

Date: July 25, 2021

To

BSE Limited
P J Towers,
Dalal Street,
Mumbai – 400 001

The National Stock Exchange of India Limited
“Exchange Plaza”,
Bandra – Kurla Complex,
Bandra (E), Mumbai – 400 051

Scrip Code: 541450

Scrip Code: ADANIGREEN

Dear Sir,

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2021

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended March 31, 2021, issued by M/s. Chirag Shah & Associates, Practicing Company Secretaries.

You are requested to take the same on your record.

Thanking You

Yours Faithfully,

For, Adani Green Energy Limited

Pragnesh Darji
Company Secretary



CHIRAG SHAH & ASSOCIATES

Company Secretaries

1213, Ganesh Glory, Nr. Jagatpur Crossing,
Besides Ganesh Genesis,

Off. S.G. Highway, Ahmedabad - 382 481.

Ph.: 079-40020304, 6358790040/41/42

E-mail : chi118_min@yahoo.com

SECRETARIAL COMPLIANCE REPORT OF ADANI GREEN ENERGY LIMITED

FOR THE YEAR ENDED 31ST MARCH, 2021

To,

Adani Green Energy Limited

Adani Corporate House,

Shantigram, Near Vaishnav Devi Circle,

S. G. Highway, Khodiyar,

Ahmedabad - 382421

We, Chirag Shah and Associates, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Adani Green Energy Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity i.e. www.adanigreenenergy.com
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) The Securities and Exchange Board of India (Depository and Participants) Regulations, 2018.
- and circulars/ guidelines issued thereunder;

Based on the above examination, we hereby report that, during the review period:

- (f) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) 2015	Reclassification procedure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Universal Trade and Investments Ltd ("UT") which was part of the promoter group of the Company has been acquired by Total Renewables SAS, France ("Investor") from Dome Trade and Investments Limited, Mauritius ("Seller") on January 15, 2021 ("Transaction"). UT is the legal and beneficial owner of 16.4% of the equity share capital of the Company. Pursuant to the aforesaid Transaction (i.e. acquisition of 100% shares in UT by the Investor), UT has now become part of the Total Group, and is consequently no longer part of the promoter group of the Company, without reclassification procedure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



(g) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(h) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
Not Applicable				

(i) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
There was no observation made in previous report for the financial year ended on March 31, 2020				

I, **further, report that** there was no event of appointment of statutory auditor of the Company during the review period. In this regard, I report that the Company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Place: Ahmedabad
Date: 25th June, 2021

For, Chirag Shah and Associates
Practising Company Secretary



[Signature]
CS Raimeen Maradiya
Partner
Membership No. A43050
C P No. 17554
UDIN: A043050C000511232