



Capital

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 1/2021-22 EXTRAORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF THE COMPANY WILL BE HELD ON FRIDAY, NOVEMBER 26, 2021, AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT ADANI HOUSE, 56 SHRIMALI SOCIETY NAVRANGPURA AHMEDABAD 380009, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESSES:

Item No. 1

Appointment, remuneration and terms of appointment of Nangia & Co. LLP, Chartered Accountants as Statutory Auditors of the Company in place and to fill the vacancy of S.R. Batliboi & Co. LLP, Chartered Accountants.

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT, in supersession of earlier resolution and in compliance with Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs), issued by Reserve Bank of India vide its Circular dated April, 27, 2021 and pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013, as per the recommendation of the Audit Committee and approval of the Board of Directors of the Company, at the Meeting held on November 11, 2021, Members of the Company be and are hereby approve the appointment of Nangia & Co. LLP, Chartered Accountants, having FRN 002391C/N500069, who has given their consent, as Statutory Auditors of the Company for a period of three years i.e. from November 26, 2021 till November 25, 2024, on such terms and conditions and remuneration as may be fixed in consultation with the said Statutory Auditors of the Company.

Adani Capital Pvt Ltd
One BKC, C-Wing, 1004/5, 10th Floor
Bandra Kurla Complex, Bandra East
Mumbai 400 051
Maharashtra, India
CIN: U65990GJ2016PTC093692

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www.adanicapital.in

Registered Office: Adani House, Nr Mithakhali Circle, Navrangpura, Ahmedabad 380 009, Gujarat, India

Item No. 2
Raising of Funds Through Various Modes

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of section 42 & 71 and all other applicable provisions, if any of the Companies Act, 2013, and all other applicable provisions, if any of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, and Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (Hereinafter referred as "Companies Act"), Master direction of Reserve Bank of India for Non-Banking Financial Company dated September 01, 2016, as amended, Foreign Exchange Management (Borrowing and Lending) Regulations, 2018 , Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended, Reserve Bank of India-Master Circular- Prudential Norms on Capital Adequacy, provisions of Regulations and Guidelines made by Securities and Exchange Board of India (as may be applicable) and other applicable law(s) for the time being in force or as amended and any modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby given to raise the funds from various categories of Lenders and/or Investors inter-alia including Corporates, Mutual Funds, Banks including Foreign branches / subsidiaries of Indian Banks, FPIs, pension funds, HNIs, multilateral and regional financial lenders, and other person or entities, as may be permissible under the applicable law(s), as per the following details:

1. Issuance of secured or unsecured, senior or subordinated, listed or unlisted, rated or unrated, coupon bearing or zero coupon, callable or non-callable, vanilla or structured, redeemable, taxable, cumulative or non-cumulative, Non-Convertible Debentures (NCDs), Bonds (Hereinafter referred to as "Debentures" or "Debt Securities");
2. Commercial Papers;
3. External Commercial Borrowings;

Within the aggregate borrowing limit of Rs. 3,000 crores, including the Borrowings/Facilities from Banks and Financial Institutions in form of Term Loan or Working Capital Loan, in one or more tranches, within one year from the date of this EGM.

RESOLVED FURTHER THAT, the Board of Directors of the Company (including any Committee(s) constituted/ to be constituted by the Board, from time to time to exercise its powers conferred by this resolution thereof), be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid Resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this Resolution.”

For and on behalf of the Board

Sd/-
Jitendra Chaturvedi
Company Secretary & Compliance Officer

Place: Mumbai
Date: November 19, 2021



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Notes:

1. This EGM is being called at Shorter Notice, pursuant to applicable provisions of Companies Act, 2013.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, in respect of the business as set out in the EGM Notice is annexed hereto.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Extraordinary General Meeting.
4. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself. The proxy need not be a member. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. The instrument appointing proxy should however be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.

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

Item No. 1

Appointment, remuneration and terms of appointment of Nangia & Co. LLP, Chartered Accountants as Statutory Auditors of the Company in place and to fill the vacancy of S.R. Batliboi & Co. LLP, Chartered Accountants.

The Members may note that, pursuant to the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs), issued by Reserve Bank of India vide its Circular dated April, 27, 2021, the NBFCs having asset size of not less than Rs. 1,000 Crores are mandatory required to follow the aforesaid guidelines including appointment of the Statutory Auditors of the Company for a Continuous period of 3 years, subject to the Audit Firms, satisfying the eligibility norms, each year.

An audit firm would not be eligible for re-appointment in the same Entity for six years (two tenures) after completion of full or part of one term of the audit tenure.

Further, the RBI has given the timeline upto H2 (Second Half) of FY 2021-22 to adopt the aforesaid guideline.

The Board may note that, the existing Statutory Auditors of the Company S R BATLIBOI & CO LLP, Chartered Accountants were initially appointed at the EGM of the Company held on March 30, 2017 for period of one financial year. He was further re-appointed at the AGM of the Company held on September 28, 2017 for a period of five years i.e. upto the conclusion of AGM of the Company to be held in the year 2022.

As the existing Statutory Auditors have completed the period of 3 years of their appointment, it is required to rotate them and appoint a new Statutory Auditors, pursuant to the aforesaid guidelines read with the applicable provisions of Companies Act, 2013.

Further, the Board of Directors on the recommendation of the Audit Committee at their meeting held on November 11, 2021, have approved the appointment of Nangia & Co. LLP, Chartered Accountants, having FRN 002391C/N500069, who have given their consent for the appointment, as a Statutory Auditors of the Company, for a period of three years i.e. from November 26, 2021 till November 25, 2024, subject to the approval of the Members of the Company.



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The aforesaid appointment of Nangia & Co. LLP, Chartered Accountants is in place of S R BATLIBOI & CO LLP, Chartered Accountants.

The Board of Directors accordingly, recommends, passing of resolution as set out at Item No. 1 of this Notice for the approval of the Members by way of Special Resolution as per the provisions Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs), issued by Reserve Bank of India vide its Circular dated April, 27, 2021 and pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013, for appointment of Nangia & Co. LLP, Chartered Accountants is in place of S R BATLIBOI & CO LLP, Chartered Accountants, as above.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding in the Company, if any, are in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 1 of this Notice.

Item No. 2

The Members may note that, to augment the long term resources of the Company and to maintain sufficient liquidity for meeting funding requirements of its business activities, the Company proposes to raise the Funds from various categories of Lenders and/or Investors inter-alia including Corporates, Mutual Funds, Banks including Foreign branches / subsidiaries of Indian Banks, FPIs, pension funds, HNIs, multilateral and regional financial lenders, and other person or entities, as may be permissible under the applicable law(s), as per the following details:

1. Issuance of secured or unsecured, senior or subordinated, listed or unlisted, rated or unrated, coupon bearing or zero coupon, callable or non-callable, vanilla or structured, redeemable, taxable, cumulative or non-cumulative, Non-Convertible Debentures (NCDs) (Hereinafter referred to as "Debentures" or "Debt Securities");
2. Commercial Papers;
3. External Commercial Borrowings;

Within the aggregate borrowing limit of Rs. 3,000 crores, including the Borrowings/Facilities from Banks and Financial Institutions in form of Term Loan or Working Capital Loan, in one or more tranches, within one year from the date of this EGM.

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Further, the Board of Directors of the Company at their Meeting held on November 22, 2021 have given their approval, subject to approval of the Members of the Company at this EGM, to raise the funds as above.

Other disclosures as per the applicable provisions of the Companies Act read with the rules made thereunder w.r.t. issuance of Debentures /Debt Securities and Commercial Papers are given herein below:

- i. Kinds of securities offered and the price at which security is being offered:**
 1. Secured or unsecured, senior or subordinated, listed or unlisted, rated or unrated, coupon bearing or zero coupon, callable or non-callable, vanilla or structured, redeemable, taxable, cumulative or non-cumulative, Non-Convertible Debentures (NCDs), Bonds (Hereinafter referred to as Debentures or Debt Securities), at an issue price of Rs. 10 Lakh or as may be permissible under the applicable provisions of Companies Act, 2013, rules made thereunder and Regulation(s), directions issued by Reserve Bank of India, Securities and Exchange Board of India on the time being in force.
 2. Commercial Papers, can be issued in denominations of Rs.5 lakh and/or in compliance with RBI Regulations/Directions in this Regard for the time being in force.

- ii. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:**

The Debt Securities and the Commercial Papers will be issued at the price as may be agreed between the Company and the Investor, conforming with applicable provisions of Companies Act, 2013, rules made thereunder and Regulations made by RBI.

- iii. Name and address of valuer who performed valuation:**

Not Applicable in case of Debt Securities

- iv. Amount which the company intends to raise by way of such Debt Securities and Commercial Papers:** As disclosed above

- v. Material terms of raising such securities:** As may be disclosed in the Prospectus/ Private Placement Offer Document(s).

vi. Proposed time schedule:

Company can issue the Debt Securities and Commercial Papers within a period of one year from the date of approval at this EGM for particular tranche/issue as may be disclosed in the Prospectus/ Private Placement Offer Document(s) for particular tranche(s)/issue(s), conforming with applicable provisions of Law(s).

vii. Purposes or objects of offer:

To augment the long-term resources of the Company and to maintain sufficient liquidity for meeting funding requirements of its business activities, Improve Capital to Risk Weighted Assets Ratio, Access to unsecured long term source of fund and/or the Purpose or object as may be mentioned in the Prospectus/ Private Placement Offer Document(s) for particular tranche(s)/issue(s), conforming with applicable provisions of Law(s).

viii. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects;

Not Applicable

ix. Tenor:

As may be disclosed in the Prospectus/ Private Placement Offer Document(s) for particular tranche(s)/issue(s).

x. Frequency of Principal repayment & Coupon Payment

Interest /Coupon will be paid quarterly/ half yearly/ annually and Principal will be repaid on maturity or as may be mentioned in Prospectus/ Private Placement Offer Document(s) for particular tranche(s)/issue(s).

xi. Other Principle terms of assets charged as securities:

As may be disclosed in the Prospectus/ Private Placement Offer Document(s) for particular tranche(s)/issue(s).

The relevant documents, resolutions passed at the Board and Committee Meetings and other allied documents, if any, being referred in the resolution, would be available at the Registered and Corporate Office of the Company up to the conclusion of this EGM.



None of the Directors or Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding in the Company, if any, are in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 2 of this Notice.

For and on behalf of the Board

Sd/-
Jitendra Chaturvedi
Company Secretary & Compliance Officer

Place: Mumbai
Date: November 19, 2021

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