

NOTICE

NOTICE is hereby given that the 5th Annual General Meeting of Adani Capital Private Limited will be held on Tuesday, 31st Day of August, 2021 at 12:00 P.M., at the Registered Office of the Company at Adani House, 56, Shrimali Society, Navrangpura, Ahmedabad 380 009, Gujarat to transact the following businesses:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company together with the Report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2021.

"RESOLVED THAT the audited financial statements of the Company for the financial year ended on 31st March, 2021 together with the Reports of the Board of Directors and Auditors thereon be and are hereby received, approved and adopted."

Special Business

2. **Appointment of Ms. Padma Chandrasekaran as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Ms. Padma Chandrasekaran (DIN- 06609477) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. April 07, 2021, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and is eligible for appointment, and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as

a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of 3 years, effective from April 7, 2021 till April 06, 2024.”

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

For and on behalf of the Board

Sd/-
Gaurav Gupta
Managing Director & CEO
(DIN: 01669109)

Place: Mumbai
Date: 18/06/2021

Registered Office:
Adani House, 56,
Shrimali Society, Navrangpura,
Ahmedabad 380 009, Gujarat
CIN: U65990GJ2016PTC093692

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 / 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.**
2. 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.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business to be transacted are annexed hereto.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.

Explanatory Statement

(Under Section 102 of the Companies Act, 2013)

Item No. 2

Appointment of Ms. Padma Chandrasekaran as an Independent Director of the Company

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on April 07, 2021, had appointed Ms. Padma Chandrasekaran (DIN- 06609477) as an Additional Director under Section 161 of the Act w.e.f. April 07, 2021 to hold office up to this AGM of the Company. Ms. Padma Chandrasekaran was appointed as Additional Director of the Company w.e.f. April 07, 2021 and designated as an Independent Director for a period of 3 years i.e. April 07, 2021 to April 06, 2024, subject to approval of Members at the this AGM.

Ms. Padma Chandrasekaran having Bachelor's degree in Statistics from Presidency College, Calcutta; an MBA from IIM Ahmedabad and a Master's degree in Telecommunications from the University of San Francisco, California. Ms. Chandrasekaran is an angel investor. She has worked in senior and executive level positions for 18 years in the for-profit and 8 years in the non-profit and research sectors in India and abroad. She has worked in senior and executive level positions for the last 25 years in India and abroad.

Her private sector experience followed a standard gradient of developer, manager, executive officer and entrepreneur in the IT sector in India, US and the UK. She was a founding member of Sify Ltd. and part of the team that took it public on NASDAQ in 1999. She subsequently founded, ran and then successfully sold a web services software technology company. Between 2003 and 2011, she worked for the Bill & Melinda Gates Foundation, where she held responsibilities for strategy development, program management and impact evaluation in various areas of public health research and services. She continues to consult for international health tech and research organizations. Since mid-2012, Padma has pursued opportunities in angel investing.

Her current angel investment interests include biotech, health and clean energy. She is on the advisory board of a mobile technology company enabling

logistics and supply chain management for essential drugs, vaccines and devices.

The Company has received all disclosures / declaration from Ms. Padma Chandrasekaran as required under various laws. The Company has also received a declaration to the effect that she meet the criteria of independence as per the applicable provisions of the Companies Act, 2013 (as amended from time to time). The copy of the draft letter of appointment of Independent Director setting out the terms and conditions would be available for inspection at registered office. Members can inspect the same up to the date of AGM.

The Board is of the view that the Company would greatly benefit from the rich and varied experience of Ms. Padma Chandrasekaran and accordingly recommends the Ordinary Resolution set forth in Item No.2 of the Notice for approval of the Members.

Save and except Ms. Padma Chandrasekaran who is appointee, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives except to the extent of their shareholding, if any, in the Company are concerned or interested, financial or otherwise, in said Resolution.

Further, as stipulated under Secretarial Standard-2, brief profile of Ms. Padma Chandrasekaran is provided below in Table A:

**Table A
Brief Profile**

1.	Full Name	Ms. Padma Chandrasekaran
2.	Date of Birth	15/03/1961
3.	Education Qualifications	Bachelor's degree in Statistics from Presidency College, Calcutta; an MBA from IIM Ahmedabad and a Master's degree in Telecommunications from the University of San Francisco, California
4.	Background and Experience	She is an angel investor. She has worked in senior and executive level positions for 18 years in the for-profit and 8 years in the non-profit and research sectors in India and abroad. She has worked in senior and executive level positions for the last 25 years in India and abroad.

		<p>Her private sector experience followed a standard gradient of developer, manager, executive officer and entrepreneur in the IT sector in India, US and the UK. She was a founding member of Sify Ltd. and part of the team that took it public on NASDAQ in 1999. She subsequently founded, ran and then successfully sold a web services software technology company. Between 2003 and 2011, she worked for the Bill & Melinda Gates Foundation, where she held responsibilities for strategy development, program management and impact evaluation in various areas of public health research and services. She continues to consult for international health tech and research organizations. Since mid-2012, Padma has pursued opportunities in angel investing.</p> <p>Her current angel investment interests include biotech, health and clean energy. She is on the advisory board of a mobile technology company enabling logistics and supply chain management for essential drugs, vaccines and devices.</p>
5.	Terms and Conditions of appointment	Appointed as Independent Director on terms and conditions as mentioned in the draft letter of appointment as placed before the meeting
6.	Details of remuneration No remuneration except the sitting fee and Commission	No remuneration except the sitting fee as permitted under the Companies Act, 2013
7.	Shareholding in the Company	Nil
8.	Relationship with other director/Manager and other KMP	None

9.	Number of meetings attended from the date of appointment till the date of Notice of this AGM	N.A.
10.	Directorships of other Board	<ul style="list-style-type: none">• Archean Chemical Industries Private Limited• SKYFI Education Labs Private Limited• Health Sensei India Private Limited
11.	Membership/ Chairmanship of Committees of other Board	Nil

For and on behalf of the Board

Sd/-
Gaurav Gupta
Managing Director & CEO
(DIN: 01669109)

Place: Mumbai

Date: 18/06/2021

Registered Office:

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Shrimali Society, Navrangpura,
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