

NOTICE

NOTICE is hereby given that the 7th Annual General Meeting of Adani Capital Private Limited will be held on Friday, 8th Day of September 2023 at 3:00 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, 2023.

"RESOLVED THAT the audited Financial Statements of the Company for the financial year ended on March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon be and are hereby received, approved and adopted."

Special Business

2. **Re-appointment of Mr. Rajender Mohan Malla as an Independent Director.**

To approve the re-appointment of Rajender Mohan Malla, (DIN: 00136657) as an Independent Director of the Company for a second term of One year and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149(10), 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 ('Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and the Corporate Governance Guidelines issued by the Reserve Bank of India and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Rajender Mohan Malla (DIN: 00136657), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of one year commencing from September 8, 2023 till September 7, 2024.

3. **To raise funds by way of Borrowings and through issuance of Debt Securities/Non-Convertible Debentures**

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

“RESOLVED THAT, pursuant provisions of sections 42 & 71, 180 and all other applicable provisions, of the Companies Act, 2013, read with the, Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, and Companies (Meeting of Board and its Powers) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (Hereinafter referred as “Companies Act”), Master direction of Reserve Bank of India for Non-Banking Financial Company dated September 01, 2016, as amended, Foreign Exchange Management (Borrowing and Lending) Regulations, 2018 , Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended, Reserve Bank of India- Master Circular- Prudential Norms on Capital Adequacy, provisions of Regulations and Guidelines made by Securities and Exchange Board of India (as may be applicable) and other applicable law(s) for the time being in force or any amendment, modification, variation or re-enactment thereof and in accordance with the Resource Mobilization Policy of the Company, approval of Members of the Company be and is hereby given to raise the funds upto an overall limit of Rs. 7,500 Crores from various categories of Lenders and/or Investors inter-alia including Banks either Indian Banks and/or Branches of Foreign Banks, Corporates, Mutual Funds, Qualified Institutional Buyers (QIBs), Foreign Portfolio Investors (FPIs), Pension Funds, Multilateral and Regional Financial Institutions/Lenders, and other person or entities, and to create the charge /security in case of secured Borrowing(s)/Debt Securities/Debentures and/or through Securitization/Assignment of receivables, as may be permissible under the applicable law(s).

For and on behalf of the Board of Directors of
Adani Capital Pvt. Ltd.

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

Place: Mumbai
Date: 14.08.2023

Registered Office:

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

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

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

Mr. Rajender Mohan Malla was appointed as an Independent Director of the Company at the 2nd Annual General Meeting (AGM) of the Members of the Company, held on September 28, 2018. His tenure of five years is expiring on the ensuing 7th AGM of the Company.

During his first term as an Independent Director of the Company, Mr. Rajender Mohan Malla has made substantial contributions to the Board and his vast knowledge and experience in the field of corporate business leadership and management benefited the Board's decision-making process. Mr. Rajender Mohan Malla fulfils the criteria of Independence as defined in the Companies Act, 2013 and criteria of fit and proper as defined as per the RBI Directions.

Further, the Board of Directors at its meeting held on August 14, 2023, has approved the proposal for re-appointment of Mr. Rajender Mohan Malla as an Independent Director for a second term of one year with effect from September 8, 2023, till September 7, 2024, based on the recommendation of Nomination and Remuneration Committee.

Therefore, based on the approval of the Board of Directors of the Company, it is proposed to re-appoint Mr. Rajender Mohan Malla as an Independent Director of the Company for another term (2nd term) of one year i.e. from the date of ensuing Seventh AGM to be held on September 8, 2023, by way of passing of **Special Resolution**, pursuant provisions of Section 149, 150, 152 read with Schedule IV of Companies Act, 2013 and provisions of Master Circular – "Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015".

The disclosures, w.r.t. Mr. Rajender Mohan Malla is given hereunder:

a.	Full Name	Mr. Rajender Mohan Malla
b.	DIN	00136657
c.	Date of Birth	15/05/1953
d.	Education Qualifications	M.Com and MBA
e.	Relevant Background and Experience	Mr. Rajender Mohan Malla was holding the position of Chairman & Managing Director of IDBI Bank Ltd and Small Industries Development Bank of India (SIDBI). He has done M.Com. and MBA from Faculty of Management Studies, University of Delhi and is also a Certificated Associate of the Indian Institute of Bankers. He has started his professional career as a Probationary Officer in Syndicate Bank in 1975. He had joined as a middle Management Executive in the erstwhile Industrial

		<p>Development Bank of India (IDBI) in 1979. He has wide experience in both project finance and resource management related areas while working at the erstwhile Industrial Development Bank of India (IDBI) in various capacities before moving on to IFCI as its Executive Director and subsequently became its CEO.</p> <p>He took over as Chairman and Managing Director of SIDBI in July 2007. He has also initiated steps for setting up of Asset Reconstruction Company. He took several initiatives for diversifying the activities of SIDBI and headed the subsidiaries / associate concerns of SIDBI viz. SIDBI Venture Co. Ltd., India SME Technology Services Ltd., SME Rating Agency of India Ltd., Indian SME Asset Reconstruction Co. Ltd. and Credit Guarantee Fund Trust for Micro and Small Enterprises.</p>
f.	Directorship in other Companies	<ol style="list-style-type: none"> 1. CENTILLION FINANCE PRIVATE LIMITED 2. WAAREE TECHNOLOGIES LIMITED 3. WAAREE ENERGIES LIMITED 4. IOL CHEMICALS AND PHARMACEUTICALS LIMITED 5. METRO TYRES LIMITED 6. MUMBAI INTERNATIONAL AIRPORT LIMITED 7. NAVI MUMBAI INTERNATIONAL AIRPORT PRIVATE LIMITED 8. NEXTGEN TELESOLUTIONS PRIVATE LIMITED 9. FILATEX INDIA LIMITED 10. INDOSOLAR LIMITED 11. SHARE MICROFIN LIMITED

Except Mr. Rajender Mohan Malla, who is being re-appointed as Independent Director, none of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 2 of the Notice.

Item No. 3

To raise funds by way of Borrowings and through issuance of Debt Securities/Non-Convertible Debentures

The Members may note that, to augment the long term resources of the Company and to maintain sufficient liquidity for meeting funding requirements of its business activities, the Company proposes to raise the Funds from various categories of Lenders and/or

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

Investors inter-alia including Banks either Indian Bank and/or Branches of Foreign Banks, Corporates, Mutual Funds, Qualified Institutional Buyers (QIBs), Foreign Portfolio Investors (FPIs), Pension Funds, Multilateral and Regional Financial Institutions/Lenders, and other person or entities (as may be permissible under the applicable law(s)) either by way of Borrowings (Secured/Unsecured/Term Loan/Working Capital Loan/External Commercial Borrowings), Issuance of Debt Securities, which may include issuance of secured or unsecured, senior or subordinated, listed or unlisted, rated or unrated, coupon bearing or zero coupon, callable or non-callable, vanilla or structured, redeemable, taxable, cumulative or non-cumulative, Non-Convertible Debentures (NCDs), Market Linked Debenture and Tier II Sub-ordinate Debt (Hereinafter referred to as "Debentures" or "Debt Securities") and /or Issuance of Commercial Papers and/or by way of Securitization/ Pass Through Certificate (PTC), Direct Assignment (DA),.

Within the aggregate borrowing limit of Rs. 7,500 crores, in one or more tranches, within one year from the date of this AGM.

Further, the Board of Directors of the Company at their Meeting held on August 14, 2023, have given their approval, subject to approval of the Members of the Company at this AGM, to raise the funds as above.

Other disclosures as per the applicable provisions of the Companies Act read with the rules made thereunder w.r.t. issuance of Debentures /Debt Securities and Commercial Papers are given herein below:

i. Kinds of securities offered and the price at which security is being offered:

- Debt Securities, which may include the followings:
Issuance of secured or unsecured, senior or subordinated, listed or unlisted, rated or unrated, coupon bearing or zero coupon, callable or non-callable, vanilla or structured, redeemable, cumulative or non-cumulative, Non-Convertible Debentures (NCDs), Market Linked Debenture and Tier II Sub-ordinate Debt (Hereinafter referred to as "Debentures" or "Debt Securities") at an issue price of Rs. 10 Lakh or such price as may be mutually agreed between the Company and Investor, in conformity with the applicable provisions of Companies Act, 2013, rules made thereunder and Regulation(s), directions issued by Reserve Bank of India, Securities and Exchange Board of India on the time being in force.
- Commercial Papers can be issued in denominations of Rs.5 lakh or such price as may be mutually agreed between the Company and Investor in conformity with the RBI Regulations/Directions in this Regard for the time being in force.

ii. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

The Debt Securities and the Commercial Papers will be issued at the price as may be agreed between the Company and the Investor, conforming with applicable provisions of Companies Act, 2013, rules made thereunder, and Regulations made by RBI.

iii. Name and address of valuer who performed valuation:

Not Applicable in case of Debt Securities

iv. Amount which the company intends to raise by way of such Debt Securities and Commercial Papers: As disclosed above

v. Material terms of raising such securities: As may be disclosed in the Prospectus/ Private Placement Offer Document(s) for respective tranche(s).

vi. Proposed time schedule:

The Company can issue the Debt Securities/Debentures and/or Commercial Papers within a period of one year from the date of approval at this AGM for particular tranche/issue as may be disclosed in the Prospectus/ Private Placement Offer Document(s) for particular tranche(s)/issue(s), conforming with applicable provisions of Law(s).

vii. Purposes or objects of offer:

To augment the long-term resources of the Company and to maintain sufficient liquidity for meeting funding requirements of its business activities, Improve Capital to Risk Weighted Assets Ratio, Access to unsecured long-term/short-term source of fund and/or the Purpose or object as may be mentioned in the Prospectus/ Private Placement Offer Document(s) for particular tranche(s)/issue(s), conforming with applicable provisions of Law(s).

viii. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects;

Not Applicable

ix. Tenor:

As may be disclosed in the Prospectus/ Private Placement Offer Document(s) for particular tranche(s)/issue(s).

x. Frequency of Principal repayment & Coupon Payment

Interest /Coupon will be paid quarterly/ half yearly/ annually and Principal will be repaid on maturity or as may be mentioned in Prospectus/ Private Placement Offer Document(s) for particular tranche(s)/issue(s).

xi. Other Principle terms of assets charged as securities:

As may be disclosed in the Prospectus/ Private Placement Offer Document(s) for particular tranche(s)/issue(s).

The relevant documents, resolutions passed at the Board and Committee Meetings and other allied documents, if any, being referred in the resolution, would be available at the Registered and Corporate Office of the Company up to the conclusion of this AGM.

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

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

None of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 3 of this Notice.

For and on behalf of the Board of Directors of
Adani Capital Pvt. Ltd.

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

Place: Mumbai
Date: 14.08.2023

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