

## NOTICE

**NOTICE** is hereby given that the 6<sup>th</sup> Annual General Meeting of Adani Capital Private Limited will be held on Thursday, 29<sup>th</sup> Day of September 2022 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, 2022.

**"RESOLVED THAT** the audited Financial Statements of the Company for the financial year ended on March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon be and are hereby received, approved and adopted."

### 2. Appointment of Statutory Auditors of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT**, pursuant to provisions of section 139 Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 read with the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs), issued by Reserve Bank of India vide its Circular dated April, 27, 2021 or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof) and other applicable regulatory provisions, if any, the Company hereby approves/confirms the appointment of M/s. Nangia & Co. LLP, Chartered Accountants (Firm registration no. 002391C/N500069) as the Statutory Auditors of the Company for a term of 2 (two) consecutive years to hold office from the conclusion of 6<sup>th</sup> Annual general Meeting ("AGM") till the conclusion of 8<sup>th</sup> AGM of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof), be and is hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Statutory Auditors."

### Special Business

### 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, the approval of Members of the Company be and is hereby given to raise the funds upto an overall limit of Rs. 5,000 Crores from various categories of Lenders and/or 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, and to create the charge /security in case of secured Borrowing(s)/Debt Securities/Debentures to be issued by the Company 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: 03.09.2022

**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, 10<sup>th</sup> 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](mailto:contact.acpl@adani.com)  
[www.adanicapital.com](http://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**

**Appointment of Statutory Auditors of the Company**

The Members may note that, pursuant to the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs), issued by Reserve Bank of India vide its Circular dated April, 27, 2021, the NBFCs having asset size of not less than Rs. 1,000 Crores are mandatory required to follow the aforesaid guidelines including appointment of the Statutory Auditors of the Company for a Continuous period of 3 years, subject to the Audit Firms, satisfying the eligibility norms, each year.

An audit firm would not be eligible for re-appointment in the same Entity for six years (two tenures) after completion of full or part of one term of the audit tenure.

Further, the RBI has given the timeline upto H2 (Second Half) of FY 2021-22 to adopt the aforesaid guideline.

M/s S R BATLIBOI & CO LLP, Chartered Accountants (erstwhile Statutory Auditors) were initially appointed at the EGM of the Company held on March 30, 2017, for period of one financial year. He was further re-appointed at the AGM of the Company held on September 28, 2017, for a period of five years i.e. upto the conclusion of AGM of the Company to be held in the year 2022.

As the Statutory Auditors who have completed the period of 3 years of their appointment, it is required to rotate/change them and to appoint a new Statutory Auditors, pursuant to the aforesaid guidelines issued by RBI.

In view of the above, considering the requirements under the said guidelines issued by RBI, M/s S R BATLIBOI & CO LLP, Chartered Accountants has resigned from their Office w.e.f. November 26, 2021.

The Board of Directors on the recommendation of the Audit Committee, have approved the appointment of M/s Nangia & Co. LLP, Chartered Accountants, having FRN 002391C/N500069, who have given their consent for the appointment, as a Statutory Auditors of the Company, subject to the approval of the Members of the Company at their Extra-Ordinary General Meeting (EGM) on November 26, 2021.

Further, the Members of the Company at their EGM as above have approved the appointment of M/s Nangia & Co. LLP, Chartered Accountants to hold the office of Statutory Auditors subject to the confirmation at the 6<sup>th</sup> AGM.

Accordingly, approval of the Members of the Company is hereby sought for the appointment of the M/s Nangia & Co. LLP, Chartered Accountants to hold the office of Statutory Auditors of the Company for a period upto 8<sup>th</sup> AGM of the Company.

**Brief profile of M/s. Nangia & Co. LLP, Chartered Accountants is as follows:**

- Nangia & Co LLP is an organically grown CA firm having an experience of over 37 years of professional services to our clients. It provides diverse professional services with separate dedicated verticals for Assurance, International Tax, Transfer Pricing, Indirect Taxes, Regulatory and Other Related services performed by specialized teams.
- Presence across India through own offices/team based in New Delhi, Noida, Gurgaon, Mumbai, Dehradun, Bengaluru, Pune, and Chennai with approximately 500 professionals (full time) and counting.
- Dedicated audit team of 150 members within assurance vertical.
- Registered with PCAOB (US) and following the ethical and quality Guidelines prescribed by ICAI.
- An effective Peer Review Certificate from the Institute of Chartered Accountants of India, enabling them to undertake audit work for listed and public-interest entities.
- Consistently rated as the leading tax and transfer pricing advisory Firm by the International Tax Review for five consistent years

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 this Notice.

The Board recommends for approval by the Members the Resolution as set out at Item No. 2 of the Notice as Ordinary Resolution.

**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 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

1. Borrowings (Secured/Unsecured/Term Loan/Working Capital Loan/External Commercial Borrowings) and/or Securitization/ Pass Through Certificate (PTC), Direct Assignment (DA).
2. Issuance of 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, 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
3. Issuance of Commercial Papers.

Within the aggregate borrowing limit of Rs. 5,000 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 May 23, 2022, 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, 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") at an issue price of Rs. 10 Lakh or as may be permissible under 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 and/or in compliance with 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:**

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.

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: 03.09.2022

**Registered Office:**

Adani House, 56,  
Shrimali Society, Navrangpura,  
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CIN: U65990GJ2016PTC093692