



ADANI GREEN ENERGY LIMITED

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

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

Website: www.adanigreenenergy.com; **Email Id:** investor.agel@adani.com

CIN: L40106GJ2015PLC082007

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 ("**Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 3/2022 dated May 05, 2022, issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed by the Members of Adani Green Energy Limited (the "**Company**") by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1), 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder; setting out the material facts and reasons thereof concerning the resolutions mentioned in this Postal Ballot Notice ("**Notice**"), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company through Circular Resolution has appointed Mr. Chirag Shah, Practicing Company Secretary

(Membership Number FCS: 5545 COP: 3498) as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

Members are requested to carefully read the instructions provided in this Notice and record their assent ("**FOR**") or dissent ("**AGAINST**") on the proposed resolution through the e-voting process not later than 5:00 p.m. (IST) on Friday, January 20, 2023, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of Link Intime India Private Limited (hereinafter referred to as "**LI IPL**") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. Link Intime India Private Limited, Registrar and Share Transfer Agent ("**RTA**") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the evoting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the evoting.

The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.adanigreenenergy.com, on the website of the LI IPL and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Friday, January 20, 2023.

SPECIAL BUSINESS:

1. Appointment of Mr. Sunil Mehta (DIN: 00065343) as an Independent Director of the Company

To consider, and, if thought fit, approve the appointment of Mr. Sunil Mehta (DIN: 00065343) as an Independent Director (Non-Executive) of the Company to hold office for a first term of consecutive three years upto November 09, 2025 and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Sunil Mehta (DIN: 00065343), who was appointed as an Additional Director by the Board of Directors of the Company with effect from November 10, 2022 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of consecutive three years up to November 09, 2025."

2. Approval of Material Related Party Transaction with TotalEnergies SE

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company or by its subsidiaries during the financial year 2022-23 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("**Board**"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **TotalEnergies SE**, a related party of the Company, during the financial year 2022-23 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or by its subsidiary(ies) or jointly, may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard”

3. Approval of Material Related Party Transaction with Jash Energy Private Limited

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during the financial year 2022-23 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“**Board**”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Jash Energy Private Limited**, a related party of the Company, during the financial year 2022-23 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or by its subsidiary(ies) or jointly, may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard”

4. Approval of Material Related Party Transaction with Adani Electricity Mumbai Limited

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during the financial year 2022-23 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the

Board of Directors of the Company ("**Board**"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Adani Electricity Mumbai Limited**, a related party of the Company, during the financial year 2022-23 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or by its subsidiary(ies) or jointly, may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard"

Regd. Office:

Adani Corporate House, Shantigram, Nr.
Vaishno Devi Circle, S G Highway,
Khodiyar, Ahmedabad – 382 421.
Gujarat, India.
CIN: L40106GJ2015PLC082007
Date: November 10, 2022

By order of the Board
For **Adani Green Energy Limited**

Pragnesh Darji
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the special businesses in respect of item no. 1 to 4 as set out above is annexed hereto and forms part of this Notice.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.
3. The Postal Ballot Notice is being sent only by email to those members who have registered their email address with their Depository Participant(s) ("**DPS**") or with RTA and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("**NSDL**") / Central Depository Services (India) Limited ("**CDSL**") as on Friday, December 16, 2022 ("**Cut-off date**") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. In accordance with the aforesaid MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.

4. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "**SEBI Listing Regulations**") as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed LIPL for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "**Remote e-voting**").
5. The Notice of Postal Ballot is also placed on the website of the Company i.e. www.adanigreenenergy.com and the website of Link Intime India Private Limited i.e. www.linkintime.co.in.
6. Members who have not registered their email address with the Company or Depositories, may complete the email registration process as under:
 - i) The members of the Company holding equity shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt Ltd by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the e-mail registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to LIPL at rnt.helpdesk@linkintime.co.in.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.
 - ii) It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants by following the procedure prescribed by the Depository Participant.
7. The Instructions and other information relating to e-voting are as under:
 1. Open the internet browser and launch the URL:
<https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

► Click on **"Sign Up"** under **"SHAREHOLDER"** tab and register with your following details:

A. User ID: Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either 'C' or 'D', above**
- Shareholders/ members holding shares in **NSDL demat account shall provide 'D', above**
- Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click "confirm" (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under **'SHAREHOLDER'** tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**.
4. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
5. E-voting page will appear.

6. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
7. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- Click on '**Login**' under '**SHAREHOLDER**' tab and further Click '**forgot password?**'
 - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ("FAQs")** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on:- Tel: 022 -4918 6000.

8. The e-voting period commences on Wednesday, December 21, 2022 at 9:00 A.M. and ends on Friday, January 20, 2023 at 5:00 P.M. The remote e-voting module shall be disabled for voting thereafter. During this period, the members of the Company

holding shares, as on the cut-off date, being Friday, December 16, 2022, may cast their vote by electronic means in the manner and process set out hereinabove. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

9. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on Friday, December 16, 2022.
10. The Scrutinizer will submit the results to the Chairman or any authorised person of the Company after completion of the scrutiny of the e-voting, and the results of the voting by Postal Ballot will be announced on or before Saturday, January 21, 2022 at the Registered Office of the Company at Adani Corporate House, Shantigram, Nr. Vaishno Devi Circle, S G Highway, Khodiyar, Ahmedabad – 382 421.
11. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website www.adanigreenenergy.com and also on the website of Link Intime India Private Limited and shall be communicated to the Stock Exchanges where the Company's shares are listed. The result of the Postal Ballot will also be displayed at the Registered Office of the Company.
12. Resolution passed by the Members through postal ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members.

Contact Details:

Company	:	Adani Green Energy Limited Regd. Office: Adani Corporate House, Shantigram, Nr. Vaishno Devi Circle, S G Highway, Khodiyar, Ahmedabad – 382 421, Gujarat, India CIN: L40106GJ2015PLC082007 E-mail IDs: investor.agel@adani.com
Registrar and Transfer Agent	:	Link Intime India Private Limited C-101, 247 Park, L.B.S Marg, Vikhroli West, Mumbai 400 083 Tel No.: +91 22 4918 6270
e-Voting Agency	:	Link Intime India Private Limited C-101, 247 Park, L.B.S Marg, Vikhroli West, Mumbai 400 083 Tel No.: +91 22 4918 6270
Scrutinizer	:	CS Chirag Shah Practising Company Secretary E-mail ID: pcschirag@gmail.com

Encl.: As Above

**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

As required by Section 102 of the Companies Act, 2013 (the "**Act**"), Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item No. 1 to 4 of the accompanying Notice dated November 10, 2022:

In respect of Item No. 1

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors ("**Board**") of the Company at its meeting held on November 10, 2022 had appointed Mr. Sunil Mehta (DIN: 00065343) as an Additional Director (Non-Executive, Independent) of the Company for a first term of three (3) years effective from November 10, 2022, not liable to retire by rotation, subject to approval of the shareholders of the Company

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Mr Sunil Mehta (i) Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, (iii) A declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. He does not hold any equity shares of the Company.

The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Mr. Sunil Mehta for the office of a Director of the Company.

Brief profile of Mr. Sunil Mehta is as under:

Mr. Sunil Mehta has forty years of proven leadership experience in banking, financial services, insurance and investments with leading global and domestic financial institutions namely Citibank, AIG, SBI, PNB and YES Bank amongst others. Mr. Mehta is the Chairman and Managing Director of SPM Capital Advisers Private Limited, a leading boutique business advisory and consulting firm in India.

In his professional stint Mr. Mehta has worked with Citibank for over 18 years where he held various senior positions covering operations, risk management, public sector business, sales & risk reengineering and extensively across corporate banking. Then he was the Country Head & CEO for AIG India for about 13 years. Mr. Mehta was also a Non-Executive Chairman of Punjab National Bank from March 2017 till February 2020. And subsequently, Mr. Mehta was appointed the Non-Executive Chairman of YES Bank Limited by a Government of India. He led the YES Bank Board during the Bank's very successful turnaround till July 2022.

Mr. Mehta is closely engaged with various Think Tanks and Chambers of Commerce. He is the founding Board Member of the Asia Society India Centre and a Past Chairman of American Chamber of Commerce (AMCHAM India). He is currently on the India Advisory Board of US India Strategic Partnership Forum (USISPF).

Mr. Mehta has strong interests in building sustainable communities and is the immediate Past Chairman of Action for Ability Development and Inclusion (Formerly The Spastics Society of North India). He is actively engaged as the founding Board Trustees of United Way India and Mumbai. He was the Chairman of both these organizations and also member of the Global Transition Board of United Way Worldwide.

Mr. Mehta is a graduate from Shri Ram College of Commerce, Delhi University. He is a Fellow Member of the Institute of Chartered Accountants of India and an Alumni of the Wharton School of Management, University of Pennsylvania, USA.

The terms and conditions for appointment of Mr. Mehta as an Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Other details of Mr. Mehta are provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulations and the Secretarial Standard on General Meetings ("**SS-2**"), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Special Resolution as set out in Item no. 1 of this Notice, for approval by the Members of the Company, as his rich experience in the banking sector, brings lot of value for the capital management plan of the Company.

Mr. Mehta is deemed to be interested in the said resolution as it relates to his appointment. None of the other Directors or key managerial personnel or their relatives are, in anyway, concerned or interested in the said resolution, as set out in the Item No. 1 of this Notice.

For Item Nos. 2, 3 & 4:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 01, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned

company and at an arm's length basis. Effective from April 01, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Further, in accordance with the said regulation, a related party transaction that has been approved by the audit committee prior to April 01, 2022 which continues beyond such date and becomes material as per the revised materiality threshold shall be placed before the shareholders in the first General Meeting held after April 01, 2022.

In the financial year 2022-23, the Company, along with its subsidiary(ies), propose to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company, either directly or along with its subsidiary(ies). All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on November 10, 2022, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolutions.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 2, 3 & 4 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

A. Resolution Item No. 2: Particulars of material related party transactions to be entered by Company's subsidiaries

SN	Particulars	Details
i	Name of the Related Party	TotalEnergies SE (the "Lender")
ii	Type of transaction	Credit Support Facility
iii	Material terms and particulars of the proposed transaction	Please refer to " Background, details and benefits of the transaction " hereunder.

SN	Particulars	Details
iv	Nature of Relationship with the Company or its subsidiary including nature of its concern or interest (financial or otherwise)	TotalEnergies SE is an entity under common control with the Company
v	Tenure of the proposed Transaction	From the financial year 2022-23 until Termination Date (defined hereunder)
vi	Value of the proposed transaction	Lender's total commitments shall be limited to (i) up to 20% of all principal and scheduled interest amounts due and payable under the Notes at all times (i.e. not exceeding USD 450 Million); and (ii) up to USD 67,000,000 in respect of any credit support facility commitment fee payable under the credit support facility agreement
vii	Value of RPT as % of	
-	Company's audited consolidated annual turnover of Rs. 5,133 Crores for the FY 22.	Approx 75%
-	Subsidiary's annual standalone turnover for the FY 22.	N.A.
viii	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness; cost of funds; and tenure	Not Applicable
	(ii) Details of the source of funds in connection with the proposed transaction	Not Applicable
	(iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Not Applicable
ix	Justification as to why the RPT is in the interest of the Company.	Please refer to " Background, details and benefits of the transaction " hereunder.
x	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
xi	Any other information relevant or	None

SN	Particulars	Details
	important for the members to take a decision on the proposed transaction.	

Background, details and benefits of the transaction

Lender:	TotalEnergies SE
Borrowers:	<p>Certain Wholly-owned subsidiaries of the Company namely:</p> <p>Adani Solar Energy Jodhpur Two Limited, Adani Solar Energy Kutchh Two Private Limited, Adani Solar Energy Kutchh One Limited, Adani Solar Energy Four Limited, Adani Solar Energy Chitrakoot One Limited, Surajkiran Renewable Resources Private Limited, Surajkiran Solar Technologies Private Limited, Spinel Energy & Infrastructure Limited, Adani Solar Energy Jodhpur Three Private Limited, Adani Solar Energy AP Six Private Limited, Adani Solar Energy Jodhpur Four Private Limited, Adani Solar Energy Jodhpur Five Private Limited, Adani Solar Energy KA Nine Private Limited and Adani Solar Energy AP Seven Private Limited</p>
Credit Support Facility	<p>Credit support in the form of a credit support facility to be provided by the Lender to the Borrowers in respect of the Borrowers' respective payment obligations under the Notes. Such credit support facility will also cover the Borrowers' obligation to pay the Credit Support Facility Fee.</p> <p>The Credit Support Facility shall be structured so that if there is a shortfall in scheduled interest payments or principal payments by the Borrowers under the Notes or in respect of the Credit Support Facility Fee, the Lender will, subject to the terms of Credit Support Facility agreement, provide loans to the Borrowers to remedy such shortfall and/or non-payment. Under the Credit Support Facility, any loans shall be paid into an account of the Borrowers (such account to be secured in favour of the senior secured creditors) that will satisfy the outstanding principal and scheduled interest under the Notes and/or, as applicable, Credit Support Facility Fee, up to the level of the Total Commitments.</p> <p>The sole purpose of the Credit Support Facility shall be to support the payment of the Borrowers' debt service under the Notes and to fund any shortfalls in the Credit Support Facility Fee, subject to, at all times, the Total Commitments not being exceeded.</p>
Notes by Borrowers	<p>The Borrowers are contemplating issuance of senior secured notes to certain financial institutions appointed as initial purchasers by way of offering of Notes in an aggregate principal amount of upto USD 1.2 Billion on such terms and conditions as may be approved by the Board of Directors of respective Borrowers under the Notes</p>

Total Commitment of Lender	The Total Commitments shall be limited to (i) up to 20% of all principal and scheduled interest amounts (excluding any other fees costs and expenses such as default interest, agency fees and enforcement expenses) due and payable under the Notes at all times; and (ii) up to USD 67,000,000 in respect of any credit support facility commitment fee payable under the Credit Support Facility.
Longstop Date:	20 years 1 Month from the date of Issuance of Notes (the " Longstop Date "). The Credit Support Facility shall stay in place and be available for utilisation until the Longstop Date unless the Notes are redeemed in full, earlier pursuant to the terms of the Indenture.
Credit Support Facility Fee:	1% of the available commitments, being the Total Commitments minus the amount of any loans made but not repaid in cash. The Credit Support Facility Fee shall be payable on the date falling 6 months from the date of issue of the Notes and each day falling 6 months after the previous instance (i.e. semi-annually), with the last such payment being due on the Longstop Date.
Interest:	SOFR plus Margin, in compliance with the ECB Regulations.
Margin:	5%
Default Interest:	The applicable interest rate plus 2% per annum.
Interest Periods:	6 months
Interest Payment:	Interest is payable on each loan made under the Credit Support Facility on the last day of each Interest Period for that loan.
Security and Subordination:	Unsecured. All liabilities owed by the Borrower to Lender under the Credit Support Facility shall be subordinated to the Senior Secured Creditors as defined in, and pursuant to, the Security Trustee and Intercreditor Deed executed with the trustee in respect of the Notes but senior to any Sponsor Affiliate Debt

B. Resolution Item No. 3: Particulars of material related party transactions to be entered by Adani Green Energy Limited

SN	Particulars	Details
i	Name of the Related Party	Jash Energy Private Limited (" JEPL ")
ii	Type of transaction	The transaction involves purchase of solar trackers from JEPL during FY 2022 - 23.
iii	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).
iv	Nature of Relationship with	JEPL is an entity under common control with the Company

SN	Particulars	Details
	the Company including nature of its concern or interest (financial or otherwise)	
v	Tenure of the proposed Transaction	During the financial year 2022-23
vi	Value of the proposed transaction	Not to exceed Rs. 2,000 crores
vii	Value of RPT as % of	
-	Company's audited consolidated annual turnover of Rs. 5,133 Crores for the FY 22.	Approx 39%
-	Subsidiary's annual standalone turnover for the FY 22.	N.A.
viii	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness; cost of funds; and tenure	Not Applicable
	(ii) Details of the source of funds in connection with the proposed transaction	
	(iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Not Applicable
ix	Justification as to why the RPT is in the interest of the Company	<p>JEPL has recently started the business of manufacturing of Solar Trackers at Mundra, Gujarat. Until the recent time, the Company was procuring the solar trackers from overseas supplier(s). However, now that the manufacturing set-up is available domestically, in order to ensure smoothen business operations and to promote the Make in India, it is proposed to procure the solar trackers from JEPL. The transaction would also result in cost saving for the Company as compared to import of the material.</p> <p>The purchase of solar trackers shall be in the ordinary course of business of the Company and on an arm's length basis.</p>
x	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
xi	Any other information relevant or	None

SN	Particulars	Details
	important for the members to take a decision on the proposed transaction.	

C. **Resolution Item No. 4:** Particulars of material related party transactions to be entered by Adani Hybrid Energy Jaisalmer Four Limited ("**AHEJa4L**"), a wholly-owned subsidiary of the Company

SN	Particulars	Details
i	Name of the Related Party	Adani Electricity Mumbai Limited (" AEML ")
ii	Type of transaction	The transaction involves supply of power to AEML under the power purchase agreement during FY 2022-'23.
iii	Material terms and particulars of the proposed transaction	<p>AHEJa4L is in the business of generation of power using renewable sources of energy and has entered into the power purchase agreement (PPA) with AEML under the competitive tender process.</p> <p>AEML is one of the largest electricity discom catering to customers in Mumbai and its sub-urban regions.</p> <p>The supply of power to AEML shall be in the ordinary course of business of the Company and on an arm's length basis.</p> <p>The fixed PPA tariff is Rs. 3.24/ kWh for a period of 25 years with minimum CUF requirements of 50%.</p>
iv	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	AEML is an entity under common control with the Company
v	Tenure of the proposed Transaction	During the financial year 2022-23
vi	Value of the proposed transaction	Not to exceed Rs. 1,000 crores
vii	Value of RPT as % of	
-	Company's audited consolidated annual turnover of Rs. 5,133 Crores for the FY 22.	Approx 20%
-	Subsidiary's annual standalone turnover for the FY 22.	AHEJa4L had no revenue from operations during FY 22
viii	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,	Not Applicable

SN	Particulars	Details
	- nature of indebtedness; cost of funds; and tenure	
	(ii) Details of the source of funds in connection with the proposed transaction	Not Applicable
	(iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Not Applicable
ix	Justification as to why the RPT is in the interest of the Company	The proposed RPT will ensure 100% guaranteed uptake of power generated by AHEJa4L at a fixed tariff for 25 years.
x	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
xi	Any other information relevant or important for the members to take a decision on the proposed transaction.	None

Mr. Gautam S. Adani, Mr. Rajesh S. Adani, Mr. Sagar R. Adani and their relatives are deemed to be concerned or interested in these resolutions. None of other the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution, as set out in Item no. 2, 3 & 4 of this Notice.

Regd. Office:

Adani Corporate House, Shantigram, Nr.
Vaishno Devi Circle, S G Highway,
Khodiyar, Ahmedabad – 382 421.
Gujarat, India.
CIN: L40106GJ2015PLC082007

By order of the Board
For **Adani Green Energy Limited**

Pragnesh Darji
Company Secretary

Date: November 10, 2022

ANNEXURE TO ITEM 1 OF THE NOTICE

Details of Director seeking appointment and re-appointment

Name of the Director	Mr. Sunil Mehta
Date of Birth (age)	August 22, 1957 (65 years)
Nationality	Indian
Date of Appointment on the Board	November 10, 2022
Terms and conditions of appointment or Reappointment	Please refer to the Resolution and Explanatory Statement for Item No. 1
Qualifications	Chartered Accountants and Graduate
Expertise in specific functional area	Finance, Investments and Insurance
Number of shares held in the Company	Nil
Other Directorship (Includes directorship in public, private and foreign companies and insurance corporations)	Sashakt India Asset Management Limited
Chairmanship/ Membership of the Committees of other Companies in which position of Director is held	Nil
Listed entities from which the person has resigned in the past three years	- IL & FS Investment Managers Limited - ACC Limited - Yes Bank Limited
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil