

Adani Green Energy Twenty Three Limited

NCLT Convened Meeting of the Equity Shareholders

Proceedings

Day/ Date : Thursday, 23rd November 2023

Time : 6.30 p.m. through VC/OAVM

Chairman:

Ladies and Gentlemen,

It is now 6:30 p.m. I have great pleasure in welcoming you to this meeting of equity shareholders of the Company convened as per Notice dated 13th October 2023.

I, K.A. Puj, Retd. Judge of the High Court of Gujarat, am the Chairman appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench to conduct the proceedings of the meeting. I would like to inform you that this meeting is being convened under the order dated 10th October 2023 of the NCLT to consider and approve the Scheme of Amalgamation of Adani Green Energy (Tamilnadu) Limited and Ramnad Renewable Energy Limited and Ramnad Solar Power Limited and Kamuthi Renewable Energy Limited and Kamuthi Solar Power Limited and Adani Renewable Energy Holding Ten Limited and PN Clean Energy Limited and PN Renewable Energy Limited and TN Urja Private Limited and Essel Gulbarga Solar Power Private Limited and Essel Bagalkot Solar Energy Private Limited and Essel Urja Private Limited and KN Bijapura Solar Energy Private Limited and KN Indi Vijayapura Solar Energy Private Limited and KN Muddebihal Solar Energy Private Limited and KN Sindagi Solar Energy Private Limited with Adani Green Energy Twenty Three Limited.

I would like to remind the equity shareholders that this meeting has been convened under the order of the NCLT only to discuss the Scheme and is not for any other business of the Company.

This Meeting is being held through VC/OAVM, pursuant to the order passed by the NCLT read with various MCA Circulars.

I thank all the secured creditors, the Directors of the Company, auditors and the representatives of the management team for joining this Meeting.

In terms of MCA circulars and the Companies Act, 2013 participation of members through VC/OAVM is being reckoned for the purpose of quorum. Based on information received, more than 5 members are present, the quorum required in terms of the order of NCLT, I am calling this meeting to order.

As this Meeting is being held through VC/OAVM, the facility for appointment of proxies by the equity shareholders is not applicable and hence the register of proxies is not required to be maintained and therefore, the question for inspection does not arise.

The Company has received necessary authorizations from the authorized representatives. Authorizations/Authorization Register is available for inspection electronically.

Copies of various documents, as detailed in the Explanatory Statement annexed to the Notice of the Meeting, are available for inspection electronically.

The Notice convening the meeting, the Statement under Section 230 read with Section 102 of the Companies Act, 2013 and the Scheme, having been circulated to the equity shareholders by the permissible mode, are being taken as read.

The Company has made all feasible efforts to enable the equity shareholders to participate and vote on the matter being considered at this meeting.

The facility of joining the meeting has been made available on a first-come-first-served basis. To avoid disturbances, all the equity shareholders who have joined the meeting have, by default, been placed on 'mute' mode. Equity shareholders who have registered themselves as speakers, will be unmuted by the Moderator on their name being called out for speaking.

Equity shareholders seeking any technical assistance during the meeting may reach out to the helpline numbers provided in the Notice.

In compliance with various MCA Circulars, the Companies Act, 2013 read with the rules framed thereunder, the facility of remote e-voting as well as e-voting at this Meeting has been provided to all the equity shareholders. The remote e-voting facility commenced on Monday, 20th November 2023 (9:00 a.m. IST) and ended on Wednesday, 22nd November 2023 (5:00 p.m. IST).

Those members who have not cast their vote through remote e-voting may vote during the meeting by clicking on the "Vote" tab which will be visible on their screens, once the voting begins. Members who have already voted through the remote e-voting mechanism may attend the meeting, though they will not be able to vote again.

CS Chirag Shah, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting during the meeting and the remote e-voting process, to ensure that they are conducted in a fair and transparent manner.

The resolution proposed for adoption by the equity shareholders at this meeting relates to approval of the Scheme of Amalgamation of Adani Green Energy (Tamilnadu) Limited and Ramnad Renewable Energy Limited and Ramnad Solar Power Limited and Kamuthi Renewable Energy Limited and Kamuthi Solar Power Limited and Adani Renewable Energy Holding Ten Limited and PN Clean Energy Limited and PN Renewable Energy Limited and TN Urja Private Limited and Essel Gulbarga Solar Power Private Limited and Essel Bagalkot Solar Energy Private Limited and Essel Urja Private Limited and KN Bijapura Solar Energy Private Limited and KN Indi Vijayapura Solar Energy Private Limited and KN Muddebihal Solar Energy Private Limited and KN Sindagi Solar Energy Private Limited with Adani Green Energy Twenty Three Limited.

The rationale for proposing the Scheme and other necessary information including salient features of the Scheme is mentioned in the explanatory statement appended to the Notice convening this Meeting, which has been circulated to all the members. I am sure you must have read it.

I put forth the matter for your consideration.

In the Notice dated 13th October 2023, the resolution proposed for adoption by the equity shareholders is mentioned. I take the same to have been read by the equity shareholders.

Since the resolution forming part of the Notice has already been voted on through remote e-voting, and as provided in the Secretarial Standards relating to general meetings, there will be no proposing and seconding of resolution.

Before the resolution is put to vote, we also take note that no equity shareholders have registered themselves as speakers to express their views.

I now request equity shareholders who have not voted so far to cast their votes now. Equity shareholders may note that the e-voting window will remain open for another fifteen minutes.

This being the NCLT convened meeting, the results will be reported to the Hon'ble National Company Law Tribunal, Ahmedabad Bench. Also, the Company will put up the results on the Notice Board of the Company at the registered office as well as on the website www.adanigreenenergy.com and on the website of Central Depository Services (India) Limited on or before close of business hours on 24th November 2023.

The business of the meeting is now complete and I declare the meeting closed. I thank you all for co-operating with me in the smooth conduct of the meeting.

Thank you.
