



Ports and  
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Ref No: APSEZL/SECT/2021-22/131

March 14, 2022

**BSE Limited**  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai – 400 001  
**Scrip Code: 532921**

**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051  
**Scrip Code: ADANIPOINTS**

Dear Sir,

**Sub: Disclosure of Combined Voting Results of the business transacted at the National Company Law Tribunal Convened Meeting of the Equity Shareholders of Adani Ports and Special Economic Zone Limited ('APSEZ') held on Monday, March 14, 2022**

**Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').**

Pursuant to the order dated February 2, 2022 passed by the Hon'ble National Company Law Tribunal ('NCLT Order') a Meeting of Equity Shareholders of the Company was held on Monday, March 14, 2022 at 11:00 a.m. through Video Conference ("VC")/Other Audio-Visual Means ("OAVM") for approving the Composite Scheme of Arrangement between Gangavaram Port Limited and Adani Ports and Special Economic Zone Limited and Adani Gangavaram Port Private Limited and their respective shareholders and creditors ('Scheme').

Further, pursuant to the Provisions of Sections 230(4) and 232(1) of the Companies Act, 2013 read with Rules 5 and 6 of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has provided facility of (i) remote e-voting; and (ii) e-voting at the meeting of the Equity Shareholders for approval of the Scheme.

Accordingly, voting by Equity Shareholders of the Company for approval of scheme was carried out through (i) remote e-voting; and (ii) e-voting at the meeting held on March 14, 2022.

As per Regulation 44(3) of SEBI Listing Regulations, please find enclosed the disclosure in terms of the Companies Act, 2013 and NCLT Order - Voting Results

Adani Ports and Special Economic Zone Ltd  
Adani Corporate House, Shantigram,  
Nr. Vaishno Devi Circle, S. G. Highway,  
Khodiyar, Ahmedabad - 382421  
Gujarat, India  
CIN: L63090GJ1998PLC034182

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of the business transacted through (i) remote e-voting; and (ii) e-voting at the meeting along with the Scrutinizer's Report as **Annexure-A**.

The proposed Resolution approving the Scheme was passed with requisite majority representing three fourth value of shares held by the Equity Shareholders of the Company, as required by NCLT Order and SEBI Circular.

Kindly take the same on record.

Yours faithfully,  
For Adani Ports and Special Economic Zone Limited

  
Kamlesh Bhagia  
Company Secretary



Encl: As above.

Adani Ports and Special Economic Zone Ltd  
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## Annexure A

Adani Ports and Special Economic Zone Limited

Voting Results as per Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Date of NCLT Meeting	14th March 2022
Total number of shareholders as on record date	647548 (As of cut-off date i.e. 7th March, 2022)
Nos. of Shareholders present in the meeting either in person or through proxy	Not Applicable
Promoters and Promoter Group	
Public	
Nos. of Shareholders attended the meeting through video conferencing	
Promoters and Promoter Group	2
Public	80

**Resolution No. 1: Approval of Composite Scheme of Arrangement between Gangavaram Port Limited and Adani Ports and Special Economic Zone Limited and Adani Gangavaram Port Private Limited and their respective shareholders and creditors.**

Resolution required: (Ordinary/ Special)	Special Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	1377449104	1377449104	100.0000	1377449104	0	100.0000	0.0000
	E-Voting at Meeting		0	0	0	0	0.0000	
	Postal Ballot		0	0	0	0	0.0000	
	<b>Total</b>		<b>1377449104</b>	<b>1377449104</b>	<b>100.0000</b>	<b>1377449104</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	Remote E-Voting	631798742	512623370	81.1371	512623370	0	100.0000	0.0000
	E-Voting at Meeting		911851	0	911851	0	0.0000	
	Postal Ballot		0	0	0	0	0.0000	
	<b>Total</b>		<b>631798742</b>	<b>513535221</b>	<b>81.2815</b>	<b>513535221</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	Remote E-Voting	103125384	10763457	10.4373	10761233	2224	99.9793	0.0207
	E-Voting at Meeting		37003	0.0359	37003	0	100.0000	0.0000
	Postal Ballot		0	0	0	0	0.0000	
	<b>Total</b>		<b>103125384</b>	<b>10800460</b>	<b>10.4731</b>	<b>10798236</b>	<b>2224</b>	<b>99.9794</b>
<b>Total</b>		<b>2112373230</b>	<b>1901784785</b>	<b>90.0307</b>	<b>1901782561</b>	<b>2224</b>	<b>99.9999</b>	<b>0.0001</b>

*Deena K. Singh*





## CHIRAG SHAH & ASSOCIATES

Company Secretaries

1213, Ganesh Glory, Nr. Jagatpur Crossing,

Besides Ganesh Genesis,

Off. S.G. Highway, Ahmedabad - 382 481.

Ph.: 079-40020304, 6358790040/41/42

E-mail : chi118\_min@yahoo.com

### Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies  
(Management and Administration) rules, 2014]

To,

**Hon'ble Mr. Justice K.A. Puj**

**(Former Judge of High Court of Gujarat)**

**The Chairman of NCLT convened meeting**

**of the Equity Shareholders of**

**Adani Ports and Special Economic Zone Limited**

having its Registered Office at

Adani Corporate House,

Shantigram, Nr. Vaishno Devi Circle,

S. G. Highway, Khodiyar,

Ahmedabad – 382421.

**Sub: Combined Scrutinizers' Report on the resolution passed through remote e-voting and e-voting at Meeting of the Equity Shareholders of Adani Ports and Special Economic Zone Limited convened as per directions of Hon'ble National Company Law Tribunal ("NCLT"), Ahmedabad Bench.**

Dear Sir,

I, Chirag Shah, Practicing Company Secretary, have been appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") vide its order dated February 2, 2022 as "the Scrutinizer" for the purpose of scrutinizing remote e-voting process and e-voting at the NCLT Convened Meeting ("meeting") of the Equity Shareholders of Adani Ports and Special Economic Zone Limited (hereinafter referred to as "the Company") convened by order of NCLT and held through VC/OAVM on Monday, March 14, 2022 at 11:00 a.m. (IST), pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and read with the General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; No. 20/2020 dated May 5, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020; No. 10/2021 dated June 23, 2021 and No.



20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA") on the resolution seeking approval of the Equity Shareholders to the Composite Scheme of Arrangement between Gangavaram Port Limited and Adani Ports and Special Economic Zone Limited and Adani Gangavaram Port Private Limited and their respective shareholders and creditors; ("the Scheme"), in terms of the Notice dated February 5, 2022, convening the said meeting.

As mentioned in the Notice, the proceedings of the meeting were deemed to be conducted at the Registered Office of the Company located at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382421 and the same was deemed to be the venue of NCLT Convened meeting.

I do hereby submit my report as under :

- (i) The company had appointed Central Depository Services Limited ("CDSL") as the Agency for providing remote e-voting and e-voting facility to the Equity Shareholders of the Company for participating in the Meeting through VC / OAVM.
- (ii) CDSL had provided a system for recording the votes of the Equity Shareholders electronically through remote e-voting as well as at the meeting on the item of the business sought to be transacted at the meeting of the Equity Shareholders of the Company, which was held on Monday, March 14, 2022 at 11:00 a.m. (IST).
- (iii) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through the remote e-voting and e-voting at the meeting on the resolution contained in the Notice of the Meeting.
- (iv) The Company had provided remote e-voting facility and e-voting facility during the Meeting through Central Depository Services Limited ("CDSL") to its Equity Shareholders as on the cut-off date i.e. Monday, March 7, 2022.
- (v) Our responsibility as a Scrutinizer for the voting process (through remote e-voting and e-voting at the meeting) was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **favour or against** the resolution stated in the Notice, based on the reports generated from the e-voting system provided by CDSL.
- (vi) The Company had published Newspaper Advertisements in English in The Indian Express (All editions), Gujarati in Sandesh, Divya Bhaskar and Gujarat Samachar (Ahmedabad edition) (regarding holding of meeting containing all the matters





required under the Companies Act, 2013 and relevant rules made thereunder on Friday, February 11, 2022.

- (vii) The remote e-voting period had commenced on Wednesday, March 09, 2022 at 9:00 A.M. (IST) and has been closed on Sunday, March 13, 2022 at 5:00 P.M. (IST).
- (viii) At the meeting of the Equity Shareholders of the Company held through VC/OAVM, on Monday, March 14, 2022, after considering the item of business, the facility to vote electronically was provided to facilitate those Equity Shareholders who were attending the meeting through VC/OAVM but could not exercise their vote through remote e-voting, to cast their votes electronically.
- (ix) The remote e-voting module was disabled and blocked by CDSL for voting on Sunday, March 13, 2022 at 5:00 P.M. (IST).
- (x) The votes cast through the e-voting module of CDSL was unblocked on Monday, March 14, 2022 at around 11:50 a.m. in the presence of two witnesses, Mr. Raimeen Maradiya and Ms. Charmi Shah who are not in the employment of the Company.
- (xi) Thereafter, I as a Scrutinizer duly compiled details of the remote e-voting carried out by the equity shareholders and the e-voting done at the meeting.
- (xii) The consolidated result of the voting seeking approval of the Equity Shareholders of the Company to the Scheme is as under :

**Resolution : For approving Composite Scheme of Arrangement between Gangavaram Port Limited and Adani Ports and Special Economic Zone Limited and Adani Gangavaram Port Private Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.**

Consolidated Report on result of voting through Remote E-voting and e-voting facility at Meeting through VC/OAVM of the meeting of Equity Shareholders.

i. Total Valid Votes:

Voting Description	Number of Members who voted	Nos. of valid Votes
E-voting at the meeting	52	9,48,854
Remote E- voting	1583	1,90,08,35,931
<b>Total</b>	<b>1635</b>	<b>1,90,17,84,785</b>



ii. Voted **in favour** of the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted.	% of total number of valid votes casted
E-voting at the meeting	52	9,48,854	100%
Remote E- voting	1528	1,90,08,33,707	99.9999%
<b>Total</b>	<b>1580</b>	<b>1,90,17,82,561</b>	99.9999%
Detailed Report of Voted in favour is enclosed and marked as <b>ANNEXURE – A</b>			

iii. Voted **against** the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted.	% of total number of valid votes casted
E-voting at the meeting	0	0	0%
Remote E- voting	55	2,224	0.0001%
<b>Total</b>	<b>55</b>	<b>2,224</b>	0.0001%
Detailed Report of Voted in against is enclosed and marked as <b>ANNEXURE – B</b>			

iv. **Invalid/Abstain** Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted.
E-voting at the meeting	0	0
Remote E- voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

(xiii) Out of 82 Equity Shareholders who attended the meeting:

- i. 15 Equity Shareholders holding 93,35,44,850 value and who attended the meeting through VC/OAVM had already cast their vote by remote e-voting and therefore were not entitled to vote through e-voting at the meeting as per **"Annexure C"**
- ii. 15 Equity Shareholders holding 7,580 value, who attended the meeting through VC/OAVM, did not cast their votes as per **"Annexure D"**.
- iii. 52 Equity Shareholders holding 9,48,854 value, cast their vote through e-voting facility at Meeting through VC/OAVM.



- iv. 11 equity shareholders holding 1,34,20,831 equity shares had less voted for 70,08,015 equity shares through remote e-voting as per "Annexure E".
- (xiv) List of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution has been sent to Mr. Kamlesh Bhagia, Company Secretary of the Company for records.
- (xv) All relevant records of the voting conducted through remote e-voting and e-voting at the meeting are handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,

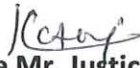
Scrutinizer

Name : Chirag Shah  
Practicing Company Secretary  
FCS : 5545; CP : 3498  
Place : Ahmedabad  
Date : March 14, 2022.  
UDIN : F005545C002915870



Countersigned:

For, Adani Ports and Special Economic Zone Limited

  
Hon'ble Mr. Justice K.A. Puj  
(Former Judge of High Court of Gujarat)  
Chairman for NCLT Convened Meeting of Equity  
Shareholders of Adani Ports and Special Economic  
Zone Limited