



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

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies
(Management and Administration) rules, 2014]

To,

Hon'ble Mr. Justice K. A. Puj

The Chairman of

**NCLT convened meeting of the Secured Creditors of
ESSEL BAGALKOT SOLAR ENERGY PRIVATE LIMITED**

having its Registered Office at Adani Corporate House,
Shantigram, Nr. Vaishno Devi Circle,
S. G. Highway, Khodiyar,
Ahmedabad – 382421, Gujarat, India

Sub: Combined Scrutinizer's Report on the resolution passed through remote e-voting and e-voting at NCLT Convened Meeting of the Secured Creditors of Essel Bagalkot Solar Energy Private Limited convened as per directions of Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT").

Dear Sir,

I, Chirag Shah, Practicing Company Secretary, have been appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") vide its order dated October 10, 2023 (the "Order"), as the Scrutinizer for the purpose of scrutinizing remote e-voting process and e-voting at the NCLT Convened Meeting of the Secured Creditors of **Essel Bagalkot Solar Energy Private Limited** (hereinafter referred to as "**the Company**") which was convened by Order of NCLT and held through VC/OAVM on Thursday, November 23, 2023 at 03.30 p.m. (IST) (1530 hours), pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and read with the General Circulars No. 14/2020 dated April 08, 2020; No. 17/2020 dated April 13, 2020; No. 20/2020 dated May 05, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021; No. 20/2021 dated December 08, 2021; No. 21/2021 dated December 14, 2021; No. 2/2022 dated May 05, 2022; No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("**MCA**"), on



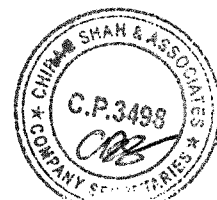
the resolution seeking approval of the Secured Creditors to Scheme of Amalgamation of Adani Green Energy (Tamilnadu) Limited and Ramnad Renewable Energy Limited and Ramnad Solar Power Limited and Kamuthi Renewable Energy Limited and Kamuthi Solar Power Limited and Adani Renewable Energy Holding Ten Limited and PN Clean Energy Limited and PN Renewable Energy Limited and TN Urja Private Limited and Essel Gulbarga Solar Power Private Limited and Essel 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 Scheme**"), in terms of the Notice dated October 13, 2023, convening the said meeting.

As mentioned in the Notice dated October 13, 2023 the proceedings of the meeting were conducted at the Registered Office of the Company located at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382421 and the same was deemed to be the venue of NCLT Convened Meeting.

This further Notice was sent to Secured Creditors of the Company, whose names were appeared in the books of accounts of the Company as on Saturday, September 30, 2023 by electronic mode and whose e-mail addresses as well as by courier at the addresses, both, as were registered with the Company for communication purpose.

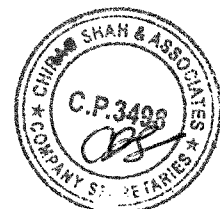
I do hereby submit my report as under:

- (i) The Company had appointed Central Depository Services Limited ("**CDSL**") as the Agency for providing remote e-voting and e-voting facility during the NCLT Convened Meeting to the secured creditors of the Company and for participating in the Meeting through VC / OAVM.
- (ii) CDSL had provided a system for recording the votes of the secured creditors electronically through remote e-voting as well as through e-voting at the NCLT Convened Meeting on the item of the business sought to be transacted at the NCLT Convened Meeting of the Secured Creditors of the Company, which was held on Thursday, November 23, 2023 at 03.30 p.m. (IST) (1530 hours).
- (iii) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder relating to voting done through the remote e-voting and e-voting at the NCLT Convened Meeting on the resolution contained in the Notice dated October 13, 2023 of the Meeting.



- (iv) The Company had provided remote e-voting facility and e-voting facility during the NCLT convened Meeting through CDSL to its Secured Creditors as on the cut-off date i.e. Saturday, September 30, 2023.
- (v) Our responsibility as a Scrutinizer for the voting process (through remote e-voting and e-voting at the meeting) was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes casted in **favour or against** the resolution stated in the Notice dated October 13, 2023 based on the reports generated from the e-voting system provided by CDSL.
- (vi) The Company had published Newspaper Advertisements in English in The Indian Express (Ahmedabad edition) and Gujarati in Financial Express (Ahmedabad edition) (regarding holding of meeting containing all the matters required under the Companies Act, 2013 and relevant rules made thereunder on Friday, October 20, 2023.
- (vii) The remote e-voting period had commenced on Monday, November 20, 2023 at 9:00 A.M. (IST), which was closed on Wednesday, November 22, 2023 at 5:00 P.M. (IST).
- (viii) The e-voting module was disabled and blocked by CDSL for voting on Wednesday, November 22, 2023 at 5.00 P.M. (IST).
- (ix) The votes were unblocked (the votes cast through the e-voting module of CDSL) on Tuesday, November 23, 2023 at around 03:55 p.m. in the presence of two witnesses, Mr. Raimeen Maradiya and Ms. Dhvani Rana who are not in the employment of the Company.
- (x) I first counted the votes cast through remote e-voting and e-voting done at the NCLT Convened Meeting reconciled with the records maintained by the Company and CDSL.
- (xi) The consolidated result of the voting seeking approval of the Secured Creditors of the Company to the Scheme is as under:

Resolution for approving 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 under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013:

(i) Voted in favour of resolution:

Voting Description	Number of Secured Creditors voted	% of Secured Creditors voted	Value votes casted by Secured Creditors (In Rs.)	% of Value votes casted by Secured Creditors
E-voting at the NCLT Convened Meeting	1	100%	18,83,86,313	100%
Remote E- voting	1	100%	9,60,20,902	100%
Total	2	100%	28,44,07,215	100%

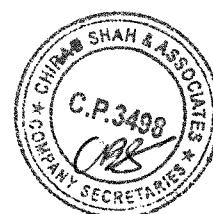
Detailed Report of Voted in favour is enclosed and marked as ANNEXURE – A

(ii) Voted against the resolution:

Voting Description	Number of Secured Creditors voted	% of Secured Creditors voted	Value votes casted by Secured Creditors (In Rs.)	% of Value votes casted by Secured Creditors
E-voting at the NCLT Convened Meeting	0	0.00%	0	0.00%
Remote E- voting	0	0.00%	0	0.00%
Total	0	0.00%	0	0.00%

(iii) Invalid/Abstain Votes:

Voting Description	Number of Secured Creditors whose votes were declared invalid	Value of votes casted by Secured Creditors (In Rs.)
E-voting at the NCLT Convened Meeting	0	0
Remote E- voting	0	0
Total	0	0



This resolution was passed as a special resolution through remote e-voting as well as e-voting at the NCLT Convened Meeting unanimously by Secured Creditors representing in number and in value of the creditors.


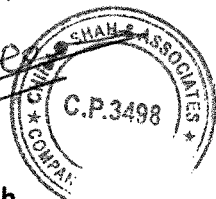
(xii) Out of 2 Secured Creditors having a value of Rs. 28,44,07,215/-, who attended the meeting:

- i. 1 Secured Creditor having a value of Rs. 9,60,20,902/- value and who attended the meeting through VC/OAVM had already casted its vote by remote e-voting and therefore was not entitled to vote through e-voting at the NCLT Convened Meeting. Detailed Report is enclosed and marked as ANNEXURE – B.
- ii. 1 Secured Creditor having a value of Rs. 18,83,86,313/- value, casted its vote through e-voting facility at NCLT Convened Meeting through VC/OAVM. Detailed Report is enclosed and marked as ANNEXURE – C.

(xiii) List of Secured Creditors who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution has been sent to Mr. Pragnesh Darji, Authorised Representative of the Company, for records.

(xiv) All relevant records of the voting conducted through remote e-voting and e-voting at the NCLT Convened Meeting are handed over to Mr. Pragnesh Darji, Authorised Representative of the Company for safe keeping.

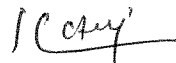
Thanking you,
Yours faithfully,

Scrutinizer
CS Chirag Shah
Practicing Company Secretary
FCS: 5545; CP: 3498
Place: Ahmedabad
Date: November 23, 2023
UDIN: F005545E002154593
Peer Review Cert. No. 704/2020

Countersigned:

For, Essel Bagalkot Solar Energy Private Limited


Hon'ble Mr. Justice K. A. Puj
Chairman for NCLT Convened Meeting of
Secured Creditors of Essel Bagalkot Solar Energy
Private Limited

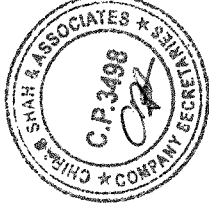
Annexure A**NCLT Convened Meeting of Secured Creditors of Essel Bagalkot Solar Energy Private Limited - 23/11/2023****Detailed Report of voted in favour**

Sr. No.	Name of the Secured Creditor	Address	Email ID	Total value of Secured Creditors (In Rs.)	Votes in Favour of the Resolution
1	India Infradebt Limited	ICICI Bank Towers, Bandra Kurla Complex, Mumbai, Maharashtra, India - 400051	ankur.saxena@infradebt.in	96,020,902	96,020,902
2	L&T Finance Limited	L&T Finance Limited, Mumbai, Maharashtra, India - 400001	suresh.sethumadhavan@ltfs.com	188,386,313	188,386,313
TOTAL				284,407,215	284,407,215



Annexure B**NCLT Convened Meeting of Secured Creditors of Essel Bagalkot Solar Energy Private Limited - 23/11/2023****Detailed Report of Secured Creditors who attended the meeting through VC/OAVM had already casted their vote by remote e-voting**

Sr. No.	Name of the Secured Creditor	Address	Email ID	Total value of Secured Creditors (In Rs.)	Votes in Favour of the Resolution
1	India Infradebt Limited	ICICI Bank Towers, Bandra Kurla Complex, Mumbai, Maharashtra, India - 400051	ankur.saxena@infradebt.in	96,020,902	96,020,902
TOTAL				96,020,902	96,020,902



Annexure C

NCLT Convened Meeting of Secured Creditors of Essel Bagalkot Solar Energy Private Limited - 23/11/2023

Detailed Report of Secured Creditors who attended the meeting through VC/OAVM and casted their votes at NCLT Convened Meeting

Sr. No.	Name of the Secured Creditor	Address	Email ID	Total value of Secured Creditors (In Rs.)	Votes in Favour of the Resolution
1	L&T Finance Limited	L&T Finance Limited, Mumbai, Maharashtra, India - 400001	suresh.sethumadhavan@lts.com	188,386,313	188,386,313
TOTAL				188,386,313	188,386,313

