navi Mumbai, Maharashtra 400 614
4. CIDCO – CIDCO Bhavan, CBD-Belapur, Navi Mumbai 400 614
5. Panvel Municipal Corporation – Panvel City Municipal Corporation, Panvel, Maharashtra, India 410 206
6. Uran Municipal Council – Taluka Uran, Dist Raigad 400 702
7. Jawaharlal Nehru Port Trust (JNPT) – Jawaharlal Nehru Port Authority, Admin Building, Sheva, Uran, Raigad 400 707
8. Navi Mumbai Special Economic Zone (NMSEZ) – SKIL Infrastructure Limited, SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai 400 023
9. Maharashtra Industrial Development Corporation (MIDC) – Udyog Sarathi, Marol Industrial Area, Mahakali Caves Road, Andheri (East), Mumbai 400 093

Adani Electricity Navi Mumbai Limited
"Adani Corporate House", Shantigram,
Near Vaishno Devi Circle, S. G. Highway, Khodiyar,
Ahmedabad 382421
CIN: U40106GJ2018PLC105571

Tel +079 26565555
Fax +079 25555500

ANNEXURE-15

ICICI Bank

ICICI Bank Advice Receipt

Date: 01 Aug 2022, 16:15:49

Transaction Details

Account Number	:	**039305010313**
Transaction Date	:	**01/08/2022**
Transaction Amount	:	**5,00,000.00**
Debit/Credit	:	**Debit**
Transaction Description	:	**SGBO-0000653730-TXN_MAHARASHTRA ELECTRI**

Note: This is an electronically generated receipt and does not need any signature.

Printed on 01/08/2022 04:15:49 PM IST

ANNEXURE-16

Sr. No	Major Schemes	Capitalised Cost (Rs Crs)	Works Carried Out	Benefits
1	33-22/11 kV Receiving Station Schemes (10-11)	71	1) 33(22)/11kV Receiving Stations commissioned at R.T. Construction and RNA Garden 2) Capacity at existing Nirlon and Cama Receiving stations augmented 3) Proposed Civil works at MHADA Mankhurd, MHADA Sahakar Nagar, Torino, near Police Qtrs, Oberoi Towers and Vinamara site completed 4) 40kms of 33kV cable laid 5) 12kms of 11kV cable laid	1. Due to rearrangement of the loads, existing overloaded power transformers and feeders are relieved. 2. Demand of new consumers is met due to addition of capacity 3. Reliability of the system is improved due to optimized loading of the network and replacement of obsolete switchgear/cables 4. Contributed to the reduction in distribution loss due to reduced loading on feeders.
2	33-22/11 kV Receiving Station Schemes (12-13)	57	1) 33(22)/11kV Receiving Stations commissioned at MHADA Sahakar Nagar and near Police Qtrs 2) Capacity at existing Dahisar Receiving station augmented 3) Civil works at HDIL Chunabhatti and Kalpataru Neo Pharma cancelled due to non-availability of plot 4) 58km of 33kV cable laid 5) 11kms of 11kV cable laid	1. Due to rearrangement of the loads, existing overloaded power transformers and feeders are relieved. 2. Demand of new consumers is met due to addition of capacity 3. Reliability of the system is improved due to optimized loading of the network and replacement of obsolete switchgear/cables 4. Contributed to the reduction in distribution loss due to reduced loading on feeders.
3	11 kV Network Strengthening (12-13)	142	1) 11kV cable laid- 135 km 2) New DT Commissioning - 105 nos 3) PSS commissioning - 30 nos.	1. The existing overloaded transformerss are relieved by commissioning of new DT's 2. Demand of new consumers was met on augmentated network 3. Reliability of the system is improved due to optimum loading on the network and replacement of old DT's and cables 4. Distribution losses reduced due to reduction in loading of feeders and transformers.
4	33-22/11 kV Receiving Station Schemes (13-14)	52	1) 33(22)/11kV Receiving Stations commissioned near Vinamara, Bhayamder and CPWD, Malad 2) Proposed civil work at Natwar Parekh and Royal Palms receiving stations completed 3) Partial Commissioning of 2 DSS (Nahar and Torino) completed. Nahar DSS commissioned with system released transformers 4) 42kms of 33kV cable laid 5) 13kms of 11kV cable laid	1. Due to rearrangement of the loads, existing overloaded power transformers and feeders are relieved. 2. Demand of new consumers is met due to addition of capacity 3. Reliability of the system is improved due to optimized loading of the network and replacement of obsolete switchgear/cables 4. Contributed to the reduction in distribution loss due to reduced loading on feeders.
5	LT Mains (2015-16)	70	1) LT mains cable laid-234km 2) LT Pillar commissioned-1738 Nos	1. Supply to new consumers could be released due to availability of margin on LT network 2. Reliability of the system is improved due to optimum loading and availability of margin on the LT network 3. Over loaded distribution transformers (DT) are relieved due to load balancing 4. Distribution losses reduced due to reduced loading of the LT cables and DT's 5. Safety of staff and public due to replacement of corroded LT Pillars
6	11kV Network Strengthening 2016-17_IMP	82	1) 11kV Cable laying - 97kms 2) New DT Commissioning - 19 nos 3) PSS commissioning - 14 nos. 4) Dry type RMU commissioned - 144nos.	1. The existing overloaded transformers are relieved by commissioning of new DT's 2. Reliability of the system is improved due to optimum loading on the network and replacement of old DT's and cables 3. Distribution losses reduced due to reduction in loading of feeders and transformers.

Sr. No	Major Schemes	Capitalised Cost (Rs Crs)	Works Carried Out	Benefits
7	Services (2016-17)_TGS	71	1) Laying of new LT Cables - 287kms 2) Installation of LT Pillars, Fuse units, SFU, etc	1. Supply to new consumers released by laying of service network. 2. Increase of the revenue from new sales
8	Technical Intervention for Loss Reduction	41	1) Commissioned of 753 Theft Proof Pillar and Piranha Pillars 2) Commissioning of 9220 Theft Aversion Boxes	Distribution Loss reduction and improved safety of public at large
9	LT Mains (2017-18)_IMP	17	1) LT Mains Cable - 102kms 2) LT Pillars - 526 nos.	1. Supply to new consumers could be released due to availability of margin on LT network 2. Reliability of the system is improved due to optimum loading and availability of margin on the LT network 3. Over loaded distribution transformers (DT) are relieved due to load balancing 4. Distribution losses reduced due to reduced loading of the LT cables and DT's 5. Safety of staff and public due to replacement of corroded LT Pillars
10	Services (2017-18)_TGS	62	1) Laying of new LT Cables - 244kms 2) Installation of LT Pillars, Fuse units, SFU, etc	1. Supply to new consumers released by laying of service network. 2. Increase of the revenue from new sales
11	Street Light (2017-18)_IMP	10	1) No. of New street light poles commissioned (nos)-2221 2) No. of New Lanterns installed (nos)-1852 3) Length of Cable Laid - 50kms	Street Lighting is obligatory service as a distribution utility as per MCGM/MBMC requirements
12	Services (2018-19)_TGS	88	1) Laying of new LT Cables - 254kms 2) Installation of LT Pillars, Fuse units, SFU, etc	1. Supply to new consumers released by laying of service network. 2. Increase of the revenue from new sales
13	Street Light (2018-19)_TGS	13	1) No. of New street light poles commissioning (nos)-1781 2) Length of Cable - 64kms	Street Lighting is obligatory service as a distribution utility as per MCGM/MBMC requirements
14	Street Light (2018-19)_IMP	8	1) No. of street light poles replaced-2065 2) Length of Cable replaced - 45kms	Street Lighting is obligatory service as a distribution utility as per MCGM/MBMC requirements
15	Metering - New Supply Schemes (2019-20)	9	No. of new energy meters commissioned for release of new supply - 42385	Metering for release on new supply
16	Metering - Improvement Schemes (2019-20)	21	No. of new energy meters commissioned for replacement of defective met	Replacement for faulty meters and accuate meter reading
17	Street Light (2019-20)_TGS	12	- No. of New street light poles commissioning (nos)-2174 - Length of Cable - 76kms	Street Lighting is obligatory service as a distribution utility as per MCGM/MBMC requirements
18	Street Light (2019-20)_IMP	8	- No. of street light poles replaced-1137 - Length of Cable replaced - 65kms	Street Lighting is obligatory service as a distribution utility as per MCGM/MBMC requirements
19	33-22/11 kV Receiving Station Schemes (11-12)	75	1) Augmentation of capacity - 2 nos. Power Transformers - MMRDA DSS - Completed - Ambivali DSS - Completed 2) Commissioning of new DSS -2 nos. - Heritage DSS - Completed - Dindoshi (Gokuldham) DSS - Completed 3) Construction of 2 nos. of DSS buildings-Completed - Pali - Dahisar 4) Replacement of 33kV Old Cables completed - 15kM	1. Due to rearrangement of the loads, existing overloaded power transformers and feeders are relieved. 2. Demand of new consumers is met due to addition of capacity 3. Reliability of the system is improved due to optimized loading of the network and replacement of obsolete switchgear/cables 4. Contributed to the reduction in distribution loss due to reduced loading on feeders.
20	11kV Network Strengthening (2013-14)	153	- 11kV Cable laying - 131kms - New DT Commissioning - 124 nos - PSS commissioning - 53 nos.	1. The existing overloaded transformers are relieved by commissioning of new DT's 2. Reliability of the system is improved due to optimum loading on the network and replacement of old DT's and cables 3. Distribution losses reduced due to reduction in loading of feeders and transformers.

Sr. No	Major Schemes	Capitalised Cost (Rs Crs)	Works Carried Out	Benefits
21	11kV Network Strengthening (2014-15)	157	-11kV cable laid- 130 km -DT commissioned -109 Nos -PSS commissioned- 82 Nos	1. The existing overloaded transformers are relieved by commissioning of new DT's 2. Reliability of the system is improved due to optimum loading on the network and replacement of old DT's and cables 3. Distribution losses reduced due to reduction in loading of feeders and transformers.
22	Additional Rec-Stn DPR (14-15)	49	1) Commissioning of 5 new DSS - Vijay Associates - Completed - Borosil, Marol - Completed - Motilal Nagar, BKC - Kalanagar DSS augmented to meet increasing load in the area, as Motilal Ngr DSS land access was not provided by the occupants on the way. - Patel Engg, Jogeshwari - Not Started as plot is not available - Pali, Bandra - Completed 2) Construction of 5 new DSS Building - ESIS, MIDC - Completed - Khar - Completed - Malad - Completed - MHADA, Kandivali (W) - Works could not be started as plot not available - Makers - Completed	1. Due to rearrangement of the loads, existing overloaded power transformers and feeders are relieved. 2. Demand of new consumers is met due to addition of capacity 3. Reliability of the system is improved due to optimized loading of the network and replacement of obsolete switchgear/cables 4. Contributed to the reduction in distribution loss due to reduced loading on feeders.
23	33-22/11kV Receiving Stations (2015-16)	41	1) Commissioning of 2 new DSS - Natwar Parekh - Completed - Infra Venture, Ghatkopar - Not Started as plot is not available 2) Partial Commissioning of 1 new DSS (only 11kV swg) - Jangid, Bhayander - Not Started as plot is not available 3) Construction of 1 new DSS Building - Kinjal, Bhayander - Not Started as plot is not available 4) Augmentation of 1 existing DSS - Juhu DSS augmented with system released transformer 5) Replacement of Obsolete 33kV, 22kV cables - 20kM	1. Due to rearrangement of the loads, existing overloaded power transformers and feeders are relieved. 2. Demand of new consumers is met due to addition of capacity 3. Reliability of the system is improved due to optimized loading of the network and replacement of obsolete switchgear/cables 4. Contributed to the reduction in distribution loss due to reduced loading on feeders.
24	11kV Network Strengthening (2015-16)	165	-11kV cable laid - 156km - DT commissioned - 60 Nos - PSS commissioned - 88 Nos	1. The existing overloaded transformers are relieved by commissioning of new DT's 2. Reliability of the system is improved due to optimum loading on the network and replacement of old DT's and cables 3. Distribution losses reduced due to reduction in loading of feeders and transformers.
25	11kV Network Strengthening 2017-18_IMP	90	- 11kV Cable laying - 56kms - New DT Commissioning - 24nos - PSS commissioning - 17 nos. - Dry type RMU commissioned - 252nos.	1. The existing overloaded transformers are relieved by commissioning of new DT's 2. Reliability of the system is improved due to optimum loading on the network and replacement of old DT's and cables 3. Distribution losses reduced due to reduction in loading of feeders and transformers.

Sr. No	Major Schemes	Capitalised Cost (Rs Crs)	Works Carried Out	Benefits
26	33-22/11kV Receiving Stations (2018-19)_TGS	21	2 Power Transformer commissioned at NESCO DSS	1. Due to rearrangement of the loads, existing overloaded power transformers and feeders are relieved. 2. Demand of new consumers is met due to addition of capacity 3. Reliability of the system is improved due to optimized loading of the network and replacement of obsolete switchgear/cables 4. Contributed to the reduction in distribution loss due to reduced loading on feeders.
27	11kV Network Strengthening 2018-19_IMP	126	- 11kV Cable laid - 106kms - New DT Commissioned- 63 nos - Dry type RMU Installed - 176 Nos	1. The existing overloaded transformers are relieved by commissioning of new DT's 2. Reliability of the system is improved due to optimum loading on the network and replacement of old DT's and cables 3. Distribution losses reduced due to reduction in loading of feeders and transformers.
28	LT Mains (2018-19)_TGS	29	- LT Mains Cable - 63kms - LT Pillars - 186 nos.	1. Supply to new consumers could be released due to availability of margin on LT network 2. Reliability of the system is improved due to optimum loading and availability of margin on the LT network 3. Over loaded distribution transformers (DT) are relieved due to load balancing 4. Distribution losses reduced due to reduced loading of the LT cables and DT's 5. Safety of staff and public due to replacement of corroded LT Pillars
29	LT Mains (2018-19)_IMP	32	- LT Mains Cable - 111kms - LT Pillars - 557 nos.	1. Supply to new consumers could be released due to availability of margin on LT network 2. Reliability of the system is improved due to optimum loading and availability of margin on the LT network 3. Over loaded distribution transformers (DT) are relieved due to load balancing 4. Distribution losses reduced due to reduced loading of the LT cables and DT's 5. Safety of staff and public due to replacement of corroded LT Pillars
30	LT Mains (2019-20)_TGS	32	- LT Mains Cable - 63kms - LT Pillars - 256 nos.	1. Supply to new consumers could be released due to availability of margin on LT network 2. Reliability of the system is improved due to optimum loading and availability of margin on the LT network 3. Over loaded distribution transformers (DT) are relieved due to load balancing 4. Distribution losses reduced due to reduced loading of the LT cables and DT's 5. Safety of staff and public due to replacement of corroded LT Pillars
31	LT Mains (2019-20)_IMP	85		1. Supply to new consumers could be released due to availability of margin on LT network 2. Reliability of the system is improved due to optimum loading and availability of margin on the LT network 3. Over loaded distribution transformers (DT) are relieved due to load balancing 4. Distribution losses reduced due to reduced loading of the LT cables and DT's 5. Safety of staff and public due to replacement of corroded LT Pillars
		1887		

Exhibit-II

सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

RoC Bhavan, Opp Rupal Park Society Behind Ankur Bus Stop, Ahmedabad, Gujarat, India, 380013

Certificate of Incorporation pursuant to change of name

[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): U40106GJ2018PLC105571

I hereby certify that the name of the company has been changed from AEML INFRASTRUCTURE LIMITED to ADANI ELECTRICITY NAVI MUMBAI LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name AEML INFRASTRUCTURE LIMITED.

Given under my hand at Ahmedabad this Twenty first day of October two thousand twenty-two.

DS DS
MINISTRY OF
CORPORATE
AFFAIRS 05 01

RAMESH CHANDRA MISHRA

Registrar of Companies

RoC - Ahmedabad

Mailing Address as per record available in Registrar of Companies office:

ADANI ELECTRICITY NAVI MUMBAI LIMITED

Adani Corporate House, Shantigram,, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Ahmedabad, Gujarat, India, 382421

M/s VIRAL DARJI AND ASSOCIATES
Chartered Accountant

CERTIFICATE
TO WHOMSOEVER IT MAY CONCERN

We hereby certify that the Net Worth of Adani Transmission Limited at the close of the below mentioned financial years / period is as under: -

(Rs. in Cr.)

Name of the Company	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2020
Adani Transmission Limited	11,006.50	10,022.86	9,561.09

The Net worth has been calculated in accordance with Indian Accounting Standards (IndAS) and detailed as per attached **Appendix**.

This certificate is issued on the basis of books of accounts and other information and explanation provided to us and document submitted to us, which we have relied upon.

This certificate is issued on the request of client and we owe no liability either financial or otherwise to anyone in respect of this certificate expect our client.

For, M/s VIRAL DARJI AND ASSOCIATES
Chartered Accountants
(Registration Number: 151022W)

D.V. Darji

M/s. VIRAL DARJI AND ASSOCIATES * CHARTERED ACCOUNTANTS * AHMEDABAD M. No. 138011 F.R.No. 151022W

VIRAL DARJI
Proprietor
Membership Number: 138011
UDIN No : 22138011ANUGYR8075

Date : 28.07.2022
Place: AHMEDABAD

14 FF/C, Haridham Enclave, B/H Raison Petrol Pump, Raison, Gandhinagar
E mail: viraldarji14@gmail.com, M. No: +91 9824897127

M/s VIRAL DARJI AND ASSOCIATES
Chartered Accountant

APPENDIX

Statement of Computation of Net Worth of Adani Transmission Limited

(Rs. in Cr.)

Particulars	**As at 31 March, 2022**	**As at 31 March, 2021**	**As at 31 March, 2020**
Assets - Current & Non Current	47,464.11	43,233.58	39,711.19
Less :Current liabilities	5,656.68	6,417.07	5,381.94
Less: Non Current Liabilities	30,800.93	26,793.65	24,768.16
Total Liabilities	36,457.61	33,210.72	30,150.10
Total Networth	11,006.50	10,022.86	9,561.09

M/s. VIRAL DARJI AND ASSOCIATES
AHMEDABAD
M. No. 138011
F.R. No. 131022W
CHARTERED ACCOUNTANTS

14 FF/C, Haridham Enclave, B/H Raison Petrol Pump, Raison, Gandhinagar
E mail: viraldarji14@gmail.com, M. No: +91 9824897127

Exhibit-IV

M/s VIRAL DARJI AND ASSOCIATES
Chartered Accountant

Certificate

TO WHOMSOEVER IT MAY CONCERN

We hereby certify that the Internal Resource Generation of Adani Transmission Limited for the below mentioned financial years is as under,

(Rs in Crores)

Name of the Company	FY 22	FY 21	FY 20
Adani Transmission Limited	1,588.5	1,769.3	2,682.8

The Internal Resource Generation has been calculated based on financials prepared in accordance with the Indian Accounting Standards (Ind AS) and is detailed as under:

Statement of Computation of Internal Resource Generation of Adani Transmission Limited.

Particulars	FY 22	FY 21	FY 20
Profit after Tax	1,235.8	1,289.6	706.5
Add:			
Depreciation & Amortisation	1,427.2	1,328.9	1,174.0
Decrease in working capital (excluding Cash and Bank Balances)			1,272.9
Any other Non-Cash Expenditure (including deferred tax)	18.3	27.1	27.7
Less:			
Scheduled loan payments	470.4	342.4	498.0
Increase in working capital (excluding Cash and Bank Balances)	564.2	531.8	
Any other Non-Cash Income (Including deferred tax)	58.2	2.1	0.3
Internal Resource Generation	1,588.5	1,769.3	2,682.8

M/s. VIRAL DARJI AND ASSOCIATES
AHMEDABAD
M. No. 138011
CHARTERED ACCOUNTANTS

This certificate is issued on the basis of books of accounts and other information and explanation provided to us and document submitted to us, which we have relied upon

14 FF/C, Haridham Enclave, B/H Raison Petrol Pump, Raison, Gandhinagar
E mail: viraldarji14@gmail.com, M. No: +91 9824897127

M/s VIRAL DARJI AND ASSOCIATES
Chartered Accountant

This certificate is issued on the request of client and we owe no liability either financial or otherwise to anyone in respect of this certificate expect our client

For, M/s VIRAL DARJI AND ASSOCIATES
Chartered Accountants
(Registration Number: 151022W)

D.V. Darji

M/s. VIRAL DARJI AND ASSOCIATES
AHMEDABAD
M. No. 138011
F.R.No. 151022W
CHARTERED ACCOUNTANTS

VIRAL DARJI
Proprietor
Membership Number: 138011
UDIN No : 22138011ANUHBK3314

Date : 28.07.2022
Place: AHMEDABAD

Exhibit-V

AXIS BANK

Exhibit-V

Sr. No : SC 166674

Ref: AXISB/CBBAHD/2022-23/934 **Date: 30.07.2022**

SOLVENCY CERTIFICATE

To,
The Secretary,
Maharashtra Electricity Regulatory Commission,
13th Floor, Centre No. 1, World Trade Centre,
Cuffe Parade,
Mumbai 400 005

This is to certify that to the best of our knowledge and information, **M/s Adani Transmission Limited**, incorporated under the Companies Act, 1956 with Corporate Identification No.L40300GJ2013PLC077803 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat, 382421, a customer of our bank, is a reputed Company with good financial standing and can be treated as solvent to the extent of Rs.3500.00 Crores (Rupees Thirty Five Hundred Crore Only).

It is clarified that this information is furnished without any risk or responsibility on our part in any respect whatsoever more particularly either as guarantor or otherwise.

This certificate has been issued at the specific request of the customer.

For, AXIS BANK LTD

Authorized Signatory

Prashant Singh Thakur
SS No 5500

For, AXIS BANK LTD

AXIS BANK LTD. CORPORATE BANKING BRANCH AHMEDABAD

Authorized Signatory

Anurag Tiwari
SS No - 4864.

Exhibit-VI

India Ratings & Research
A Fitch Group Company

India Ratings Affirms Adani Transmission at 'IND AA+'/Stable and CP at 'IND A1+'; Rates Bank Facility

01

FEB 2022

By Divya Charen C

India Ratings and Research (Ind-Ra) has affirmed Adani Transmission Limited's (ATL) Long-Term Issuer Rating at 'IND AA+'. The Outlook is Stable. The instrument-wise rating actions are as follows:

Instrument Type	Date of Issuance	Coupon Rate (%)	Maturity Date	Size of Issue (million)	Rating	Rating Action
Commercial paper (CP)	-	-	Up to 12 months	INR10,000	IND A1+	Affirmed
Working capital facility	-	-	-	INR6,000	IND AA+/Stable	Assigned

Analytical Approach: To arrive at the ratings, Ind-Ra continues to consolidated ATL's transmission business and has considered equity support or cash flow commitment for its subsidiary, Adani Electricity Mumbai Limited (AEML; 'IND AA+'/Stable; holds 74.9%). According to ATL, no equity support is required for AEML, and the same has been assumed in Ind-Ra's analysis.

KEY RATING DRIVERS

Stable Revenue Potential: ATL's transmission business continues to have a strong revenue profile with the revenue being governed by a predictable regulatory regime or contracts signed under tariff-based competitive bidding. Its revenue is availability based and does not depend on the quantum of energy flowing through the transmission network. The transmission business provides a little over 90% EBITDA margin. About 45% of the current transmission assets have regulated tariff; this will increase to 58% post 2025 on commissioning the proposed high voltage double circuit (HVDC) project to improve supply to Mumbai region (license approval pending from Maharashtra Electricity Regulatory Commission). Central and Maharashtra Electricity Regulatory Commissions have demonstrated consistency in their regulations and timeliness in finalising tariff orders. Maharashtra Eastern Grid Power Transmission Company Limited (MEGPTCL, 'IND AA+'/Stable) has received a favourable order from Appellate Tribunal for Electricity in FY22 which will lead to a tariff realisation of INR11.86 billion in FY24 and beyond.

Comfortable Credit Metrics: In 1HFY22, the consolidated net leverage (net debt/EBITDA) reduced to 4.85x (FY21: 5.5x; FY20: 4.27x) and the net interest coverage (net interest expenses/EBITDA) increased to 3.1x (2.9x; 2.4x), led by an increase in the revenue recognised to INR18.3 billion (INR31.2 billion; INR27.9 billion). The leverage is likely to increase, although remain comfortable, during the construction period of the balance 10 assets that are under development.

Liquidity Indicator – Adequate: For the transmission business, the total cash level was INR14.3 billion (including debt service reserve) at 1HFYE22 (1HFYE21: INR12.8 billion). ATL expects an overall equity contribution of about INR30 billion for capex during 4QFY22-FY25 compared to the annual free cash available for capex of more than INR14 billion-15 billion over the same period. This excludes any dividend from AEML. While the collections for interstate transmission assets had been impacted by COVID-19-related disruptions, the collection ramped up quickly post the relaxation of lockdown norms. Payments for intrastate assets in Maharashtra and Rajasthan have been regular in FY22. The liquidity scheme for distribution companies also supported the collections during FY21-FY22. At 1HFYE22, the receivable days stood at 57 (FYE21: 51). There are no refinancing requirements until FY27. The annual debt service coverage ratio for the transmission business is likely to be at least 1.40x during FY22-FY25.

Given the regular payments from counterparties, ATL is not planning to use the CPs in the near term and even when CPs are accessed, they will be backed by working capital limits. ATL continues to generate cash at the obligor group and receive surplus distribution from subsidiaries. ATL has working capital facilities (INR11.0 billion in ATL, INR1.0 billion in Adani Transmission (India) Limited (ATIL, 'IND AA+'/Stable) and INR1.0 billion in MEGPTCL. As on 31 December 2021, ATL reported fund-based and non-fund-based utilisation of INR2.69 billion and INR3.11 billion, respectively. As on 31 December 2021, ATIL and MEGPTCL reported fund-based utilisation of INR0.99 billion and INR0.70 billion, respectively.

Expansion-related Risk: ATL continues to win new transmission projects through competitive bidding, acquire operating transmission projects and explore opportunities in the distribution business. ATL plans to incur a capex of INR35 billion-50 billion per annum over the near term. The equity requirement for under-construction transmission projects will be INR14 billion-15 billion on an ongoing basis and is likely to be mostly generated from internal accruals and dividend from AEML. ATL has confirmed that the expansion will be funded through internal accruals and additional equity issuances, if required. ATL may depend on temporary arrangements in the interim, such as using the unsecured perpetual securities (UPS) raised for buying AEML. The UPS outstanding at the ATL level was about INR29.7 billion at 1HFYE22 (FYE21: INR28.3 billion; FYE20: INR32.8 billion). Ind-Ra expects ATL to maintain adequate equity visibility to part fund any new capex, and the absence of same could lead to a rating review.

ATL has commissioned four assets with a total asset base of INR29.6 billion in FY22 and expects to commission another three assets by 1QFY23. ATL has 10 project which are under-construction/ development (including HVDC). ATL has completed debt tie-up for all assets except for the three assets won during FY22. The HVDC project in Maharashtra, at a cost of about INR70 billion, has to be completed within four years from the receipt of transmission license in March 2021. According to ATL, no equity investment in AEML has been considered as AEML has sufficient funds to meet the equity requirement for its capex. The dividends from AEML might be received by ATL, which will further improve the funds for meeting capex.

Moderate Debt Structure: ATL's transmission business had a long-term debt of about INR157.9 billion and short-term facilities of INR4.4 billion at end-December 2021. ATL Obligor Group (ATLOG) had a long-term debt of INR70.8 billion (US dollar-denominated) at ATL's level at end-December 2021. Except for USD500 million (about INR37.2 billion) in ATL with a maturity in FY27, the debt is fully amortising with no bullet maturities. The US dollar denominated debt of INR104.4 billion has a fixed interest rate and is predominantly hedged for the currency risk for various tenors. The debt structure in ATL and its subsidiaries generally features debt/interest service reserve, dividend lock-up covenant and waterfall mechanism. The project life coverage ratio is likely to be above 1.40x in FYE22, given the proposed increase in regulated asset base by implementing the HVDC project.

Change in ATLOG Credit Neutral: ATL has proposed to change the structure of ATLOG such that ATL is excluded from the obligor group. As on 31 December 2021, ATLOG consisted of ATL, ATIL and MEGPTCL and had long-term US dollar-denominated debt INR70.8 billion (USD952.5 billion). ATL has proposed that its shareholding in ATIL and MEGPTCL will be transferred to Adani Transmission Step-One Limited (ATSOL) and the obligor group will contain ATSOL, ATIL and MEGPTCL. ATL will guarantee the obligations of ATSOL. These developments are credit neutral, as ATL's rating is not critically dependent on the covenants of ATLOG.

ATLOG's dollar bonds include a debt service coverage covenant of 1.10x. Being part of ATLOG, ATL is required to maintain three months' capex needs for ATL's under-construction projects in ATLOG's liquidity reserve account. After the change in ATLOG, the requirement to maintain three months' capex will apply only for any maintenance capex in ATIL and MEGPTCL and not for the entire group. ATSOL will have to maintain three months' capex requirement of ATIL and MEGPTCL. The waterfall mechanism operating in ATLOG for the rated debt ensures that cash flows from ATIL and MEGPTCL are available for servicing the rated debt before being invested in new projects or being used for any other purpose, after complying with the defined financial covenants.

Self-Insurance Reserve: ATL has opted for the concept of self-insurance reserve for transmission lines in 11 operational assets bid under the tariff-based competitive bidding route. This reserve has been created at ATL's level and only for the transmission lines, while sub-stations, associated cable connectivity and other capital equipment have been covered comprehensively under third-party insurance policies. ATL had created a reserve of INR186 million (equivalent to 0.30% of replacement value of transmission lines covered) as of 30 September 2021, and the same shall be increased to ultimately create a reserve equivalent to 0.50% of the replacement value of transmission lines covered. In case the self-insurance reserve is dipped into, ATL has to replenish the same. Transmission assets get the benefit of deemed availability in case affected by force majeure events, thus allowing for a continuous revenue recovery as long as the damaged assets are restored in a reasonable time. Historically, there has n0t been major incidents in ATL's transmission lines requiring substantial capex. Ind-Ra will monitor any addition of assets in a difficult or vulnerable terrain which could lead to any significant adhoc expenditure.

Increase in Intrastate Exposure May Increase Counterparty Risk: The revenue share of interstate and intrastate assets is 53% and 47%, respectively. The revenue share of intrastate assets is likely to increase to 48% in FY23 and above 60% in FY26 (on commissioning HVDC project in 2025). Intrastate counterparties are majorly discoms in Maharashtra, Uttar Pradesh (UP) and Rajasthan. The intrastate assets in Maharashtra have not experienced delays in payments 2016 onwards and the financial profile of

Maharashtra State Electricity Distribution Limited, having the highest share in intrastate assets, is also moderate. The working capital requirement in Ghatampur Transmission Limited and Obra C Badaun Transmission Limited may arise if UP discoms delay payments; ATL has also availed a one-year moratorium post the scheduled commercial operations date for these assets, thus enabling higher liquidity immediately after commissioning. In 9MFY22, ATL won three transmission assets through reverse bidding; the assets comprise two interstate and one intrastate projects with an estimated cost of INR14.0 billion and INR12.0 billion, respectively. Ind-Ra will review the impact of any deterioration in the payment profile or financial profile of the counterparties that account for over 25% of the revenue.

RATING SENSITIVITIES

Negative: One or more of the following events could lead to a negative rating action:
- ATL's leverage exceeding 5.5x on a sustained basis
- significant deterioration in ATL's consolidated credit profile due to any acquisition and delays/cost overrun in under construction projects
- the debt service coverage ratio falling below 1.25x
- a project life coverage ratio below 1.25x for the transmission assets

ESG ISSUES

ESG Factors Minimally Relevant to Rating: Unless otherwise disclosed in this section, the ESG issues are credit neutral or have only a minimal credit impact on ATL, due to either their nature or the way in which they are being managed by the entity. For more information on Ind-Ra's ESG Relevance Disclosures, please click here. For answers to frequently asked questions regarding ESG Relevance Disclosures and their impact on ratings, please click here.

COMPANY PROFILE

ATL is a holding company that was created to house the transmission assets of the Adani group. ATL, which operates about 13,830 circuit km and 19,280MVA of transmission assets, has 19 operating assets and 10 assets under construction. ATL obligor group includes ATIL and MEGPTCL. ATIL holds three transmission assets: 400kV Mundra-Dehgam line, around 500kV Mundra-Mohindergarh-Bhiwani line and 400kV Tiroda-Warora line. MEGPTCL holds the 765kV Tiroda-Aurangabad transmission asset and 765/400kV sub-stations.

FINANCIAL SUMMARY

Transmission business (Excluding AEML)

Particulars (INR billion)	**FY21**	**FY20**
Operating income	**31.2**	**27.9**
Total income	32.3	28.9
EBITDA	29.9	26.4
EBITDA margin (%)	92	91
Interest coverage (EBITDA/Interest, x)	2.9	2.4
Net leverage (net debt/EBITDA, x)	5.5	4.27
Cash and cash equivalents	3.95	18.1
Source: Company financials		

ATL consolidated

Particulars (INR billion)	**FY21**	**FY20**
Operating income	91.7	104.9
Total income	97.0	107.6
EBITDA	44.8	47.5
EBITDA margin (%)	46	44

Interest coverage (EBITDA/interest, x)	2.1	2.1
Net leverage (net debt/EBITDA, x)	6.0	4.6
Cash and cash equivalents	14.3	24.4
Source: Company financials		

RATING HISTORY

Instrument Type	Current Rating/Outlook			Historical Rating/Outlook					
	Rating Type	**Rated Limits (million)**	**Rating**	**2 February 2021**	**17 April 2020**	**12 April 2019**	**6 March 2019**	**14 February 2019**	**20 July 2018**
Issuer rating	Long-term	-	IND AA+/Stable	IND AA+/Stable	-	-	-	-	-
Working capital facility	Long-term	INR6,000	IND AA+/Stable	-	-	-	-	-	-
CP	Short-term	INR10,000	IND A1+	IND A1+	IND A1+	IND A1+	IND A1+	IND A1+	IND A1+

BANK WISE FACILITIES DETAILS

Click here to see the details

COMPLEXITY LEVEL OF INSTRUMENTS

Instrument	Complexity Indicator
Working capital facility	Low
CP	Low

For details on the complexity level of the instruments please visit https://www.indiaratings.co.in/complexity-indicators.

SOLICITATION DISCLOSURES

Additional information is available at www.indiaratings.co.in. The ratings above were solicited by, or on behalf of, the issuer, and therefore, India Ratings has been compensated for the provision of the ratings.

Ratings are not a recommendation or suggestion, directly or indirectly, to you or any other person, to buy, sell, make or hold any investment, loan or security or to undertake any investment strategy with respect to any investment, loan or security or any issuer.

ABOUT INDIA RATINGS AND RESEARCH

About India Ratings and Research: India Ratings and Research (Ind-Ra) is India's most respected credit rating agency committed to providing India's credit markets accurate, timely and prospective credit opinions. Built on a foundation of independent thinking, rigorous analytics, and an open and balanced approach towards credit research, Ind-Ra has grown rapidly during the past decade, gaining significant market presence in India's fixed income market.

Ind-Ra currently maintains coverage of corporate issuers, financial institutions (including banks and insurance companies), finance and leasing companies, managed funds, urban local bodies and project finance companies.

Headquartered in Mumbai, Ind-Ra has seven branch offices located in Ahmedabad, Bengaluru, Chennai, Delhi, Hyderabad, Kolkata and Pune. Ind-Ra is recognised by the Securities and Exchange Board of India, the Reserve Bank of India and National Housing Bank.

India Ratings is a 100% owned subsidiary of the Fitch Group.

For more information, visit www.indiaratings.co.in.

DISCLAIMER

Applicable Criteria

Evaluating Corporate Governance
Short-Term Ratings Criteria for Non-Financial Corporates
Rating Criteria for Infrastructure and Project Finance
Rating Criteria for Availability-Based Projects

Analyst Names

Primary Analyst

Divya Charen C

Associate Director
India Ratings and Research Pvt Ltd Harmony Square 3rd Floor, Door No. 48 & 50 Prakasam Street T Nagar Chennai - 600017
+91 44 43401710

Secondary Analyst

Dhamodharan M

Analyst
044 43401732

Committee Chairperson

Vishal Kotecha

Director
+91 22 40356136

Media Relation

Ankur Dahiya

Manager – Corporate Communication
+91 22 40356121

Exhibit-VII

adani

UNDERTAKING

1. We hereby confirm and declare that the Adani Electricity Navi Mumbai Limited ("the Company") (earlier known as AEML Infrastructure Limited) has not been found guilty or has not been disqualified or no order has been passed against the Company under any of the following statutory provisions within the last three years:

a) Section 123, Section 164, Section 196 or Section 197 of the Companies Act, 2013 ('Act');

b) Section 276, Section 276B, Section 276BB, Section 276C, Section 277 or Section 278 of the Income tax Act, 1961;

c) Clause (b), (bb), (bbb), (bbbb), (c) or (d) of sub-section (1) of Section 9 of the Excise Act 1944:

d) Section 132 or Section 135 of the Customs Act 1962,

and that the Company is not a person in whose case licence was suspended under the Act, within the last two years.

2. We undertake that no petition for winding up of the company or any other company of the same promoter has been admitted under Section 270 of the Companies Act, 2013 on the grounds of its being unable to pay its debts,

3. We undertake to satisfy this Hon'ble Commission and furnish additional information as may be directed for the purpose of ascertaining requirements of capital adequacy and creditworthiness in accordance with the Distribution of Electricity Licence (Additional requirements of Capital Adequacy, Creditworthiness and Code of Conduct) Rules, 2005.

For Adani Electricity Navi Mumbai Limited

Ruperai

Mehul Tejpal Rupera
Director
DIN 09627825

Adani Electricity Navi Mumbai Limited

Adani Electricity Navi Mumbai Limited
(Formerly known as AEML Infrastructure Limited)
"Adani Corporate House", Shantigram,
Near Vaishno Devi Circle, S. G. Highway, Khodiyar,
Ahmedabad 382421
CIN: U40106GJ2018PLC105571
Email: aeml.mcafiling@adani.com

Tel +079 26565555
Fax +079 25555500

adani
Transmission

UNDERTAKING

This is to confirm and declare that the Adani Transmission Limited has not been found guilty or has not been disqualified or no order has been passed against Adani Transmission Limited under any of the following statutory provisions within the last three years:

a) Section 123, Section 164, Section 196 or Section 197 of the Companies Act, 2013 ('Act');

b) Section 276, Section 276B, Section 276BB, Section 276C, Section 277 or Section 278 of the Income tax Act, 1961;

c) Clause (b), (bb). (bbb), (bbbb), (c) or (d) of sub-section (1) of Section 9 of the Excise Act 1944:

d) Section 132 or Section 135 of the Customs Act 1962,

and that the Adani Transmission Limited is not a person in whose case licence was suspended under the Act, within the last two years.

We undertake that no petition for winding up of the company or any other company of the same promoter has been admitted under Section 270 of the Companies Act, 2013 on the grounds of its being unable to pay its debts,

We further undertake to satisfy this Hon'ble Commission and furnish additional information as may be directed for the purpose of ascertaining requirements of capital adequacy and creditworthiness in accordance with the Distribution of Electricity Licence (Additional requirements of Capital Adequacy, Creditworthiness and Code of Conduct) Rules, 2005.

Yours faithfully,
For **Adani Transmission Limited**

Jaladhi Shukla
Company Secretary
Date: 5th August, 2022
Place: Ahmedabad

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

BEFORE THE HON'BLE MAHARASHTRA ELECTRICITY REGULATORY COMMISSION, MUMBAI

CASE NO. _____OF 2022

IN THE MATTER OF:

Adani Electricity Navi Mumbai Limited
[formerly known as AEML Infrastructure Ltd.] ...Petitioner No. 1

Adani Transmission Ltd. ...Petitioner No. 2

MEMO OF AUTHORIZATION

We, Adani Electricity Navi Mumbai Limited, the Petitioner No. 1 herein, represented by Mr. Kishor Rajaram Patil, duly authorized by the Petitioner above named, do hereby nominate, appoint and constitute **Mr. Hemant Singh, Mr. Biju Mattam, Mr. Mridul Chakravarty, Ms. Ankita Bafna, Ms. Supriya Rastogi, Mr. Lakshyajit Singh Bagdwal, Mr. Robin Kumar, Mr. Chetan Garg, Mr. Harshit Kumar, Ms. Lavanya Panwar, Ms. Alchi Thapliyal and Ms. Sindhuja Rastogi** of **M/s Charter Law Chambers**, Attorneys at Law, to act, plead and appear on out behalf in the aforesaid matter.

In witness whereof, we have set and subscribed our hands to this writing on this 10th of November, 2022.

Signature
Petitioner No. 1

Place: Mumbai

Dated: 10/11/2022

HEMANT SINGH
D/1810/07

(D/607/2007)

Address of Correspondence

G-10, CLC House,
Jangpura, New Delhi- 110 024
Phone: +91 11 41688816, 41688815, 35615522
Email: desk@charter.law

[MAH/4290/2019 HARSHIT SINGH]

K/208/2008

D/970/2014

UP/6476/2016 SINDHUJA RAST

D/2048/2018 LAKSHYAJIT SINGH BAGDWAL

JH621/2018 [ROBIN KUMAR]

D/3185/2019 [CHETAN GARG]

D/5117/2021 LAVANYA PANWA

adani

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE BOARD OF DIRECTORS OF ADANI ELECTRICITY NAVI MUMBAI LIMITED (EARLIER KNOWN AS AEML INFRASTRUCTURE LIMITED) AT THEIR MEETING HELD ON 1st AUGUST 2022 AT 9.30 A.M. AT ADANI CORPORATE OFFICE S G HIGHWAY KHODIYAR AHMEDABAD 382421

SUB: FILING OF NAVI MUMBAI PARALLEL DISTRIBUTION LICENCE

"**RESOLVED THAT** the approval of the Board be and is hereby given for filing Petition before the Maharashtra Electricity Regulatory Commission (MERC) for parallel distribution license in Navi Mumbai area.

RESOLVED FURTHER THAT Mr. Kishore Patil, Authorised Signatory of the Company be and is hereby authorised to apply, sign, execute and/or file the said Petition before Maharashtra Electricity Regulatory Commission (MERC) or such other authority as may be required and is authorized to sign, affirm, submit and / or file any documents, affidavits, and other necessary documents on behalf of the Company and to do all such acts, deeds and things incidental and necessary for filing petition before MERC on behalf of the Company as may be deemed fit and proper.

RESOLVED FURTHER THAT the Common Seal of the Company, if so required, be affixed in any of the documents in the presence of any of the directors or Mr. Kishore Patil.

RESOLVED FURTHER THAT the copy of the foregoing resolutions, certified to be true, be furnished to the authority, MERC or any such party as may be required and the said authority be requested to act thereon."

Certified True Copy
For Adani Electricity Navi Mumbai Limited

Mehul Tejpal Rupera
Director
DIN 09627825

Adani Electricity Navi Mumbai Limited

BEFORE THE HON'BLE MAHARASHTRA ELECTRICITY REGULATORY COMMISSION, MUMBAI

CASE NO. _____ OF 2022

IN THE MATTER OF:

Adani Electricity Navi Mumbai Limited

[formerly known as AEML Infrastructure Ltd.] ...Petitioner No. 1

Adani Transmission Ltd. ...Petitioner No. 2

MEMO OF AUTHORIZATION

We, Adani Transmission Limited, the Petitioner No. 2 herein, represented by Mr. Manish Kumar, duly authorized by the Petitioner above named, do hereby nominate, appoint and constitute **Mr. Hemant Singh, Mr. Biju Mattam, Mr. Mridul Chakravarty, Ms. Ankita Bafna, Ms. Supriya Rastogi, Mr. Lakshyajit Singh Bagdwal, Mr. Robin Kumar, Mr. Chetan Garg, Mr. Harshit Kumar, Ms. Lavanya Panwar, Ms. Alchi Thapliyal and Ms. Sindhuja Rastogi** of **M/s Charter Law Chambers**, Attorneys at Law, to act, plead and appear on out behalf in the aforesaid matter.

In witness whereof, we have set and subscribed our hands to this writing on this 10th of November, 2022.

Place: Mumbai

Dated: 10/11/2022

Signature

Petitioner No. 2

(HEMANT SINGH)

D/18/10/07

(D/607/2007)

Address of Correspondence

G-10, CLC House,
Jangpura, New Delhi- 110 024
Phone: +91 11 41688816, 41688815, 35615522
Email: desk@charter.law

K-208/2010

D/2048/2018
LAKSHYAJIT SINGH BAGDWAL

JH621/2018
[ROBIN KUMAR]

D/3185/2019
[CHETAN GARG]

D/976/2014

D/5117/2021
LAVANYA PANWAR

UP/6476/2016
SINDHUJA RASTOGI

adani
Transmission

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE MANAGEMENT COMMITTEE OF BOARD OF DIRECTORS OF ADANI TRANSMISSION LIMITED ("THE COMPANY") HELD ON FRIDAY, THE 15TH DAY OF JULY, 2022 AT ADANI CORPORATE HOUSE, SHANTIGRAM, S. G. HIGHWAY, AHMEDABAD – 382 421

"RESOLVED THAT the approval of the Committee be and is hereby given for filing Petition before the Maharashtra Electricity Regulatory Commission (MERC) for parallel distribution license in Navi Mumbai area.

RESOLVED FURTHER THAT Mr. Manish Kumar, Authorised Signatory of the Company be and is hereby authorised to apply, sign, execute and/or file the said Petition before Maharashtra Electricity Regulatory Commission (MERC) or such other authority as may be required and is authorized to sign, affirm, submit and / or file any documents, affidavits, and other necessary documents on behalf of the Company and to do all such acts, deeds and things incidental and necessary for filing petition before MERC on behalf of the Company as may be deemed fit and proper.

RESOLVED FURTHER THAT the Common Seal of the Company, if so required, be affixed in any of the documents in the presence of any one of the directors or Company Secretary of the Company.

RESOLVED FURTHER THAT the copy of the foregoing resolutions, certified to be true, be furnished to the authority, MERC or any such party as may be required and the said authority be requested to act thereon."

Certified True Copy
For **Adani Transmission Limited**

Jaladhi Shukla
Company Secretary
Place: Ahmedabad

JAGDISH TRYAMBAKRAO DONGARDIVE
GOVT. OF INDIA
Reg. No. 10302
NOTARY

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