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ADANI POWER LIMITED

(CIN No : L40100GJ1996PLC030533)

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CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30th JUNE, 2015

PART I (₹ in Crores)

Sr. No.	Particulars	Consolidated			
		3 Months ended on 30.06.2015	3 Months ended on 31.03.2015	Corresponding 3 Months ended on 30.06.2014	For the year ended on 31.03.2015
		(Unaudited)	(Refer Note 10)	(Unaudited)	(Audited)
1	**Income from Operations**				
	(a) Net Sales/Income from Operations	5,904.28	4,661.34	5,218.93	19,517.38
	(b) Other Operating Income	9.85	6.22	6.47	27.56
	Total Income from operations (net)	5,914.13	4,667.56	5,225.40	19,544.94
2	**Expenses**				
	(a) Fuel Cost	3,739.54	2,777.01	3,142.45	11,613.70
	(b) Purchase of stock in trade	77.85	172.22	0.19	290.60
	(c) Employee benefits expense	93.58	95.99	67.52	327.24
	(d) Depreciation & amortisation expense	556.86	(22.18)*	662.65	2,060.62
	(e) Other Expenses	407.31	417.73	322.98	1,437.67
	(f) Foreign Exchange Loss	-	6.71	26.25	39.25
	Total expenses	4,875.14	3,447.48	4,222.04	15,769.08
3	**Profit / (Loss) from Operations before other income, finance costs and exceptional items (1-2)**	1,038.99	1,220.08	1,003.36	3,775.86
4	Other Income	36.86	162.40	25.19	246.50
5	**Profit / (Loss) from ordinary activities before finance costs and exceptional items (3+4)**	1,075.85	1,382.48	1,028.55	4,022.36
6	Finance Costs	1,493.43	1,324.99	1,205.45	5,369.16
7	**Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5-6)**	(417.58)	57.49	(176.90)	(1,346.80)
8	Add : Exceptional Items	-	657.56	(126.39)	531.17
9	**Profit / (Loss) from ordinary activities before tax (7+8)**	(417.58)	715.05	(303.29)	(815.63)
10	Tax expense	-	-	-	-
11	**Net Profit / (Loss) from ordinary activities after tax (9-10)**	(417.58)	715.05	(303.29)	(815.63)
12	Extraordinary Items (net of tax expense)	-	-	-	-
13	**Net Profit / (Loss) for the period / year (11-12)**	(417.58)	715.05	(303.29)	(815.63)
14	Minority Interest	-	-	-	-
15	**Net Profit / (Loss) after Taxes and Minority Interest (13-14)**	(417.58)	715.05	(303.29)	(815.63)
16	Paid up Equity Share Capital (Face Value ₹10 per share)	2,935.84	2,871.92	2,871.92	2,871.92
17	Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year	-	-	-	2,852.70
18	**Earnings / (Loss) Per Share (EPS) (₹) (Not annualised) (Face Value ₹ 10 per share)**				
	a. Basic & Diluted EPS before Extra ordinary items (In ₹)	(1.45)	2.49	(1.06)	(2.84)
	b. Basic & Diluted EPS after Extra ordinary items (In ₹)	(1.45)	2.49	(1.06)	(2.84)

*The said amount is net off the impact of depreciation reduction by ₹ 719.13 Crores in pursuance of the provisions of schedule II of the Companies Act, 2013 w.e.f. 1st April, 2014.

PART II

A	**Particulars of Shareholding**				
1	**Public Shareholding**				
	- Number of Shares	1,229,273,879	717,987,028	717,987,028	717,987,028
	- Percentage of Shareholding	41.87%	25.00%	25.00%	25.00%
2	**Promoters and Promoter Group Shareholding**				
	a. Pledged / Encumbered				
	- Number of shares	1,164,746,054	905,351,212	688,389,328	905,351,212
	- Percentage of shares (as a % of the total shareholding of the promoters and promoter group)	68.25%	42.03%	31.96%	42.03%
	- Percentage of shares (as a % of the total share capital of the company)	39.67%	31.52%	23.97%	31.52%
	b. Non – encumbered				
	- Number of shares	541,819,008	1,248,583,870	1,465,545,754	1,248,583,870
	- Percentage of shares (as a % of the total shareholding of the promoters and promoter group)	31.75%	57.97%	68.04%	57.97%

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PART II		
	Particulars	**3 months ended 30th June, 2015**
B	**Investor Complaints**	
	Pending at the beginning of the quarter	0
	Received during the quarter	5
	Disposed of during the quarter	5
	Remaining unresolved at the end of the quarter	0

1 The above consolidated results have been reviewed by the Audit Committee and approved by the Board of Directors in their meetings held on 10th August, 2015.

2 During the quarter, the Company has completed the acquisition of Udupi Power Corporation Limited ("UPCL") and consequently UPCL has become the wholly own subsidiary of Adani Power Limited w.e.f. 20th April, 2015.

3 Further to the execution of a share purchase agreement with the owners of Korba West Power Company Limited ("KWPCL"), the acquisition of 100% stake in KWPCL is pending for necessary approval and consents.

4 A Composite Scheme of Arrangement ("Scheme") under section 391 and 394 of the Companies Act 1956 and relevant provisions of Companies Act, 2013, between Adani Enterprises Limited, ("AEL") the erstwhile holding Company, Adani Ports and Special Economic Zone Limited ("APSEZ"), Adani Transmission Limited ("ATL") and Adani Mining Private Limited (AMPL) and the Company, for demerger of various businesses of AEL and simplification of the group structure with an appointed date of 1st April, 2015, has become effective on receipt of all approvals during the Quarter. As a result, Solar Power Undertaking of AEL, along with its assets and liabilities got demerged from AEL and transferred into the Company, from the appointed date. As per the Scheme, the Company has issued and allotted fully paid-up 2,045,206,831 no. of equity shares to the equity shareholders of AEL and cancelled 1,981,290,000 no. of equity shares held by AEL. The Company is in the process of estimating 'value in use' of the assets having carrying amount of ₹ 664.64 crores as at 30th June 2015, which were acquired pursuant to the aforesaid scheme and adjustment, if any, will be recognised once the process is completed.

The Statutory Auditors have commented on this matter in their limited review report for the quarter.

5 Net Sales / Income from operations includes:
a) Compensatory Tariff ("CT") of ₹ 228.95 Crores for the quarter ended 30th June, 2015 and ₹ 2700.47 Crores recognized in earlier periods (₹ 857.35 Crores for the year ended on 31st March, 2015 and ₹ 1843.12 Crores for the year ended 31st March 2014), with respect to 1000MW Power Purchase Agreement ("PPA") with Gujarat Urja Vikas Nigam Limited ("GUVNL") and 1424 MW PPA with Haryana Discoms by the Company.

The Company had made an application on 5th July, 2012 under Section 79 of the Electricity Act, 2003 to the Central Electricity Regulatory Commission ("CERC") for evolving a mechanism for regulating and revising the power tariff on account of frustration and / or occurrence of "Force Majeure" and / or "Change in Law" events under the PPAs with Haryana Discoms and with GUVNL Bid 2 ("the customers"), due to the change in circumstances for the allotment of domestic coal by the Government of India and the enactment of new coal pricing regulations by Indonesian Government.

The CERC has, after considering the recommendations of a committee appointed for the purpose, vide its order dated 21st February, 2014, decided that the Company is entitled to the Compensatory Tariff from Scheduled Commercial Operation Date (SCOD), over and above the tariff agreed under the PPAs entered into with the customers for a limited period till the events which occasioned for such compensation exists.

Subsequent to the above CERC order, the customers had filed appeals with the Appellate Tribunal for Electricity ("APTEL"). APTEL, in response passed an interim order allowing the CT to be paid effective from March, 2014 and staying payment of the CT of earlier periods pending disposal of the appeal. Subsequently, in response to an appeal filed with the Hon. Supreme Court by Haryana Discoms pursuant to the aforesaid interim order, the Court, vide its order dated 25th August, 2014, has, in view of a statement made by the Company's counsel that the Company would accept the payment in terms of the PPAs without prejudice to its claim since the CT related issue is already being heard by the APTEL, rendered the previous orders of the CERC and the APTEL inoperative and directed the APTEL to dispose of the appeals expeditiously.

Supreme Court against the appeal filed by the Company against the order of APTEL, has allowed to argue on the grounds of "force majeure" and "change in law" in respect of the above matter before APTEL.

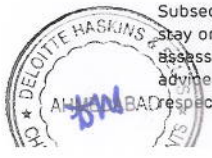
Whilst, the matter is sub-judice and since as per the assessment by the Management, it would not be unreasonable to expect ultimate collection of CT including for the past periods, based on the legal advice that the Company continues to have a strong case and, hence, the Company has continued to recognize revenue on account of the CT during the quarter ended 31st June, 2015, and considered consequent effects accordingly.

The Statutory Auditors have expressed qualification on the above matter in their audit report on annual financial statements for the year ended 31st March 2015 and limited review report on these financial results.

b) (i) Adani Power Maharashtra Limited ("APML") has, under a long term Power Purchase Agreement ("PPA") dated 8th September, 2008, with Maharashtra State Electricity Distribution Company Limited (MSEDCL), committed 1,320 MW capacity from Phase I & II of its Power Plants of at Tiroda, Maharashtra for 25 years, with one of the sources of coal from Lohara Coal Block. Terms of Reference ("TOR") for Lohara Coal Block was withdrawn on 25th November, 2009 by the Ministry of Environment and Forest ("MOEF"). Subsequently, the MOEF in January, 2010 confirmed that Lohara Block will not be considered for environment clearance. Thereafter, APML sent a notice for termination of the PPA to MSEDCL on 16th February, 2011 and also requested MSEDCL on 11th April, 2012 to return the performance guarantee submitted at the time of bidding.

Based on the aforementioned disputes, APML approached the Maharashtra Electricity Regulatory Commission ("Commission") on 16th July, 2012 under Section 86 (1) (f) of the Electricity Act, 2003, with a prayer to direct Commission to (a) return the performance guarantee to APML; (b) without prejudice to prayer (a), in alternate, consider revision in the tariff based on the revised fuel cost. The Commission has, after considering the recommendations of the committee appointed for the purpose, vide its final order dated 5th May, 2014, decided that APML is entitled to the compensatory tariff from the Scheduled Commercial Operations Date ("SCOD") of the power plants, over and above the tariff agreed under the PPAs entered into for a limited period till the events which occasioned such compensation exists. Compensatory tariff of ₹ 137.92 Crores for the quarter ended on 30th June, 2015 has been recognized and ₹ 762.73 Crores for the earlier periods (₹ 585.42 Crores for the year ended on 31st March, 2015 and ₹ 177.31 Crores for the year ended on 31st March, 2014) was recognised based on the aforesaid order.

Subsequent to the MERC order, MSEDCL has filed appeals with the APTEL challenging the MERC order and has also requested APTEL to grant stay on the enforcement of the order. APTEL has neither granted the stay nor has passed any order setting aside the MERC order. As per the assessment by the Management, it would not be unreasonable to expect ultimate collection of the Compensatory Tariff based on the legal advice that the MERC order is enforceable as on date and in operation and APML has a fairly arguable case in support of the MERC order with respect to the appeals filed by MSEDCL against the said orders.



(ii) Additional Compensatory Tariff for the quarter ended on 30th June, 2015 of ₹ 4.24 Crores (₹ 144.50 Crores for the year ended on 31st March, 2015) with respect to 1320 MW PPA, Compensatory Tariff for the quarter ended on 30th June, 2015 of ₹ 135.95 Crores (₹ 316.80 Crores for the year ended 31st March, 2015) with respect to 1200 MW PPA and Compensatory Tariff for the quarter ended on 30th June, 2015 of ₹ 14.27 Crores (₹ 12.99 Crores for the year ended 31st March, 2015) with respect to 125 MW between APML and MSEDCL, have been recognised pursuant to an order by MERC dated 20th August, 2014, based on the decision taken by the Cabinet Committee on Economic Affairs ("CCEA") and the subsequent amendment to the New Coal Distribution Policy ("NCDP"), 2007.

The Statutory Auditors have invited attention to the above matters in their audit report on annual financial statements for the year ended 31st March 2015 and limited review report on these financial results.

c) (i) Adani Power Rajasthan Limited ("APRL"), a subsidiary, has recognised revenue on account of Compensatory Tariff of ₹ 46.42 Crores for the quarter ended 30th June, 2015 based on an interim order dated 6th August, 2015 by Rajasthan Electricity Regulatory Commission ("RERC"). APRL had recognised revenue of Rs ₹ 305.92 Crores (including ₹ 150.17 crores described in note c(ii) below) on account of compensatory tariff during the year ended 31st March, 2015 based on an interim order dated 30th May, 2014 by RERC. Rajasthan Discoms have filed appeal with APTEL against the order dated 30th May, 2014 of RERC and the matter is pending adjudication. As per the assessment by the Management, it would not be unreasonable to expect ultimate collection of the Compensatory Tariff based on the legal advice that the RERC order is enforceable as on date and in operation and APRL has a fairly arguable case in support of the RERC order with respect to the appeal filed by customers against the said order.

The Statutory Auditors have drawn attention to this matter in their annual report on annual financial statements for the year ended 31st March 2015 and limited review report on these financial results.

(ii) RERC by its separate order dated 6th August, 2015 also clarified that the interim relief of ₹ 0.25 per KWH granted pursuant to order dated 30th May, 2014 would apply prospectively with effect from the date of order. Based on the legal advice and the assessment by the management of APRL, no provision is considered necessary against the receivable of ₹ 150.17 Crores on account of compensatory tariff for the period from the COD to 30th May 2014, recognised during the last year.

The Statutory Auditors have expressed qualification on the above matter in their limited review report on these financial results.

6 The Company had, pursuant to the Memorandum of Understanding dated 1st December, 2006 ("MOU") signed between the Company and Brakel Kinnaur Power Private Limited ("Brakel"), the Company had given interest free advance aggregating ₹ 288 Crores which in turn was deposited by Brakel with Government of Himachal Pradesh (GoHP) in relation to 960 MW hydro power plant awarded to it by GoHP. As per the MOU, the Company was to become a co-venturer for the project at a later date. In 2009, Brakel had filed an application with GoHP to seek approval to add the Company as a consortium partner, which was not responded by GoHP.

In March 2014, GoHP issued a show cause notice to Brakel for forfeiture of the said deposit / advance amount of ₹ 281 Crores for the losses caused to GoHP due to non-compliance of the terms of the agreement. In the meanwhile, Brakel had conveyed it's no objection to GoHP to grant the refund of the aforesaid deposit/advance directly to the Company. However, based on legal opinion obtained, the Management of the Company is confident of recovery of the aforesaid amount and, accordingly, no provision has been considered necessary at this stage.

The Statutory Auditors have invited attention to the above matter in their audit report on annual financial statements for the year ended 31st March 2015 and limited review report on these financial results.

7 The Group's activities during the year revolve around power generation. Considering the nature of Group's business and operations, there is only one reportable segments (business and/or geographical) in accordance with the requirements of Accounting Standard 17 – 'Segment Reporting', prescribed under Company (Accounting Standards) Rules, 2006.

8 Key numbers of Standalone Financial Results of the Company for the quarter ended 30th June, 2015 are as under:

(₹ in Crores)

Particulars	3 Months ended on 30.06.2015	3 Months ended on 31.03.2015	Corresponding 3 Months ended on 30.06.2014	Year ended on 31.03.2015
Total Operating Income	3,059.23	2,493.50	3,001.54	10,624.61
Profit before Tax	(135.12)	418.21	(179.72)	(68.63)
Net Profit after Tax	(135.12)	418.21	(179.72)	(68.63)

The Standalone Financial Results are available at the company's website *www.adani.com* and on the website of the stock exchanges *www.bseindia.com* and *www.nseindia.com*

9 Pursuant to the stake sale in Adani Transmission (India) Limited by the Company in the previous year, the merger of Solar Power Undertaking of AEL with the Company and acquisition of 100% stake of UPCL by the Company during the quarter, the figures for the current quarter are not comparable with the figures of corresponding quarter of previous year and the immediately preceding quarter, to that extent.

10 The figures of three months ended 31st March, 2015 are the balancing figures between audited figures in respect of full financial year and the published year to date figures up to nine months of the relevant financial year.

11 The figures of previous periods have been regrouped / reclassified wherever necessary.

For Adani Power Limited

Gautam S. Adani
Chairman

Place : Ahmedabad
Date : 10th August, 2015

DELOITTE HASKINS & SELLS * AHMEDABAD * CHARTERED ACCOUNTANTS