

NOTICE

SHORTER NOTICE is hereby given that an Extra-ordinary General Meeting of the members of Adani Capital Pvt. Ltd. will be held on Monday, February 5, 2024 at 3:00 p.m. at Registered Office at Adani House, 56, Shrimali Society, Navrangpura, Ahmedabad – 380 009, Gujarat to transact the following business:

Special Business

1. Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company

To consider and if thought fit, to pass, with or without modification the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder by the Members of the Company, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 30,00,00,000 (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) shares of Rs. 10 each to Rs. 50,00,00,000 (Rupees Fifty Crore) divided into 5,00,00,000 (Five Crore) shares of Rs. 10 each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of **Clause V** of the Memorandum of Association of the Company by substituting in its place, the following:- "V. The Authorised Share Capital of the Company is Rs. 50,00,00,000/- [Rupees Fifty Crores only] divided into 5,00,00,000 [Five Crore] Equity Shares of Rs. 10/- [Rupees Ten only] each".

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard"

By order of the Board of Adani Capital Pvt. Ltd.

Place: Mumbai

Date: - February 2, 2024

**Jitendra Chaturvedi
Company Secretary & Compliance officer
Mem No.:45158**

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER.**
- 2. THE INSTRUMENTS APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 3. A STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 RELATING TO THE PROPOSED RESOLUTION TO BE TRANSACTED AT THE MEETING IS ANNEXED HERETO.**

Corporate office:
Adani Capital Private Limited
One BKC, C- Wing, 1004-1005, 10th floor,
Bandra Kurla Complex, Bandra (E)
Mumbai 400 051
Maharashtra, India
CIN: U65990GJ2016PTC093692

Tel +91 22 6241 1200
Fax +91 22 2652 0650
contact.acpl@adani.com
www.adanicapital.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013:

ITEM NO.1

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from Rs. 30,00,00,000 (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) shares of Rs. 10 each to Rs. 50,00,00,000 (Rupees Fifty Crore) divided into 5,00,00,000 (Five Crore) shares of Rs. 10 each ranking pari passu in all respect with the existing Equity Shares of the Company.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of members in general meeting u/s 13 and 61 of the Companies Act, 2013.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

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

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

By order of the Board of Adani Capital Pvt. Ltd.

Place: Mumbai

Date: - February 2, 2024

**Jitendra Chaturvedi
Company Secretary & Compliance officer
Mem No.:A45158**

Adani Capital Pvt. Ltd.

CIN: U65990GJ2016PTC093692

Registered Office: Adani House, 56, Shrimali Society, Navrangpura, Ahmedabad 380 009, Gujarat,
India

Email: contact.acpl@adani.com

EXTRA-ORDINARY GENERAL MEETING ON FEBRUARY 5, 2024

ATTENDANCE SLIP

Registered Folio No./ *DP ID and Client ID (*Applicable to Members holding shares in dematerialized form)	
Name and address of the Member(s)	
Number of shares held	
Name of proxyholder (if applicable)	

I/We hereby record my/our presence at an Extra-Ordinary General Meeting ("EGM") of the Members of Adani Capital Pvt. Ltd. (the "Company") on Monday, February 5, 2024 at 3.00 p.m. at the registered office of the Company at Adani House, 56, Shrimali Society, Navrangpura, Ahmedabad 380 009, Gujarat.

_____ Member's/Proxy's name in
Block Letters Member's/Proxy's Signature

PROXY FORM

Form No.MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U65990GJ2016PTC093692
Name of the Company : Adani Capital Pvt. Ltd.
Registered office : Adani House, 56, Shrimali Society, Navrangpura, Ahmedabad 380 009, Gujarat
Name of the member(s) :
Registered address :
Email ID :
Folio No./Client ID :
DP ID :

I/We, being the member(s) holding shares of the above-named Company, hereby appoint:

(1) Name : Address : Email Id :
Signature : or failing him

(2) Name : Address : Email Id :
Signature :

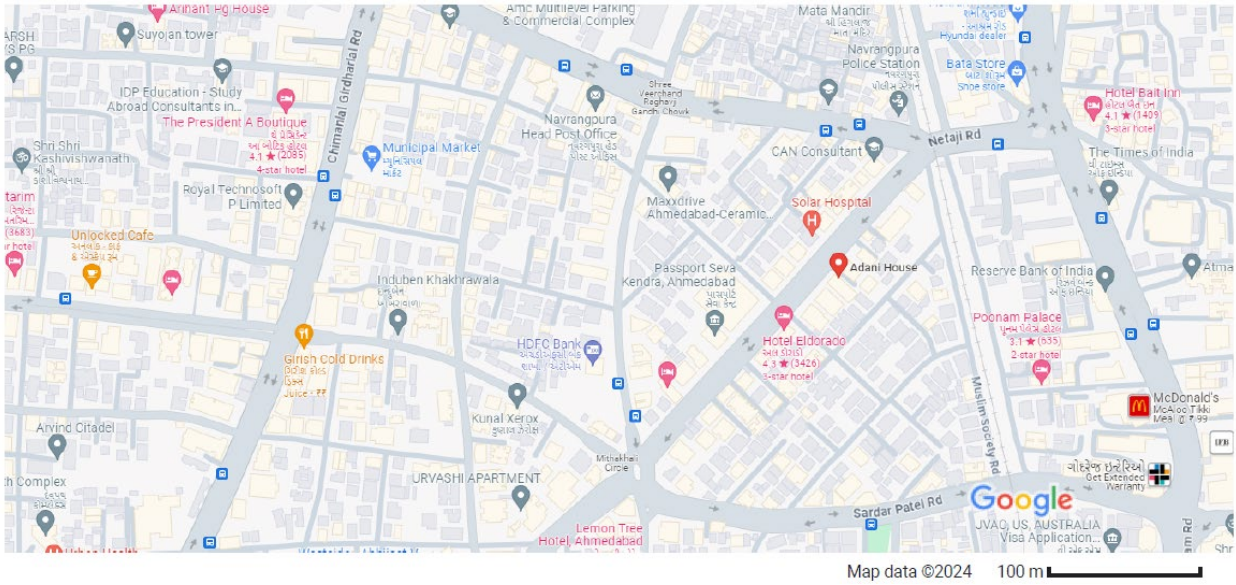
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at an Extra-Ordinary General Meeting ("EGM") of the Members of Adani Capital Pvt. Ltd. (the "Company") will be held on Monday, February 5, 2024 at 3:00 p.m. at the registered office of the Company at Adani House, 56, Shrimali Society, Navrangpura, Ahmedabad 380 009, Gujarat and at any adjournment thereof in respect of such resolution as are indicated below:

Item No.	Description	For	Against
1	Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company		

Signed this day ofFebruary, 2024

**Affix
revenue
stamp of
Rs. 1**

Route Map



Corporate office:
Adani Capital Private Limited
One BKC, C- Wing, 1004-1005, 10th fl0or,
Bandra Kurla Complex, Bandra (E)
Mumbai 400 051
Maharashtra, India
CIN: U65990GJ2016PTC093692

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