



UNDERTAKING

[As per Regulation 4 of MERC (General Conditions of Distribution Licence) Regulations, 2006]

Ref.: AENML/Undertaking/21102022

Date: 21.10.2022

To,
The Secretary,
Maharashtra Electricity Regulatory Commission,
13th Floor, Centre No. 1, World Trade Centre,
Cuffe Parade,
Mumbai 400 005.

Sub: Undertaking on behalf of Adani Electricity Navi Mumbai Limited formerly known as "AEML Infrastructure Limited" as per Regulation 4 of MERC (General Conditions of Distribution Licence Regulations, 2006).

Ref.: Case No. 173/GL/2022: Petition of Adani Electricity Navi Mumbai Limited formerly known as "AEML Infrastructure Limited" & Adani Transmission Limited under Section 14 and Section 15 of Electricity Act, 2003 read with MERC (General Conditions of Distribution License) Regulations, 2006 read with Distribution of Electricity License (Additional Requirements of Capital Adequacy, Creditworthiness and Code of Conduct) Rules, 2005, for grant of Distribution License for the entire geographically continuous area comprising of Mulund, Bhandup, part of Thane District, Navi-Mumbai, Panvel, Kharghar, Taloja and Uran.

Dear Sir,

We hereby confirm and declare that **Adani Electricity Navi Mumbai Limited ("AENML")** formerly known as "AEML Infrastructure Limited" has neither been found guilty nor been disqualified under the provisions of law. No adverse order has been passed against AENML or any of its Partners, Directors, or Promoters in terms of the following provisions of law since its incorporation in the year 2013:

- (i) No adverse order/ indictment/ strictures have been passed by the Regulatory Authority against AENML resulting in its disqualification/ suspension of its Distribution License;
- (ii) AENML or any of its Partners, Directors or Promoters have not been held guilty for any grave offence of such a nature that it outrages the moral sense of the community. In terms of the Explanation to Regulation 4, no legal proceedings are pending in this regard;

Adani Electricity Navi Mumbai Limited
Formerly known as "AEML Infrastructure Limited"
"Adani Corporate House", Shantigram,
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CIN: U40106GJ2018PLC105571

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- (iii) AENML or any of its Partners, Directors or Promoters have not been held guilty for an offence involving moral turpitude. In terms of the Explanation to Regulation 4, no legal proceedings are pending in this regard;
- (iv) AENML and its Partners, Directors or Promoters are solvent under the provisions of law. Further, no insolvency and bankruptcy proceedings have been initiated/ admitted against AENML or any of its Partners, Directors or Promoters under the provisions of Insolvency and Bankruptcy Code, 2016;
- (v) AENML or any of its Partners, Directors or Promoters have not been held guilty of any economic offence, nor been found indulged in any fraudulent and unfair trade practices or market manipulation. In terms of the Explanation to Regulation 4, no legal proceedings are pending in this regard;
- (vi) AENML and its wholly owned subsidiary Adani Electricity Mumbai Ltd. which has been engaged in the business of power distribution for over nine decades and has laid enormous distribution network across the city of Mumbai, possess sufficient knowledge and experience to manage the distribution business;
- (vii) AENML ensures its financial competence by complying with the requirements of capital adequacy and creditworthiness in accordance with the Distribution of Electricity Licence (Additional requirements of Capital Adequacy, Creditworthiness and Code of Conduct) Rules, 2005;
- (viii) AENML undertakes to satisfy this Hon'ble Commission and furnish additional information as may be directed for the purpose of ascertaining requirements/ qualifications as enshrined under MERC (General Conditions of Distribution Licence) Regulations, 2006.

Humbly request to acknowledge the receipt of this Undertaking.

Thanking you,

Yours faithfully,

For Adani Electricity Navi Mumbai Limited
(Formerly known as "AEML Infrastructure Limited")



Authorised Signatory



CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE BOARD OF DIRECTORS OF AEML INFRASTRUCTURE LIMITED AT THEIR MEETING HELD ON 1st AUGUST 2022 AT 9.30 A.M. AT ADANI CORPORATE OFFICE S G HIGHWAY KHODIYAR AHMEDABAD 382421

SUB: FILING OF NAVI MUMBAI PARALLEL DISTRIBUTION LICENCE

"RESOLVED THAT the approval of the Board be and is hereby given for filing Petition before the Maharashtra Electricity Regulatory Commission (MERC) for parallel distribution license in Navi Mumbai area.

RESOLVED FURTHER THAT Mr. Kishore Patil, Authorised Signatory of the Company be and is hereby authorised to apply, sign, execute and/or file the said Petition before Maharashtra Electricity Regulatory Commission (MERC) or such other authority as may be required and is authorized to sign, affirm, submit and / or file any documents, affidavits, and other necessary documents on behalf of the Company and to do all such acts, deeds and things incidental and necessary for filing petition before MERC on behalf of the Company as may be deemed fit and proper.

RESOLVED FURTHER THAT the Common Seal of the Company, if so required, be affixed in any of the documents in the presence of any of the directors or Mr. Kishore Patil.

RESOLVED FURTHER THAT the copy of the foregoing resolutions, certified to be true, be furnished to the authority, MERC or any such party as may be required and the said authority be requested to act thereon."

For AEML Infrastructure Limited

Kunjai Mehta
Director
DIN 08787106