



CHIRAG SHAH & ASSOCIATES

Company Secretaries

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Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014]

To,

The Chairman of

NCLT convened meeting of Unsecured Creditors of

Adani Green Energy Limited having its

Registered Office at "Adani House", Nr. Mithakhali Six Roads,

Navrangpura, Ahmedabad-380009

Sub: Scrutinizer Report on National Company Law Tribunal Convened Meeting of the Unsecured Creditors of Adani Green Energy Limited ("the Company")

Dear Sir,

I, **Chirag Shah, Practicing Company Secretary**, was appointed as Scrutinizer by the National Company Law Tribunal (NCLT) Ahmedabad Bench vide its order dated 1st December, 2017 for the purpose of scrutinizing the voting process in a fair and transparent manner at the meeting of the Unsecured creditors of Adani Green Energy Limited ("the Company") held on Wednesday, 10th January, 2018 at 02.00 P.M. at J.B. Auditorium, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, ATIRA, Ahmedabad-380015, in terms of applicable provisions of the Companies Act, 2013 read with rules made thereunder.

I submit my report as under:

1. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:



To Approve Scheme of Arrangement among Adani Enterprises Limited and Adani Green Energy Limited and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013:

(i) Voted in favour of resolution:

Number of Unsecured Creditors present and voting (in person or proxy or Authorised Representative)	Number of votes cast by them (Amount in Rupees)	% of total number of valid votes cast
9	26,90,56,648	100

(ii) Voted against the resolution:

Number of Unsecured Creditors present and voting (in person or proxy or Authorised Representative)	Number of votes cast by them (Amount in Rupees)	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes

Total number of Unsecured creditors present and voting (in person or proxy or Authorised Representative) whose votes were declared invalid	Total number of votes cast by them (Amount in Rupees)
NIL	NIL

5. A list of Unsecured Creditors who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,
Yours Faithfully,



Scrutinizer
Name: Chirag Shah
Practicing Company Secretary
FCS: 5545; CP: 3498



Countersigned:
For Adani Green Energy Limited



Jayant Parimal
Chairman appointed for the NCLT convened meeting

Place: Ahmedabad
Date: 10th January, 2018