
NOTICE

NOTICE is hereby given to the Shareholders (the "**Shareholders**" or the "**Members**") of Adani Green Energy Limited ("**Company**") that an Extra-Ordinary General Meeting of the Company will be held on Tuesday, December 05, 2023 at 11.00 a.m. through Video Conferencing / Other Audio Visual Means to transact the following special businesses:

1. Appointment of Dr. Anup Shah (DIN: 00293207) as an Independent Director of the Company

To consider, and, if thought fit, approve the appointment of Dr. Anup Shah (DIN: 00293207) as an Independent Director (Non-Executive) of the Company to hold office for a first term of consecutive three years upto September 06, 2026 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, Dr. Anup Shah (DIN: 00293207), who was appointed as an Additional Director by the Board of Directors of the Company ("**the Board**") based on the recommendation of the Nomination and Remuneration Committee with effect from September 07, 2023 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 September 06, 2026."

RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

2. Appointment of Mrs. Neera Saggi (DIN: 00501029) as an Independent Director of the Company

To consider, and, if thought fit, approve the appointment of Mrs. Neera Saggi (DIN: 00501029) as an Independent Director (Non-Executive) of the Company to hold office for a first term of consecutive three years upto September 06, 2026 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, Mrs. Neera Saggi (DIN: 00501029), who was appointed as an Additional Director by the Board of Directors of the Company ("**the Board**") based on the recommendation of the Nomination and Remuneration Committee with effect from September 07, 2023 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

Adani Green Energy Limited

Registered Office: "Adani Corporate House", Shantigram, Near Vaishno Devi Circle,
S G Highway, Khodiyar, Ahmedabad – 382 421. Gujarat, India.
Phone No.: +91-79-25555555 Fax No.: +91-79-25555500
Website: www.adanigreenenergy.com Email Id: investor.agel@adani.com
CIN: L40106GJ2015PLC082007

Member proposing her 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 September 06, 2026."

RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

3. APPOINTMENT OF DR. SANGKARAN RATNAM (DIN: 10333311) AS A DIRECTOR (CATEGORY: NON-EXECUTIVE, NOMINEE DIRECTOR)

To consider and, if thought fit, to approve the appointment of Dr. Sangkaran Ratnam (DIN: 10333311) as a Director (Non-Executive) of the Company to hold office for term of five years i.e upto October 22, 2028 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, as amended from time to time, Dr. Sangkaran Ratnam (DIN: 10333311), who was appointed as an Additional Director of the Company, by the Board of Directors of the Company ("the

Board"), based on the recommendation of the Nomination and Remuneration Committee with effect from October 23, 2023, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Category: Non-Executive, Nominee Director) of the Company, liable to retire by rotation, provided that his appointment shall be subject to approval by the shareholders in a general meeting at-least once in every five years.

RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

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

**Pragnesh Darji
Company Secretary**
Membership No. A24382

Ahmedabad, November 08, 2023

Regd. Office:

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

Adani Green Energy Limited

Registered Office: "Adani Corporate House", Shantigram, Near Vaishno Devi Circle,
S G Highway, Khodiyar, Ahmedabad – 382 421. Gujarat, India.
Phone No.: +91-79-25555555 Fax No.: +91-79-25555500
Website: www.adanigreenenergy.com Email Id: investor.agel@adani.com
CIN: L40106GJ2015PLC082007

NOTES:

1. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other circulars issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold EGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.
2. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the EGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/ Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on investor.agel@adani.com with a copy marked to ravi@ravics.com and evoting@nsdl.co.in from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
5. Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
7. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on November 03, 2023. Members may note that Notice has been uploaded on the website of the Company at www.adanigreenenergy.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website

Adani Green Energy Limited

Registered Office: "Adani Corporate House", Shantigram, Near Vaishno Devi Circle,
S G Highway, Khodiyar, Ahmedabad – 382 421. Gujarat, India.
Phone No.: +91-79-25555555 Fax No.: +91-79-25555500
Website: www.adanigreenenergy.com Email Id: investor.agel@adani.com
CIN: L40106GJ2015PLC082007

of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).
9. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.
10. Since the EGM is being held electronically, physical attendance of the Members has been dispensed with and accordingly the facility for appointment of proxies by the members will not be available for the EGM. Therefore, the proxy form, attendance slip and route map have not been annexed with this notice.
11. **Process and manner for members opting for voting through Electronic means:**
 - a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI

Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL"), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by members using remote e-voting as well as e-voting system on the date of the EGM will be provided by NSDL.

- b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, November 28, 2023, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- c) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Tuesday, November 28, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
- d) The remote e-voting will commence on Friday, December 01, 2023 at 9.00 a.m. and will end on Monday, December 04, 2023 at 5.00 p.m. During this period, the

Adani Green Energy Limited

Registered Office: "Adani Corporate House", Shantigram, Near Vaishno Devi Circle,
S G Highway, Khodiyar, Ahmedabad – 382 421. Gujarat, India.
Phone No.: +91-79-25555555 Fax No.: +91-79-25555500
Website: www.adanigreenenergy.com Email Id: investor.agel@adani.com
CIN: L40106GJ2015PLC082007

members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Tuesday, November 28, 2023 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.

- e) Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- f) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Tuesday, November 28, 2023.
- g) The Company has appointed CS Ravi Kapoor, Practising Company Secretary (Membership No. FCS: 2587; CP No: 2407), to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EGM, in a fair and transparent manner.

12. The procedure and instructions for remote e-voting are, as follows:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system

- a) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>

either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can login at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you login to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- b) Your User ID details are given below:

Manner of holding shares i.e. (NSDL or CDSL) or Physical	of Demat or	Your User ID is:
a) Members who hold shares in demat account with NSDL.	For	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) Members who hold shares in demat account with CDSL.	For	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

Adani Green Energy Limited

Registered Office: "Adani Corporate House", Shantigram, Near Vaishno Devi Circle,
S G Highway, Khodiyar, Ahmedabad – 382 421. Gujarat, India.
Phone No.: +91-79-25555555 Fax No.: +91-79-25555500
Website: www.adanigreenenergy.com Email Id: investor.agel@adani.com
CIN: L40106GJ2015PLC082007

c) Members holding shares in Physical Form.	For EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
---	---

'User ID' and your 'initial password'.

b) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

- c) Your password details are given below:
- i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - iii. How to retrieve your 'initial password'?
 - a) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your
- d) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- i. Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- e) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- f) Now, you will have to click on "Login" button.

Adani Green Energy Limited

Registered Office: "Adani Corporate House", Shantigram, Near Vaishno Devi Circle,
S G Highway, Khodiyar, Ahmedabad – 382 421. Gujarat, India.
Phone No.: +91-79-25555555 Fax No.: +91-79-25555500
Website: www.adanigreenenergy.com Email Id: investor.agel@adani.com
CIN: L40106GJ2015PLC082007

- g) After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

- a) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- b) Select "EVEN" of company for which you wish to cast your vote.
- c) Now you are ready for e-Voting as the Voting page opens.
- d) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- e) Upon confirmation, the message "Vote cast successfully" will be displayed.
- f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

13. General guidelines for members:

- a) Institutional investors, who are members of the Company, are encouraged to attend and vote at the EGM through VC/OAVM facility. Corporate shareholders (i.e. other than individuals,

HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ravi@ravics.com with a copy marked to evoting@nsdl.co.in.

- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free helpline no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- d) Members who need assistance (including assistance with using technology before or during the meeting) can contact NSDL on evoting@nsdl.co.in or call on toll free no.: 1800-222-990 or contact Ms. Sarita Mote, Assistant Manager at saritam@nsdl.co.in or call on 022-24994890.

14. Process for those shareholders whose email ids are not registered with the depositories

Adani Green Energy Limited

Registered Office: "Adani Corporate House", Shantigram, Near Vaishno Devi Circle,
S G Highway, Khodiyar, Ahmedabad – 382 421. Gujarat, India.
Phone No.: +91-79-25555555 Fax No.: +91-79-25555500
Website: www.adanigreenenergy.com Email Id: investor.agel@adani.com
CIN: L40106GJ2015PLC082007

for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.agel@adani.com.
- b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.agel@adani.com.

15. The instructions for members for e-Voting on the day of the EGM are as under:

- a) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members/ Shareholders, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
- c) Members who have voted through remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for remote e-voting.

16. Instructions for members for attending the EGM through VC/OAVM are as under:

- a) Member will be provided with a facility to attend the EGM through VC/OAVM or view the live webcast of EGM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting

Adani Green Energy Limited

Registered Office: "Adani Corporate House", Shantigram, Near Vaishno Devi Circle,
S G Highway, Khodiyar, Ahmedabad – 382 421. Gujarat, India.
Phone No.: +91-79-25555555 Fax No.: +91-79-25555500
Website: www.adanigreenenergy.com Email Id: investor.agel@adani.com
CIN: L40106GJ2015PLC082007

via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- e) For ease of conduct, members who would like to ask questions may send their questions in advance at least (7) days before EGM mentioning their name, demat account number / folio number, email id, mobile number at investor.agel@adani.com and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.
- f) Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
17. The Scrutinizer shall, after the conclusion of voting at the EGM, unblock the votes cast through remote e-Voting and count the

same, and count the votes cast during the EGM, and shall make, not later than 48 hours from the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.

18. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.adanigreenenergy.com and on the website of NSDL www.evoting@nsdl.com, immediately after declaration of the result and shall also be communicated to the Stock Exchanges where the shares of the Company are listed i.e. BSE and NSE and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.

Contact Details:

Company	:	Adani Green Energy Limited Regd. Office: "Adani Corporate House ", Shantigram, Nr. Vaishno Devi Circle, S.G. Highway, Khodiyar, Ahmedabad-382421, Gujarat, India CIN: L40106GJ2015PLC082007 E-mail ID: investor.agel@adani.com
Registrar and Transfer Agent	:	Link Intime India Private Limited C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai-400083, Maharashtra, India Phone: +91-22-49186270 Fax: +91-22-49186060
e-Voting Agency	:	National Securities Depository Limited E-mail ID: evoting@nsdl.co.in Phone: +91 22 2499 4890



Adani Green Energy Limited

Registered Office: "Adani Corporate House", Shantigram, Near Vaishno Devi Circle,
S G Highway, Khodiyar, Ahmedabad – 382 421. Gujarat, India.
Phone No.: +91-79-25555555 Fax No.: +91-79-25555500
Website: www.adanigreenenergy.com Email Id: investor.agel@adani.com
CIN: L40106GJ2015PLC082007

Scrutinizer : CS Ravi Kapoor
Practising Company Secretary
E-mail ID: ravi@ravics.com

Regd. Office:

"Adani Corporate House",
Shantigram, Near 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
Membership No. A24382

Ahmedabad, November 08, 2023

Adani Green Energy Limited

Registered Office: "Adani Corporate House", Shantigram, Near Vaishno Devi Circle,
S G Highway, Khodiyar, Ahmedabad – 382 421. Gujarat, India.
Phone No.: +91-79-25555555 Fax No.: +91-79-25555500
Website: www.adanigreenenergy.com Email Id: investor.agel@adani.com
CIN: L40106GJ2015PLC082007

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Items No. 1 to 3 of the accompanying Notice dated November 07, 2023:

In respect of Items No. 1 & 2

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("**Board**") at its meeting held on September 07, 2023 had appointed Dr. Anup Shah (DIN: 00293207) and Mrs. Neera Saggi (DIN: 00501029) as Additional Directors (Non-Executive, Independent) of the Company for a first term of three (3) years effective from September 07, 2023, 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 Dr. Anup Shah and Mrs. Neera Saggi (i) consents in writing to act as Directors 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 they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. They do 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 Dr. Anup Shah and Mrs. Neera Saggi for the office of Directors of the Company.

Brief profile of Dr. Anup Shah is as under:

Dr. Anup Shah, aged 47 years, is a Fellow Member of The Institute of Chartered Accountants of India. He has completed his Ph.D. in Commerce from Mumbai University; he is a Law Graduate from Mumbai University and has also done his Business Consultancy Studies Course from Jamnalal Bajaj Institute of Management Studies.

Dr. Shah is a Senior Partner of M/s. Pravin P Shah & Co., an advisory firm. He has over 25 years of experience in the areas of international estate planning, business restructuring, capital markets regulations, foreign investments, international taxation, etc. He has contributed articles / papers to several publications, newspapers and delivered talks at seminars and workshops across India and authored many books. He is on the Board of various companies.

Adani Green Energy Limited

Registered Office: "Adani Corporate House", Shantigram, Near Vaishno Devi Circle,
S G Highway, Khodiyar, Ahmedabad – 382 421. Gujarat, India.
Phone No.: +91-79-25555555 Fax No.: +91-79-25555500
Website: www.adanigreenenergy.com Email Id: investor.agel@adani.com
CIN: L40106GJ2015PLC082007

Brief profile of Mrs. Neera Saggi is as under:

Mrs. Neera Saggi, aged 67, has over 40 years of extensive and varied experience, both in the public and the private sector. For 28 years, as member of Indian Administrative Service, she worked within the government with multiple stakeholders and in different sectors including ports, SEZs, and areas of export promotion, textiles, area administration and rural development.

Mrs. Saggi has strong networks in multiple sectors and with different stakeholders including government, private, NGO, multilateral agencies, Consulates, Chambers of Business and Commerce. She was President of the Bombay Chamber of Commerce and Industry (BCCI) for the year 2013-14. She was the first woman to be elected in 177 years' history of this oldest Chamber in the country and was its Vice President for the year 2012-13.

By qualification, she is a Master of Business Administration, Business Administration and Management, International Centre of Public Enterprise, Ljubljana, Slovenia (Sponsored by GOI – UNDP); Master's in English Literature, Delhi University; Bachelor of Arts (Hons.), Gauhati University.

The terms and conditions for appointment of Dr. Shah and Mrs. Saggi as Independent Directors 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 Dr. Shah and Mrs. Saggi 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 Resolutions as set out in Items no. 1 & 2 of this Notice, for approval by the Members of the Company, as the rich experience and the vast knowledge they bring with them would benefit the Company. They also possess requisite skills, expertise and competencies in the business restructuring, capital market regulations, international taxation, regulatory matters and business leadership.

Dr. Shah and Mrs. Saggi are deemed to be interested in the resolution relating to their 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 Items No. 1 & 2 of this Notice.

In respect of Item No. 3

The Board vide circular resolution passed on October 21, 2023, based on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the appointment of Dr. Sangkaran Ratnam (DIN: 10333311) as a Director of the Company, w.e.f October 23, 2023, liable to retire by rotation. Dr. Ratnam is a nominee of TotalEnergies Renewables Indian Ocean Ltd ("**TotalEnergies**"), TotalEnergies has nominated appointment of Dr. Ratnam as a Director of the Company pursuant to the rights of appointment of Nominee Director, conferred upon vide Clause 3.6 of the Articles of Association (Part II) 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

Adani Green Energy Limited

Registered Office: "Adani Corporate House", Shantigram, Near Vaishno Devi Circle,
S G Highway, Khodiyar, Ahmedabad – 382 421. Gujarat, India.
Phone No.: +91-79-25555555 Fax No.: +91-79-25555500
Website: www.adanigreenenergy.com Email Id: investor.agel@adani.com
CIN: L40106GJ2015PLC082007

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.

Further, in terms of the amended Regulation 17(1D) of the SEBI Listing Regulations, effective from April 1, 2024, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

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

Dr. Ratnam has given his consent to act as a Director of the Company pursuant to Section 152 of Act. The Company has received a Notice under Section 160 of the Act from a Member signifying his candidature as a Director of the Company. Dr. Ratnam has further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by the SEBI.

Brief profile of Dr. Sangkaran Ratnam is as under:

Dr. Sangkaran Ratnam, aged about 51 years, read engineering at Cambridge where he completed his PhD in Geotechnical Engineering. Dr. Ratnam also holds a Master's degree in Geo-Environmental Engineering from the Massachusetts Institute of Technology (MIT, USA) and a Bachelor's degree in Civil Engineering (first class) from the Imperial College in London. Dr. Ratnam has been with

TotalEnergies in various international assignments since 2002. Following an early engineering career outside TotalEnergies, he joined TotalEnergies UK in Aberdeen in a commercial role, before embarking on an 18 years international business career with resident assignments in Africa, the Middle East, Asia Pacific and Europe. During this period, he held various asset management functions including leading major negotiations, following up challenging E&P assets (exploration, production, LNG mega projects) and managing complex joint venture partnerships and Government relations. He worked on the Angola, Yemen, Ichthys & Gladstone (Australia), Bontang (Indonesia) and Brunei LNG projects in various capacities. He was most recently based in Papua New Guinea as Business Director responsible for the progress to Final Investment Decision (FID) of the multibillion dollar Papua LNG project. Prior to Papua New Guinea, Dr. Ratnam was based in Paris, France where he was Vice-President, Libya and then Project Director for New Business negotiations for TotalEnergies across the MENA region.

Additional information in respect of Dr. Ratnam pursuant to the Listing Regulations and the SS-2, is provided in the Annexure to this Notice.

The Board is of the view that the association of Dr. Ratnam and the rich experience and the vast knowledge he brings with him would benefit the Company. He also possesses requisite skills, expertise and competencies, particularly carrying industry expertise and expertise in the areas of investments and business acumen in different regions across the globe.

Dr. Ratnam shall not be entitled to sitting fees for attending the meetings of the Board and its

Adani Green Energy Limited

Registered Office: "Adani Corporate House", Shantigram, Near Vaishno Devi Circle,
S G Highway, Khodiyar, Ahmedabad – 382 421. Gujarat, India.
Phone No.: +91-79-25555555 Fax No.: +91-79-25555500
Website: www.adanigreenenergy.com Email Id: investor.agel@adani.com
CIN: L40106GJ2015PLC082007

committees or any other form of compensation.

The Board of Directors recommends passing of the resolution no. 3 of this Notice, for the appointment of Dr. Ratnam as a Director of the Company liable to retire by rotation, for the approval of the Members.

Except Dr. Sangkaran Ratnam and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the resolution as set out in the Items No. 3 of this Notice.

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

Pragnesh Darji
Company Secretary
Membership No. A24382

Ahmedabad, November 08, 2023

Regd. Office:

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

Adani Green Energy Limited

Registered Office: "Adani Corporate House", Shantigram, Near Vaishno Devi Circle,
S G Highway, Khodiyar, Ahmedabad – 382 421. Gujarat, India.
Phone No.: +91-79-25555555 Fax No.: +91-79-25555500
Website: www.adanigreenenergy.com Email Id: investor.agel@adani.com
CIN: L40106GJ2015PLC082007

ANNEXURE TO ITEMS NO. 1 TO 3 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Extra Ordinary General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Dr. Anup Shah													
Date of Birth	October 02, 1976 (47 years)													
Nationality	Indian													
Date of Appointment on the Board	September 07, 2023													
Qualifications	Ph.D. in Commerce; Chartered Accountant; Bachelors in Law													
Expertise in specific functional area	Business restructuring, capital market regulations, international taxation													
Number of shares held in the Company	Nil													
List of the directorships held in other companies*	1) Adani Wilmar Limited 2) JM Financial Home Loans Limited 3) JM Financial Services Limited 4) JM Financial Credit Solutions Limited 5) JM Financial Capital Limited													
Number of Board Meetings attended during the FY 2023	Not applicable													
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Chairperson: <table border="1" style="margin-left: 20px;"> <thead> <tr> <th>Name of the Company</th> <th>Committee</th> </tr> </thead> <tbody> <tr> <td>Adani Wilmar Limited</td> <td rowspan="4" style="text-align: center;">Audit Committee</td> </tr> <tr> <td>JM Financial Credit Solutions Limited</td> </tr> <tr> <td>JM Financial Home Loans Limited</td> </tr> <tr> <td>JM Financial Capital Limited</td> </tr> </tbody> </table> Member: <table border="1" style="margin-left: 20px;"> <thead> <tr> <th>Name of the Company</th> <th>Committee</th> </tr> </thead> <tbody> <tr> <td>Adani Wilmar Limited</td> <td rowspan="2" style="text-align: center;">Stakeholders' Relationship Committee</td> </tr> <tr> <td>JM Financial Credit Solutions Limited</td> </tr> </tbody> </table>		Name of the Company	Committee	Adani Wilmar Limited	Audit Committee	JM Financial Credit Solutions Limited	JM Financial Home Loans Limited	JM Financial Capital Limited	Name of the Company	Committee	Adani Wilmar Limited	Stakeholders' Relationship Committee	JM Financial Credit Solutions Limited
Name of the Company	Committee													
Adani Wilmar Limited	Audit Committee													
JM Financial Credit Solutions Limited														
JM Financial Home Loans Limited														
JM Financial Capital Limited														
Name of the Company	Committee													
Adani Wilmar Limited	Stakeholders' Relationship Committee													
JM Financial Credit Solutions Limited														
Relationships between Directors inter-se	None													

Adani Green Energy Limited

Registered Office: "Adani Corporate House", Shantigram, Near Vaishno Devi Circle,
S G Highway, Khodiyar, Ahmedabad – 382 421. Gujarat, India.
Phone No.: +91-79-25555555 Fax No.: +91-79-25555500
Website: www.adanigreenenergy.com Email Id: investor.agel@adani.com
CIN: L40106GJ2015PLC082007

Name of the Director	Mrs. Neera Saggi									
Date of Birth	May 13, 1956 (67 years)									
Nationality	Indian									
Date of Appointment on the Board	September 07, 2023									
Qualifications	Master of Business Administration; Master's in English Literature; Bachelor of Arts (Hons.)									
Expertise in specific functional area	Regulatory matters and business leadership									
Number of shares held in the Company	Nil									
List of the directorships held in other companies*	1) Honeywell Automation India Limited 2) GE T&D India Limited 3) LTIDPL Indvit Services Limited									
Number of Board Meetings attended during the FY 2023	Not applicable									
Chairman/ Member in the Committees of the Boards of companies in which she is Director*	Chairperson: Nil Member: <table border="1" data-bbox="609 1119 1421 1344"> <thead> <tr> <th>Name of the Company</th> <th>Committee</th> </tr> </thead> <tbody> <tr> <td>GE T&D India Limited</td> <td rowspan="2">Audit Committee</td> </tr> <tr> <td>Honeywell Automation India Limited</td> </tr> <tr> <td>LTIDPL Indvit Services Limited</td> <td>Audit Committee</td> </tr> <tr> <td></td> <td>Stakeholders' Relationship Committee</td> </tr> </tbody> </table>	Name of the Company	Committee	GE T&D India Limited	Audit Committee	Honeywell Automation India Limited	LTIDPL Indvit Services Limited	Audit Committee		Stakeholders' Relationship Committee
Name of the Company	Committee									
GE T&D India Limited	Audit Committee									
Honeywell Automation India Limited										
LTIDPL Indvit Services Limited	Audit Committee									
	Stakeholders' Relationship Committee									
Relationships between Directors inter-se	None									

Name of the Director	Dr. Sangkaran Ratnam
Date of Birth	December 03, 1972 (51 years)
Nationality	Malaysia
Date of Appointment on the Board	October 23, 2023
Qualifications	PhD in Geotechnical Engineering; Master's degree in Geo-Environmental Engineering; Bachelor's degree in Civil Engineering
Expertise in specific functional area	Industry expertise, investments and business acumen in different regions across the globe
Number of shares held in the Company	Nil
List of the directorships	Adani Total Gas Limited

Adani Green Energy Limited

Registered Office: "Adani Corporate House", Shantigram, Near Vaishno Devi Circle,
S G Highway, Khodiyar, Ahmedabad – 382 421. Gujarat, India.
Phone No.: +91-79-25555555 Fax No.: +91-79-25555500
Website: www.adanigreenenergy.com Email Id: investor.agel@adani.com
CIN: L40106GJ2015PLC082007

held in other companies*	
Number of Board Meetings attended during the FY 2023	Not applicable
Chairman / Member in the Committees of the Boards of companies in which he is Director*	Nil
Relationships between Directors inter-se	None

* Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).