



17th March, 2012

Bombay Stock Exchange Limited

Floor 25, P J Towers,
Dalal Street,
Mumbai – 400001

National Stock Exchange of India Limited

Exchange plaza,
Bandra-Kurla Complex,
Bandra (E)
Mumbai – 400051.

Scrip Code: 533096

Scrip Code: ADANIPOWER

Dear Sir,

Sub: Notice of Postal Ballot

With reference to above, kindly find enclosed herewith Notice of Postal Ballot (along with Postal Ballot Form) for passing of resolution for Consolidation of Transmission Line Business u/s 293(1)(a) of the Companies Act 1956.

Kindly take the same on record.

Thanking You,

**Yours faithfully,
For Adani Power Limited**

**Rahul C. Shah
Company Secretary**

Encl: a.a.

NOTICE

adani™

ADANI POWER LIMITED

Registered Office: "Shikhar", Near Adani House, Mithakhali Six Roads, Navrangpura, Ahmedabad- 380 009

Dear Shareholder(s),

Notice pursuant to Section 192A (2) of the Companies Act, 1956

Pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956, sale, lease or otherwise dispose of the whole or substantially the whole of any undertaking of the Company requires approval of Members by way of an Ordinary Resolution.

As per Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, consent of Members under Section 293(1)(a) of the Companies Act, 1956 is required to be obtained by means of voting by Postal Ballot. The proposed Ordinary Resolution and Explanatory Statement stating all material facts and the reasons for the proposal is appended below and a postal ballot form is enclosed for your consideration. The Company has appointed Mr. Rohit Choksi, Practicing Chartered Accountant, Ahmedabad as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Please read carefully the instructions printed behind the Postal Ballot form and return the form duly completed in all respects in the enclosed self- addressed pre- paid postage envelope so as to reach the Scrutinizer on or before the close of working hours on 20th April, 2012.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on 23rd April, 2012 at the registered office of the Company.

ORDINARY RESOLUTION

To Consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 293(1)(a), 192A and other applicable provisions, if any of the Companies Act 1956 (including any statutory modifications thereof), the provisions contained in the Memorandum and Articles of Association of the Company and subject to approval of lenders/financial institutions or any other statutory and regulatory approvals and permissions, if required, the consent of the Company be and is hereby accorded for consolidation of Company's Transmission Line Business valuing approximately Rs. 4,000/- Crores (Rupees Four Thousand Crores) into new entity, and on such other terms and conditions as Board of Directors (which shall be deemed to include the committee, if any) may deem fit and appropriate."

"RESOLVED FURTHER THAT the Board of Directors (which shall be deemed to include the committee, if any) be and are hereby authorized to take all such steps including appointment of valuer, lawyer, advisor, consultant or any other agencies and approving any legal structure for consolidation of Transmission Line Business and to take various actions in this regard and to do all such acts, deeds, matters or things as it may deem necessary to give effect to the aforesaid resolution."

Date: 9th March, 2012

Place: Ahmedabad

**By Order of the Board
For Adani Power Limited**

Sd/-

**Rahul C. Shah
Company Secretary**

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The Company is presently carrying on the business of generation of power and transmission lines. The Company has witnessed significant growth in its generation capacity over the last few years. The separate transmission line companies with a relatively large portfolio of transmission lines offer certain clear advantages to power generating companies, including rapid rollout over a large area, and tariff based pricing. The Company has constructed Mundra - Dehgam line which is operational and is constructing Mundra – Bhivani – Mohindergarh transmission line which is under work in progress stage. It is proposed to consolidate transmission line business spread under several Adani Group Companies to the new focused transmission line entity of the Group. Such consolidation of transmission line business will help to attract focused attention, talent and infrastructure and ensure appropriate maintenance of separate accounts in view of such regulated business for better regulatory compliance. All present licenses / approvals taken / to be taken by the Company for carrying on transmission business shall be transferred to new entity.

Such consolidation of transmission line business requires to take shareholders' approval and to pass resolution under section 293(1)(a) of the Companies Act 1956 by postal ballot procedure as prescribed in Companies (Passing of Resolution by postal ballot) Rules 2011.

The Board of Directors recommends the above resolution for your approval.

None of the Directors of the Company is any way concerned or interested in the said resolution except to the extent of shares held by them, if any, in the Company.

Date: 9th March, 2012

Place: Ahmedabad

By Order of the Board

For Adani Power Limited

Sd/-

Rahul C. Shah

Company Secretary

NOTES

1. Shareholders who wish to be present at the time of declaration of the result may do so.
2. Only a Shareholder entitled to vote is entitled to exercise his vote through Postal Ballot and a Shareholder having no voting rights should treat this Notice as an intimation only.

ADANI POWER LIMITED

Reg. Office : Shikhar, Nr. Adani House, Mithakhali Six Roads, Navrangpura, Ahmedabad - 380 009

specimen

Sr. No. _____

POSTAL BALLOT FORM

1. Name and Registered address of the Sole-First named Shareholder	
2. Name(s) of the Joint Shareholder(s)	
3. Registered Folio No/ DP ID*/Client ID* (*applicable to investors holding shares in demat form)	
4. No. of share(s) held	
5. I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Notice dated 9 th March, 2012 of the Company by sending my/our assent or dissent to the said Resolution by placing tick.(✓) mark at the appropriate box below:	

Description	No. of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956 for consolidation of Transmission Line Business of the Company			

Place :

Date :

Email ID :

Signature of the Shareholder(s)

INSTRUCTIONS

1. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of joint member(s).
2. A Shareholder desiring to exercise vote by Postal Ballot, may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot if sent by courier at the expense of the Registered Shareholder will also be accepted.
3. The Postal Ballot Form should be completed and signed by the Shareholder in case of joint holding; this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his/her absence, by the next named Shareholder.
4. Members are entitled to cast their votes differently i.e. all the votes either in favour or against or partly in favour or against.
5. Votes will be considered invalid on the following grounds:
 - (i) a form other than one issued by the Company or a photocopy thereof has been used;
 - (ii) it has not been signed by or on behalf of the shareholder;
 - (iii) if the member's signature does not tally;
 - (iv) it is not possible to determine without any doubt the assent or dissent of the member;
 - (v) neither assent or dissent is mentioned;
 - (vi) the member has marked all his shares both in favour and also against the resolution;
 - (vii) any competent authority has given directions in writing to the Company to freeze the voting rights of the shareholder;
 - (viii) the envelope containing the Postal Ballot form is received after the last date prescribed i.e. 20th April, 2012;
 - (ix) the Postal Ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (x) it is damaged or mutilated in such a way that its identity as a genuine form can not be established;
 - (xi) it is not filled in accordance with the instructions for filling and executing the form.
6. In case of shares held by Companies, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority.
7. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the closure of working hours on 20th April, 2012. All Postal Ballot Forms received after this date, will be strictly treated as if reply from such shareholder has not been received. Facility of voting through electronic mode is not being provided by the company.
9. The Chairman or the Director authorized by the Board shall announce the result of the Postal Ballot on 23rd April, 2012 at the Registered Office of the Company. The results will thereafter be also informed to the stock exchanges, hosted on the Company's website www.adanipower.com and published in newspapers.
10. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholders on the last date of completion of dispatch of notice i.e. 21st March, 2012.
11. The date of declaration of result of Postal Ballot will be taken as the date of passing of the resolution.
12. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
13. The Postal Ballot shall not be exercised by a Proxy.
14. A Shareholder may request for a duplicate Postal Ballot form, if so required. However, the duly filled in duplicate Postal Ballot form should reach the Scrutinizer not later than the date specified at item 8 above.