

## CORPORATE GOVERNANCE REPORT

### 1. Company's philosophy on code of governance

Corporate Governance is about commitment to conduct business through fair, transparent and ethical practices and compliant with existing rules and regulations of the country. At Adani Group, governance standards are initiated by senior management which percolate down throughout the organization. The Company believes that best board practices, transparent disclosure, employee empowerment and appropriate whistle blower policy are necessary for creating shareholder value.

Sound corporate governance is critical to enhance and retain trust of stakeholders. The Board of Directors fully supports corporate governance practices in your Company with appropriate checks and balances at right places and at right intervals. The Company has complied with all the requirements of listing agreement and listed below is the status with regard to same.

### 2. Board of Directors

The Board being representative of shareholders have a fiduciary relationship and a corresponding duty to all its stakeholders to ensure that their rights are protected.

#### a) Composition and Category of the Board:

As on 31<sup>st</sup> March, 2012, the Board comprises of seven members. There are five non-executive directors including the Chairman of the Company. The two executive directors include the Managing Director and Whole Time Director. Of the five non-executive directors, four are independent directors. No Director is related to each other except Mr. Gautam S. Adani and Mr. Rajesh S. Adani, who are related to each other as brothers.

#### b) Details of memberships of the Directors in other Boards and in Board Committees as on 31<sup>st</sup> March, 2012 are as under:

None of the Directors on the Company's Board is a Director in more than 15 public companies and Member of more than 10 Committees and Chairman of more than 5 Committees (Committees being, Audit Committee and Shareholder & Investors' Grievance Committee) across all the companies in which he is a Director. All the Directors have made necessary disclosures regarding position held by them in Committees of other Companies and also directorship on other Companies.

Name of Director	Category	Other Directorship	Details of Committee	
			Chairman	Member
Mr. Gautam S. Adani (Chairman) (DIN 00006273)	P - NE	3	1	-
Mr. Rajesh S. Adani (Managing Director) (DIN 00006322)	P - E	6	2	3
Mr. Ravi Sharma* (Whole Time Director) (DIN 02428696)	E - NI	6	2	-
Mr. B. B. Tandon (DIN 00740511)	NE - I	13	1	7
Mr. Vijay Ranchan (DIN 01602023)	NE - I	5	-	2
Mr. Chinubhai R. Shah <sup>§</sup> (DIN 00558310)	NE - I	13	4	3
Mr. Berjis M. Desai <sup>®</sup> (DIN 00153675)	NE - I	10	2	8

<sup>®</sup>Appointed w.e.f.17<sup>th</sup> September, 2011

\* Appointed as an Executive Director w.e.f. 14<sup>th</sup> May, 2012

<sup>#</sup> Resigned as an Executive Director w.e.f. 30<sup>th</sup> June, 2012

<sup>§</sup> Resigned w.e.f. 1<sup>st</sup> July, 2012

P - NE : Promoter Non Executive

E - NI : Executive Non Independent

NE - I : Non Executive Independent

P - E: Promoter Executive

Other directorship do not include alternate directorship, directorship of Private Limited companies and of companies incorporated outside India and companies under section 25 of the Companies Act 1956.

**c) Number of Board Meetings held and the dates on which held**

The Board met four times during the year under review on 9<sup>th</sup> May, 2011, 4<sup>th</sup> August, 2011, 11<sup>th</sup> November, 2011 and 6<sup>th</sup> February, 2012. The maximum time-gap between any two consecutive meetings did not exceed 4 months.

**d) Attendance of Directors:**

The attendance of each Director at the Board Meetings and last Annual General Meeting held during the year under review are as under:

Name of Director	Meetings		Attendance at last AGM held on 10 <sup>th</sup> August, 2011
	Held	Attended	
Mr. Gautam S. Adani	4	4	Yes
Mr. Rajesh S. Adani	4	4	Yes
Mr. Ravi Sharma	4	3	Yes
Mr. B. B. Tandon	4	4	No
Mr. Vijay Ranchan	4	3	No
Mr. Chinubhai R. Shah	4	4	Yes
Mr. Berjis M. Desai <sup>®</sup>	4	1	No

<sup>®</sup> Appointed w.e.f. 17<sup>th</sup> September, 2011

**e) Circulation of Information and Board material:**

The information as required under Annexure IA to Clause 49 of the Listing Agreement is made available to the Board of Directors for discussion and consideration at Board Meetings. The agenda and the relevant papers for the Board Meeting are circulated in advance to facilitate the Board members to take the informed decision. Where it is not practicable to attach any document to the Agenda, the same is tabled before the meeting with specific reference to this effect in the Agenda. However, in case of urgent business need, the Board's approval is taken by circulating the resolution, which is ratified in the next Board Meeting.

**f) Disclosures regarding appointment/re-appointment of Directors:**

Mr. B. B. Tandon and Mr. Gautam S. Adani are Directors retiring by rotation at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment.

Mr. Berjis M. Desai has been appointed as an Additional Director with effect from 17<sup>th</sup> September, 2011. He will retire pursuant to the provisions of Section 260 of the Companies Act, 1956 at the ensuing Annual General Meeting.

The Board has recommended the appointment of Mr. Berjis M. Desai as Director and re-appointment of Mr. B. B. Tandon and Mr. Gautam S. Adani, retiring Directors.

The brief resume and other information required to be disclosed under this section is provided in the Notice of the Annual General Meeting.

### 3. Code of Conduct:

Company's Board has laid down a Code of Business Conduct and Ethics (the "Code") for all the Board Members and Senior Management of the Company. The Code is available on the website of the Company [www.adanipower.com](http://www.adanipower.com). All Board Members and Senior Management personnel have affirmed compliance of the Code.

The Managing Director has confirmed the compliance of the Code and as required under sub-clause I (D) of clause 49 of the listing agreement given a declaration as under:

"In accordance with sub-clause I (D) of Clause 49 of the Listing Agreement with the Stock Exchanges, I hereby confirm that, all the Directors and the Senior Management Personnel of the Company have affirmed compliance with the Code of Business Conduct and Ethics applicable to them, for the year 2011-12."

Date : 7<sup>th</sup> May, 2012

Place: Ahmedabad

Rajesh S. Adani

Managing Director

### 4. Committees of the Board

#### A) Audit Committee:

##### a) Constitution of Audit Committee:

The Audit Committee was constituted in the meeting of the Board of Directors held on 26<sup>th</sup> December, 2005 and subsequently reconstituted from time to time to comply with the statutory requirements.

##### b) Composition of Audit Committee:

The Audit Committee of the Board comprises of four members, out of which three members are Independent Directors namely Mr. Chinubhai R. Shah (Chairman), Mr. B. B. Tandon and Mr. Vijay Ranchan and one member is Non Independent Director namely Mr. Rajesh S. Adani.

##### c) Terms of reference:

- 1) Overseeing the Company's financial reporting process and disclosure of its financial information.
- 2) Recommending to the Board the appointment, re-appointment, and replacement of the statutory auditor and the fixation of audit fees.
- 3) Approval of payments to the statutory auditors for any other services rendered by them.
- 4) Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956,
  - ii. Changes, if any, in accounting policies and practices and reasons for the same,
  - iii. Major accounting entries involving estimates based on the exercise of judgment by management,
  - iv. Significant adjustments made in the financial statements arising out of audit findings,
  - v. Compliance with listing and other legal requirements relating to financial statements,
  - vi. Disclosure of any related party transactions,
  - vii. Qualifications in the draft audit report.

- 5) Reviewing, with the management, the quarterly and half-yearly financial statements before submission to the Board for approval.
- 6) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems.
- 7) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- 8) Discussion with internal auditors any significant findings and follow up there on.
- 9) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- 10) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 11) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- 12) Reviewing the functioning of the whistle blower mechanism.
- 13) Review of management discussion and analysis of financial condition and results of operations, statements of significant related party transactions submitted by management, management letters/letters of internal control weaknesses issued by the statutory auditors, internal audit reports relating to internal control weaknesses, and the appointment, removal and terms of remuneration of the chief internal auditor.
- 14) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

**d) Number of Audit Committee meetings held and dates on which held:**

During the year under review Audit Committee meeting was held five times on 9<sup>th</sup> May, 2011, 1<sup>st</sup> July, 2011, 3<sup>rd</sup> August, 2011, 10<sup>th</sup> November, 2011 and 6<sup>th</sup> February, 2012.

**e) Attendance of each member at the Audit Committee meetings held during the year:**

Name	No. of Meetings during the year	
	Held	Attended
Mr. B. B. Tandon	5	5
Mr. Chinubhai R. Shah	5	5
Mr. Vijay Ranchan	5	4
Mr. Rajesh S. Adani	5	5

Chief Financial Officer (CFO), Sr. Vice President - Finance, representatives of Statutory and Internal Auditors are invited to the meetings of the Audit Committee.

Mr. Rahul C. Shah, Company Secretary and Compliance Officer acts as Secretary of the Committee.

The Chairman of the Committee was present at the last Annual General Meeting held on 10<sup>th</sup> August, 2011.

**B) Remuneration Committee:**

**a) Constitution of Remuneration Committee:**

The Remuneration Committee was constituted in the meeting of the Board of Directors held on 15<sup>th</sup> March, 2006 and subsequently reconstituted from time to time to comply with the statutory requirements.

**b) Composition of Remuneration Committee:**

The Remuneration Committee of the Board comprises of four members, out of which three members are Independent Directors namely Mr. B. B. Tandon (Chairman), Mr. Vijay Ranchan and Mr. Chinubhai R. Shah and one member is Non Independent Director namely Mr. Gautam S. Adani.

**c) Terms of reference :**

- 1) Determine on behalf of the Board and the shareholders the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payments.
- 2) Perform such functions as are required to be performed by the Compensation Committee under Clause 5 of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
- 3) Framing suitable policies and systems to ensure that there is no violation, by an Employee or the Company of any applicable laws in India or overseas, including:
  - (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; or
  - (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities market) Regulations, 1995.
- 4) Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such Committee.

**d) Number of meetings held and dates on which held:**

Company has not held any remuneration committee meeting during the year.

**e) Remuneration Policy:**

The Company's remuneration policy is driven by success and performance of the Company. The Company endeavors to attract, retain, develop and motivate a high performance workforce. The Board in consultation with the Remuneration Committee decides on the remuneration payable to the Managing Director / Whole Time Director / Executive Director out of the profits of the financial year and within the ceilings prescribed under the Companies Act 1956 based on the performance of the Company.

During the year 2011-12, the Company paid sitting fees of ₹ 20,000 per meeting to its Independent Non Executive Directors for attending meetings of the Board and Committees of the Board. The Company also reimburses the out of pocket expenses incurred by the Directors for attending meetings. The Company pays commission of ₹ 1 lakh p.m. payable quarterly to all Independent Non Executive Directors, in compliance of provisions of the companies Act, 1956. However, due to inadequacy of profit, the Company has not paid the commission for the Financial Year 2011-12.

f) Details of Remuneration:

i) Executive Directors:

Details of remuneration paid to Whole Time Director during the financial year 2011-2012 is as under: (₹ in Crores)

Name	Salary & Allowances	Perquisites (including Contribution to PF & Gratuity)	Total
Mr. Ravi Sharma	3.2	1.4	4.6

ii) Non-Executive Directors:

The details of sitting fees paid to Non-Executive Independent Directors during the financial year 2011-2012 is as under: (₹ in Crores)

Name	Sitting Fees
Mr. Chinubhai R. Shah	0.03
Mr. Vijay Ranchan	0.02
Mr. B. B. Tandon	0.02
Mr. Berjis M. Desai <sup>@</sup>	0.002

<sup>@</sup> Appointed w.e.f. 17<sup>th</sup> September, 2011.

There were no other pecuniary relationships or transactions of Non-Executive Directors vis-a-vis the Company.

iii) Details of shares of the Company held by Directors as on 31<sup>st</sup> March, 2012 are as under:

Name	No. of shares held
Mr. Chinubhai R. Shah	5,000
Mr. Vijay Ranchan	5,000
Mr. B. B. Tandon	5,000

The Company does not have any Employees' Stock Option Scheme and there is no separate provision for payment of Severance Fees.

C) Shareholders/Investors Grievance & Share Transfer Committee:

a) Constitution of Shareholders / Investors Grievance & Share Transfer Committee:

The Shareholders / Investors Grievance & Share Transfer Committee was constituted in the meeting of the Board of Directors held on 12<sup>th</sup> December, 2007 and subsequently reconstituted from time to time to comply with the statutory requirements.

b) Composition of Shareholders / Investors Grievance & Share Transfer Committee:

The Shareholders / Investors Grievance & Share Transfer Committee of the Board comprises of three members, out of which two members are Independent Directors namely Mr. Vijay Ranchan (Chairman) and Mr. Chinubhai R. Shah and one member is Non Independent Director namely Mr. Rajesh S. Adani.

c) Terms of reference:

i) Investor relations and redressal of shareholders grievances in general and relating to non receipt of dividends, interest, non- receipt of balance sheet etc.

- ii) Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.
- iii) To approve request received for transfer, transmission, demat etc. of securities of the Company.

**d) Number of meetings held and dates on which held:**

During the year under review Shareholders/Investors Grievance & Share Transfer Committee meeting was held five times on 9<sup>th</sup> May, 2011, 3<sup>rd</sup> August, 2011, 10<sup>th</sup> September, 2011, 10<sup>th</sup> November, 2011, and 6<sup>th</sup> February, 2012.

**e) Attendance of each member at the Shareholders / Investors Grievance & Share Transfer Committee meetings held during the year:**

Name	No. of Meetings	
	Held	Attended
Mr. Vijay Ranchan	5	4
Mr. Chinubhai R. Shah	5	5
Mr. Rajesh S. Adani	5	5

Mr. Rahul C. Shah, Company Secretary and Compliance Officer acts as Secretary of the Committee.

**f) Investor Grievance Redressal:**

**Details of complaints received and redressed during the year:**

Number of complaints received and resolved for the IPO of the Company during the year under review and their breakup are as under:

Nature of complaint	No. of complaint received	No. of complaint resolved	Pending complaints
Non receipt of electronic credit of share	22	22	Nil
Non receipt of refund orders	22	22	Nil
Non receipt of Annual Report	3	3	Nil
Non receipt of Dividend Warrant	2	2	Nil
<b>Total</b>	<b>49</b>	<b>49</b>	<b>Nil</b>

## 5. Subsidiary Companies: Monitoring Framework

All subsidiary companies of the Company are Board managed with their Board having the rights and obligation to manage such companies in the best interest of their stakeholders.

None of the subsidiaries of the Company other than Adani Power Maharashtra Limited comes under the purview of the Material Non-Listed Subsidiary as per criteria given in clause 49 of Listing Agreement. The Company has nominated Mr. Vijay Ranchan, Independent Director of the Company as Director on the Board of Adani Power Maharashtra Limited. The Company is not required to nominate an Independent Director on the Board of any other Subsidiary Companies. The Audit Committee of the Company reviews the Financial Statements and Investments made by unlisted subsidiary companies and the minutes of the unlisted subsidiary companies are placed at the Board Meeting of the Company.

## 6. General Body Meetings:

### a) The last three Annual General Meetings were held as under:

Financial Year	Date	Location of Meeting	Time	No. of special Resolutions passed
2010-11	10.08.2011	J.B. Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad- 380 015	10.15 a.m.	-
2009-10	21.08.2010	J.B. Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad- 380 015	10.30 a.m.	2
2008-09	29.06.2009	"Shikhar", Nr. Adani House, Mithakhali Six Roads, Navrangpura, Ahmedabad-380 009	11.00 a.m.	-

### b) Special resolution passed through postal ballot:

No special resolution was passed through postal ballot during 2011-12. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through postal ballot.

## 7. Disclosures:

- a) There were no materially significant related party transactions that may have potential conflict with the interest of the Company at large. The details of related party transactions are disclosed in financial section of this Annual Report.
- b) In the preparation of the financial statements, the Company has followed the Accounting Policies and Practices as prescribed in the Accounting Standards and has been consistently applied except for the changes, if any, mentioned in Notes to financial statements.
- c) The implementation of the risk assessment and minimization procedure containing the project/potential risk areas, its intensity, its effects, causes and measures taken by the Company are reviewed by the Audit Committee periodically.
- d) Management Discussion and Analysis Report is set out in a separate section included in this Annual Report and forms part of this Report.
- e) There has been no instance of non-compliance by the Company on any matter related to capital markets since listing (i.e. 20<sup>th</sup> August, 2009) and hence no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority.
- f) The Chief Executive Officer and the Chief Financial Officer have furnished a Certificate to the Board for the year ended on 31<sup>st</sup> March, 2012 in compliance with Clause 49 of Listing Agreement.
- g) A Practicing Company Secretary carried out a secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The secretarial audit report confirms that the total issued/paid-up capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
- h) The designated Senior Management Personnel of the Company have disclosed to the Board that no material, financial and commercial transactions have been made during the year under review in which they have personal interest, which may have a potential conflict with the interest of the Company at large.



## 8. Means of Communication:

### a) Financial Results:

The quarterly, half-yearly and annual results are published in widely circulating national and local dailies such as 'The Indian Express' in English and 'Financial Express' in Gujarati and are displayed on the website of the Company [www.adanipower.com](http://www.adanipower.com).

### b) News Releases, Presentation etc.:

Official news releases, press releases and presentation made to analysts, institutional investors etc. are displayed on the website of the Company [www.adanipower.com](http://www.adanipower.com).

### c) Website:

The Company's website [www.adanipower.com](http://www.adanipower.com) contains a separate dedicated section namely "Investors Relationship" where shareholders information is available. The Annual Report of the Company is also available on the website of the Company [www.adanipower.com](http://www.adanipower.com) in a downloadable form.

## 9. General Shareholders Information:

### a) Day, date, time and venue of the 16<sup>th</sup> Annual General Meeting:

Thursday, 9<sup>th</sup> August, 2012 at 9.30 a.m. at J.B. Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015.

### b) Registered Office:

"Shikhar", Near Adani House, Mithakhali Six Roads, Navrangpura, Ahmedabad - 380009

### c) Financial Year:

The financial year of the Company is 1<sup>st</sup> April to 31<sup>st</sup> March and financial results will be declared as per the following schedule.

Particulars	:	Tentative Schedule
<b>Quarterly Unaudited Results</b>		
Quarter ending 30 <sup>th</sup> June, 2012	:	By 14 <sup>th</sup> August, 2012
Quarter ending 30 <sup>th</sup> September, 2012	:	By 10 <sup>th</sup> November, 2012
Quarter ending 31 <sup>st</sup> December, 2012	:	By 14 <sup>th</sup> February, 2013
<b>Annual Audited Results</b>		
Year ending 31 <sup>st</sup> March, 2013	:	Within 60 days from 31 <sup>st</sup> March, 2013

### d) Book closure date:

The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 4<sup>th</sup> August, 2012 to Thursday, 9<sup>th</sup> August 2012 (both days inclusive) for the purpose of 16<sup>th</sup> Annual General Meeting.

### e) Unclaimed Shares lying in the Escrow Account:

The Company entered into the Capital Market with Initial Public Offer of 30,16,52,031 equity shares of ₹ 10/- each at a premium of ₹ 90/- per share through 100% Book Building process in August 2009. In light of SEBI's notification No. SEBI/CFD/DIL/LA/2009/24/04 on 24<sup>th</sup> April, 2009, the Company has opened a separate demat account in order to credit the unclaimed shares which could not be allotted to the rightful shareholder due to insufficient / incorrect information or any other

reason. The voting rights in respect of the said shares will be frozen till the time rightful owner claims such shares. The details of Unclaimed Shares as on 31<sup>st</sup> March, 2012 issued pursuant to Initial Public offer (IPO) are as under:

Sr. No.	Particulars	Cases	No. of Shares
1.	Aggregate number of shareholders and the outstanding shares in the suspense account (i.e. Adani Power Limited unclaimed shares demat suspense account) lying at the beginning of the year i.e. 1 <sup>st</sup> April, 2011	196	31539
2.	Number of shareholders who approached issuer for transfer of shares from suspense account during the year	18	3000
3.	Number of shareholders to whom shares were transferred from suspense account during the year	18	3000
4.	Aggregate number of shareholders and the outstanding in the shares suspense account lying at the end of the year i.e. 31 <sup>st</sup> March,2012	178	28539

f) **Listing on Stock Exchanges:**

The Company's shares are listed on the following Stock Exchanges

Name of Stock Exchange	Address	Code
BSE Limited	Floor 25, P. J Towers, Dalal Street, Mumbai -400 001	533096
National Stock Exchange of India Limited	Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	ADANIPOWER

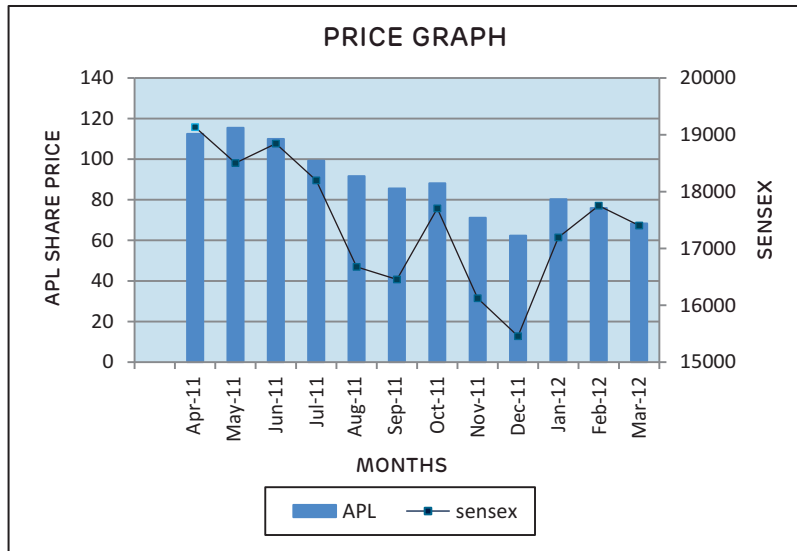
Annual Listing Fees for the year 2012-13 have been paid by the Company to BSE and NSE.

g) **Market Price Data:**

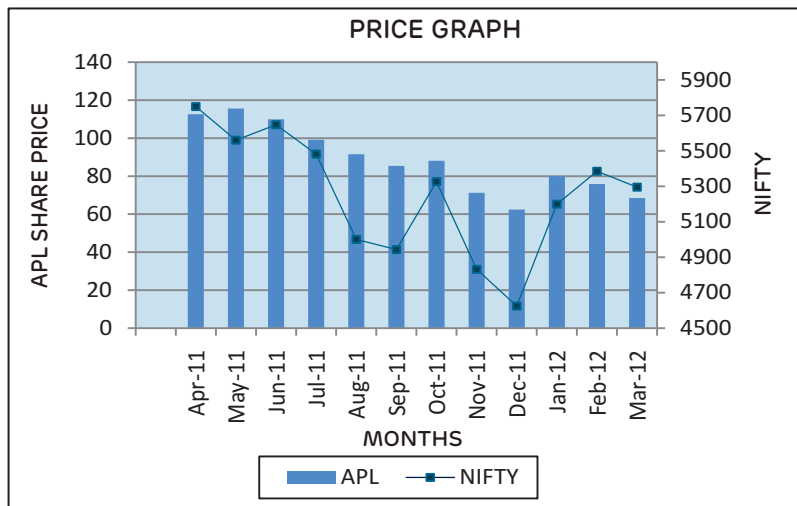
Month	BSE			NSE			Total Volume of BSE & NSE
	High (₹)	Low (₹)	Volume	High (₹)	Low (₹)	Volume	
April, 2011	121.50	112.10	1539226	121.90	112.25	10334778	11874004
May, 2011	116.00	106.10	2849721	116.05	106.15	13697956	16547677
June, 2011	117.45	105.75	2124632	119.00	105.85	13178452	15303084
July, 2011	115.40	93.65	4201573	115.80	93.65	30888724	35090297
August, 2011	106.00	82.75	11246401	106.10	82.55	48624630	59871031
September, 2011	94.40	81.00	3269387	94.80	80.10	11715824	14985211
October, 2011	88.70	75.80	4271668	89.60	75.55	11980089	16251757
November, 2011	89.80	70.00	2885078	90.00	69.85	11018268	13903346
December, 2011	79.50	59.40	2754690	79.00	59.25	18431277	21185967
January, 2012	91.80	61.45	9675487	91.90	61.30	55384012	65059499
February, 2012	96.70	68.00	50259657	96.75	69.00	210355659	260615316
March, 2012	79.25	63.85	42437558	79.30	62.00	154809184	197246742

**h) Performance of the share price of the Company in comparison to BSE Sensex and NSE Nifty:**

**BSE Sensex**



**NSE Nifty**



**i) Registrar & Transfer Agents:**

**Name & Address:** M/s Karvy Computershare Private Limited  
 Unit: Adani Power Limited  
 Plot No 17-24, Vittal Rao Nagar, Madhapur,  
 Hyderabad-500 081, Andhra Pradesh, India  
 Telephone No.: +91-40-44655000, Fax:+91-40-23420814  
 Email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com), Website: [www.karvycomputershare.com](http://www.karvycomputershare.com)

**j) Share Transfer Procedure:**

As on 31<sup>st</sup> March, 2012, 99.99% of the equity shares of the Company are in electronic form. Transfer of these shares is done through the depositories without intervention of the Company. For transfer of physical shares, the transfer document should be lodged with Karvy Computershare Private Limited at the address mentioned in this Annual Report. The transfer of shares in physical form is processed within 30 days from the date of receipt, if the documents are complete in all respects. Shareholders' / Investors' Grievance & Share Transfer Committee is empowered to approve transfer.

All the transactions related to share transfer, change of address, dividend, share certificate etc., should be addressed to R&T Agent of the Company at the address mentioned in this Annual Report at First page of Annual Report.

Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchanges, the Company obtained a certificate from a Practicing Company Secretary on half yearly basis, for compliance of share transfer formalities. Pursuant to SEBI (Depositories and Participants) Regulations, 1996, a certificate have also been obtained from a Practicing Company Secretary for timely dematerialization of the shares of the Company and for conducting secretarial audit on a quarterly basis for reconciliation of the share capital of the Company. As required, the Company files copy of these certificates with the stock exchanges.

**k) Shareholding :**

**(i) Distribution of Shareholding as on 31<sup>st</sup> March, 2012:**

No. of shares	No. of shares	% to capital	Total no. of accounts	% to total accounts
1-500	38008843	1.74	244620	94.19
501-1000	6721795	0.31	8330	3.21
1001-2000	5269684	0.24	3467	1.33
2001-3000	2764309	0.13	1082	0.42
3001-4000	1679645	0.08	466	0.18
4001-5000	2173501	0.10	455	0.18
5001-10000	4746570	0.22	633	0.24
10000 & above	2118670853	97.18	638	0.25
<b>Total</b>	<b>2180035200</b>	<b>100.00</b>	<b>259691</b>	<b>100.00</b>

**(ii) Shareholding Pattern as on 31<sup>st</sup> March, 2012:**

Category	No. of shares held		Total No. of Shares	% Holding
	Physical	Electronic		
Promoter Group	-	1602318997	1602318997	73.50
Mutual Funds /UTI	-	6309354	6309354	0.29
Financial Institutions / Banks	-	15913633	15913633	0.73
Foreign Institutional Investors	-	205210428	205210428	9.41
Other Bodies Corporate	-	84131390	84131390	3.86
Trusts	-	21858	21858	0.00
Non Resident Indians	-	1719836	1719836	0.08
Foreign Nationals	-	1316900	1316900	0.06
Foreign Bodies Corporate	-	193139342	193139342	8.86
Directors & their relatives	-	15000	15000	0.00
Clearing members	-	4496135	4496135	0.21
Indian Public	9377	65432950	65442327	3.00
<b>Total</b>	<b>9377</b>	<b>2180025823</b>	<b>2180035200</b>	<b>100.00</b>

**l) Dematerialization of Shares and Liquidity:**

The Company's shares are compulsorily traded in dematerialized form. The dematerialization facility is available from both the depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity shares of the Company representing 99.99% of the share capital are dematerialized as on 31<sup>st</sup> March, 2012

The Company's shares are regularly traded on the 'BSE Limited' and 'National Stock Exchange of India Limited' in dematerialized form.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE814H01011.

**m) Outstanding GDRs / ADRs / Warrants or any convertible instrument, conversion and likely impact on equity:**

Nil

**n) Site location:**

Adani Power Limited, Village: Tunda & Siracha, Taluka: Mundra, Dist: Kutchh, Gujarat – 370 435

**o) Address of Correspondence:**

**i) Mr. Rahul C. Shah, Company Secretary & Compliance Officer**

**Adani Power Limited**

'Achalraj', Opp Mayor Bunglow, Law Garden, Ahmedabad 380006

Tel.: +91 79 2555 7601, Fax: +91 79 2555 7155, E-mail: [rahul.shah@adani.com](mailto:rahul.shah@adani.com)

**ii) For transfer/dematerialization of shares, change of address of members and other queries.**

**M/s Karvy Computershare Private Limited**

Unit : Adani Power Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur,

Hyderabad-500 081. Andhra Pradesh, India

Tel: +91-40-44655000, Fax: +91-40-23420814

Email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com), Website: [www.karvycomputershare.com](http://www.karvycomputershare.com)

**p) Non-mandatory Requirements:**

The non mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

**1. Remuneration Committee:**

Your Company has a Remuneration Committee to recommend remuneration of the Managing Director / Whole Time Director / Executive Director.

**2. Shareholders Right:**

The quarterly, half yearly and annual results of your Company with necessary report thereon are published in newspapers and posted on Company's website [www.adanipower.com](http://www.adanipower.com). The same are also available at the sites of the stock exchanges where the shares of the Company are listed i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

**3. Audit Qualifications:**

There are no qualifications in the Auditor's Report on the financial statements to the shareholders of the Company.

**4. Training of Board Members:**

There is no formal policy at present for training of the Board members of the Company as the members of the Board are eminent and experienced professional persons.

**5. Whistle Blower Policy:**

The employees of your Company have access to senior management for any counseling or consultation in case they notice any fraud or misdoing by other employee.

## CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of Adani Power Limited,

We have examined the compliance of conditions of Corporate Governance by Adani Power Limited for the year ended 31<sup>st</sup> March, 2012 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance for the year under the review as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Date : 14<sup>th</sup> May, 2012

Place: Ahmedabad

**Chirag Shah Company Secretary**

Samdani Shah & Associates,

Company Secretaries

C.P. No. 3498

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## CERTIFICATE OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

We, Rajesh S. Adani, Managing Director & Chief Executive Officer and Prabal Banerji, Chief Financial Officer of Adani Power Limited certify that:

We have reviewed the financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2012 and to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31<sup>st</sup> March, 2012 which are fraudulent, illegal or violative of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal control system and that we have evaluated the effectiveness of the internal control system of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal control system, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that we have indicated to the Auditors and the Audit Committee:
  - a) There have been no significant changes in internal control over financial reporting system during the year,
  - b) There have been no significant changes in accounting policies during the year except for the changes disclosed in the notes to the financial statements, if any; and
  - c) There have been no instances of significant fraud, of which we have become aware, involving management or an employee having a significant role in the Company's internal control system over financial reporting.

Date : 7<sup>th</sup> May, 2012

Place : Ahmedabad

**Rajesh S. Adani**

**Chief Executive Officer**

**Prabal Banerji**

**Chief Financial Officer**