

**UNDERTAKING**

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

**Ref.:** ATL/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 as per Regulation 4 of MERC (General Conditions of Distribution Licence Regulations, 2006).

**Ref.:** Case No. 173/GL/2022: Petition of 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 Transmission Limited ("ATL")** has neither been found guilty nor been disqualified under the provisions of law. No adverse order has been passed against ATL 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 ATL resulting in its disqualification/ suspension of its Distribution License;
- (ii) ATL 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 Transmission Ltd  
Adani Corporate House  
Shantigram, Near Vaishnav Devi Circle,  
S. G. Highway, Khodiyar,  
Ahmedabad 382 421  
Gujarat, India  
CIN: L40300GJ2013PLC077803

Tel +91 79 2555 7555  
Fax +91 79 2555 7177  
info@adani.com  
www.adanitransmission.com

- (iii) ATL 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) ATL and its Partners, Directors or Promoters are solvent under the provisions of law. Further, no insolvency and bankruptcy proceedings have been initiated/ admitted against ATL or any of its Partners, Directors or Promoters under the provisions of Insolvency and Bankruptcy Code, 2016;
- (v) ATL 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) ATL 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) ATL 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) ATL 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 Transmission Limited

**Authorised Signatory**

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Registered Office: Adani Corporate House, Shantigram, Near Vaishnav Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382 421

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE MANAGEMENT COMMITTEE OF BOARD OF DIRECTORS OF ADANI TRANSMISSION LIMITED ("THE COMPANY") HELD ON FRIDAY, THE 15<sup>TH</sup> DAY OF JULY, 2022 AT ADANI CORPORATE HOUSE, SHANTIGRAM, S. G. HIGHWAY, AHMEDABAD – 382 421**

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"RESOLVED THAT the approval of the Committee 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. Manish Kumar, 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 one of the directors or Company Secretary of the Company.

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."

Certified True Copy  
For **Adani Transmission Limited**

**Jaladhi Shukla**  
**Company Secretary**  
Place: Ahmedabad

**CERTIFIED TRUE COPY OF THE EXTRACTS OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF ADANI TRANSMISSION LIMITED ("THE COMPANY") HELD ON SATURDAY, 28<sup>TH</sup> OCTOBER, 2017 AT THE REGISTERED OFFICE OF THE COMPANY.**

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"RESOLVED THAT in supersession of the resolutions passed by the Board of Directors in its earlier meeting(s), the Management Committee be and is hereby conferred with the following powers subject to the control and directions of the Board of Directors and restrictions hereinafter contained:

8. Affixing Common Seal of the Company.
10. Issuance of Power of Attorney.
14. To authorise officers or other persons to undertake certain matters & related actions on such terms & conditions and limitations as the said committee shall determine.
18. To participate in the bids / tenders issued by various government and non government authorities, companies, bodies corporate etc. and to authorise officials/ signatories of the Company to participate, to sign and submit bid / tender, Request for Qualification (RFQ) and Request for Proposal (RFP) Documents and other documents etc. and to do other necessary acts, deeds and things on behalf of the Company.
20. To negotiate and approve the terms and conditions of, accept such modifications thereto, to execute and to do all such acts, deeds and all things as may be required or considered necessary for entering into and performance of obligation under any non-disposal undertakings, sponsor undertakings in favour of the lenders of subsidiaries/associates of the Company and such other deeds, documents or instruments as may be required in relation to the borrowings of the subsidiaries / associates of the Company.
21. Any other powers as may be delegated by the Board from time to time."

Certified True Copy  
**For Adani Transmission Limited**

**Jaladhi Shukla**  
**Company Secretary**  
**Date: 02.08.2022**  
**Place: Ahmedabad**