

August 10, 2016

**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: ADANIPORTS

Dear Sir.

Sub: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Details of Voting Results at the 17<sup>th</sup>

Annual General Meeting of the Company.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find details of voting results inclusive of e-voting and poll conducted at the 17<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 9<sup>th</sup> August, 2016 at 10:30 a.m. at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015.

Reports of the Scrutinizer are also enclosed herewith.

You are requested to kindly take the same on record.

Thanking you.

Yours faithfully,

For Adani Ports and Special Economic Zone Limited

Special E

AHMEDABAD

Dipti Shah

Company Secretary

Encl: A/a

Adani Ports and Special Economic Zone Ltd Adani House Nr Mithakhali Circle, Navrangpura Ahmedabad 380 009 Gujarat, India

CIN: L63090GJ1998PLC034182

Tel +91 79 2656 5555 Fax +91 79 2555 5500 info@adani.com www.adani.com



# Details of Voting Results - 17<sup>th</sup> Annual General Meeting held on 9<sup>th</sup> August, 2016

1.	Date of the AGM/ <del>EGM</del>	9 <sup>th</sup> August, 2016
2.	Total number of shareholders on record date	3,26,558 (As on
		cut-off date i.e.
		2 <sup>nd</sup> August, 2016)
3.	No. of shareholders present in the meeting either in	
	person or through proxy:	
	<ul> <li>Promoters and Promoter Group:</li> </ul>	6
	• Public:	178
4.	No. of Shareholders attended the meeting through	Not Arranged
	Video Conferencing	
	<ul> <li>Promoters and Promoter Group:</li> </ul>	
	Public:	



Adani Ports and Special Economic Zone Limited · Annual General Meeting · August 9, 2016

		1	Sales Contraction of the second	other training the training	and anitotic bar	pon se ose (ssoot		
	Resolution / Ag	Resolution / Agenda Wise details of voting (	ing (including voces	nciuding votes cast by physical ballots and e-voting process) are as under	and e-vocing pine	onio en a la ficación	- 10	
Resolution No. 1: Adoption of audited financial statements (including consolidated financial statements) for the financial year ended March 31, 2016	cial statements (	including consolidated f	inancial statement	s) for the financial year	ended March 31,	2016		
Resolution required: (Ordinary/ Special)	Ordinary Resolution	tion						
Whether promoter/ promoter group are interested in the apenda/resolution?	0 Z							MI
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	E-Voting	1186608474	1185355890	68'66	1185355890	0	-	00'0
	Poll							•
	Postal Ballot (if		*					
	applicable)							
	Total	1186608474	<del>,</del>	68'66	1185355890			0.00
Public- Institutions	E-Voting	766882817	585116889	76.30	585116889	0	100.00	0.00
	Poll		•	•	•		•	•
	Postal Ballot (if		•	,	•		•	•
	applicable, Total	766882817	585116889	76.30	585116889		100.00	0.00
Public- Non Institutions	E-Votina	117460470		10,37	12179536	165	*	00.00
	Poll			1.85	2175118	75	100.00	00.00
	Postal Ballot (if				*			
	applicable)							
	Total	117460470		12.22	14354654			00.0
Total		2070951761	1784827673	86.18	1784827433	240	100,00	0.00
Resolution No. 2: Confirmation of payment of interim dividend on Equity Shares.	of interim divide	nd on Equity Shares.		***************************************	ATTE STOWNS STORY			
Resolution required: (Ordinary/ Special)	Ordinary Resolution	Ition						
Whether promoter/ promoter group are interested in the agenda/resolution?	<u> </u>	had NO additional solutions.					:	
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=[(2)/(1)]* 100			(6)=[(4)/(2)]*10	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1186608474	1185355890	68'66	1185355890		100,001	0.00
	Poll		•	1	*		-	
	Postal Ballot (if		1	•	•		,	•
	Total	1186608474	1185355890	99.89	1185355890		100,00	00.00
Public- Institutions	E-Voting	766882817		76.41	586003403		0 100.00	00'0
	Poll						,	,
	Postal Ballot (if		1	• · · · · · · · · · · · · · · · · · · ·			*	*
	applicable)	10000001	2002002	17 JC	206002402		00 001	000
	locai	/10000/		THO C	1000000			
Public- Non Institutions	E-Voting	11/4604/0		10.57	/596/171		100.00	
	Poll		2175193	1,85	2175043	150		0.01
	Postal Ballot (if		•	And	•			•
	Total	117460470		Acoeclal Ec. 12.22	14354700			00'0
Total		2070951761	1785714233	(8) 86.23	1785713993	240	100.00	0.00

Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are								
Whether promoter/ promoter group are	Ordinary Resolution	tion				***************************************		
The state of the s	No							
וונהו הצרבת זון רווה סליבוות שלו באחות יותון					A1	A1 £ 1/21	Or at Makes in factories	O of Maker sesion
Category	Mode of	No. of shares held (1)	No. of votes	% or votes Polled on	No. or votes	NO. OF VOLES -	on votes in tayout	יי פון אחרבי מקמוווזר
	Voting		polled (2)	outstanding shares	in favour (4)	against (5)	on votes polled	on votes polled
	)		•	(3)=[(2)/(1)]* 100			(6)=[(4)/(5)]*100	(7)=[(5)/(5)]*100
Promoter and Promoter Group	E-Voting	1186608474	1185355890	68'66	1185355890	0	100.00	0.00
	Poil		-	1	,	,	•	•
	Postal Ballot (if			•	•	•	•	•
	applicable)							
	Total	1186608474	1185355890	68.66	1185355890	0	100.00	00.0
Public- Institutions	E-Voting	766882817	586003403	76,41	586003403	0	100.00	0.00
	Poll		*		•	1	*	•
	Postal Ballot (if		•		*		,	
	applicable)			:				
	Total	766882817	586003403	76.41	586003403	0	100.00	0.00
Public- Non Institutions	E-Voting	117460470	12179747	10.37	12179306	441	100.00	00.0
	Poll		2175193	1,85	2174738	455	99.98	0.02
	Postal Ballot (if		•	•	•	•	*	•
	applicable)							
	Total	117460470	14354940	12.22	14354044	968	66'66	0.01
Total		2070951761	1785714233	86.23	1785713337	968	100.00	0.00
AND THE PROPERTY OF THE PROPER					Aug. 10. 10. 10. 10. 10. 10. 10. 10. 10. 10			

Posselusion No. 4: Becannistment of Dr. Malay Mahadevia (DIN: 00064110) as a Director of the Company who retires by rotation.	1) einobedeM vele	IN OOOG4110) as a Di	rector of the Como	any who retires by rota	tion.		***************************************	
Resolution required: (Ordinary/Special)	Ordinary Resolution	tion						
Whether promoter/ promoter group are	No					**************************************		
interested in the agenda/resolution?								
Category	Mode of	No. of shares held (1)	No. of votes	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour	% of Votes against
	Voting		polled (2)	outstanding shares (3)=[(2)/(1)]* 100	in favour (4)	against (5)	on votes polled (6)=[(4)/(2)]*100	on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1186608474	1185355890	68'66	1185355890	0	100.00	00.0
	Poll		•	•	1	4		•
	Postal Ballot (if	122			•	•	•	•
	applicable)							
	Total	1186608474	1185355890	68.66	1185355890	0	100.00	00.0
Public- Institutions	E-Voting	766882817	586003403	76.41	583926428	2076975	99.65	0.35
	Poll		-		•	•	4	•
	Postal Ballot (if		•		·	•	•	•
	applicable)						100000000000000000000000000000000000000	
	Total	766882817	586003403	76.41	583926428	2076975	99.65	0.35
Public- Non Institutions	E-Voting	117460470	12179465	10.37	12178555	910	66'66	0.01
	Poll		2175193	1.85	2175101	26	100,00	0.00
	Postal Ballot (if		1		1	٠	•	
	applicable)							
	Total	117460470	14354658	12.22	14353656	1002	66'66	0.01
Total		2070951761	1785713951	86.23	1783635974	2077977	88'66	0.12
				100 miles 100 mi				

Resolution No. 5: Ratification of appointment of M/s. S R B C & CO LLP, Statutory Auditors and fixing their remuneration.	ent of M/s. SRB	3 & CO LLP, Statute	ory Audito	ors and fixing t	heir remuneration.				
Resolution required: (Ordinary/ Special)	Ordinary Resolution	tion							
Whether promoter/ promoter group are	No								
interested in the agenda/resolution?									
Category	Mode of	No. of shares held (1)	d (1) No.	of votes	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour	% of Votes against
	Voting		lod	led (2)	outstanding shares (3)=[(2)/(1)]* 100	in favour (4)	against (5)	on votes polled (6)=[(4)/(2)]*100	on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1186608474	8474	1185355890	68.66	1185355890	0		00'0
	Poll			.1	•	1	f	ř	-
	Postal Ballot (if			•	•	•	1	•	•
	applicable)								
	Total	1186608474	8474	1185355890	68.66	1185355890	0	100.00	00'0
Public- Institutions	E-Voting	766882817	32817	583024170	76.03	573328967	2025696	98.34	1.66
	Poll					•	*		•
	Postal Ballot (if			*	•	•	,	•	,
	applicable)								
	Total	766882817	32817	583024170	76.03	573328967	9695203	98.34	1.66
Public- Non Institutions	E-Voting	117460470	0470	12179747	10.37	12178814	226	66'66	0.01
	Poll			2175193	1.85	2175101	76	100,00	00'0
	Postal Ballot (if	***************************************		1		•	1	*	1
	applicable)								
	Total	117460470	0470	14354940	12.22	14353915	1025	66.66	
Total		2070951761	51761	1782735000	86.08	1773038772	8779696	99,46	0.54

Resolution No. 6: Approval of payment of remuneration to Mr. Karan Adani, Chief Execu	remuneration to N	Ir. Karan Adani, Chief Ex	cecutive Officer a r	itive Officer a relative of Director(s) to hold office or place of profit under the Company.	hold office or pla	ce of profit unde	r the Company.	
Resolution required: (Ordinary/ Special)	Ordinary Resolution	tion						
Whether promoter/ promoter group are	No	Particular Nation and						
interested in the agenda/resolution?								
Category	Mode of	No. of shares held (1)	No. of votes	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour	% of Votes against
	Voting		polled (2)	outstanding shares (3)=[(2)/(1)]* 100	in favour (4)	against (5)	on votes polled (6)=[(4)/(2)]*100	on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1186608474	1185355890	68'66	1185355890	0	100.00	00.00
~	Poll				•	į.	•	
	Postal Ballot (if		\$	•	•	•		,
	applicable)							
	Total	1186608474	1185355890	68'66	11	0	100.00	0.00
Public- Institutions	E-Voting	766882817	572184163	74.61	572177046	7117	100.00	00'0
	Poll			*	-	•		*
	Postal Ballot (if		*			*	•	•
	applicable)							
	Total	766882817	572184163	74.61	572177046	7117	100.00	00'0
Public- Non Institutions	E-Voting	117460470	12179747	10.37	12178518	1229	66'66	0.01
	Poll		2175193	1.85	2175118	15	100.00	00'0
	Postal Ballot (if			•	•	•		•
	applicable)							
	Total	117460470	14354940	12.22	14353636	1304	99.99	0.01
Total		2070951761	1771894993	85.56	1771886572	8421	100.00	00'0

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o. of votes         % of Votes Polled on Uses Polled on Votes         No. of Votes         No. of Votes         No. of Votes         No. of Votes Polled on Votes polled (3)=(2)/(1)¹¹¹00         No. of Votes         No. of Votes<	Resolution No. 7: Approval of offer or invitation to subscribe to Securities for an amou	tion to subscribe	to Securities for an am	ount not exceedin	nt not exceeding Rs. 10,000 Crores.				
No. of Shares held (1)   No. of Shares held (2)   No. of Shares held (3)   No. of Shares held (2)   No. of Shares held (3)   No. of Shares held	Resolution required: (Ordinary/ Special)	Special Resoluti	υo					The second secon	
No. of the agenda/resolution?   No. of shares held (1)   No. of votes polled on votes polled on votes polled (2)   No. of votes polled on votes polled (3)   No. of votes polled on votes polled (4)   Action   No. of votes polled on votes polled on votes polled   No. of votes polled	Whether promoter/ promoter group are	No							
jory         Mode of purple         No. of shares held (1) and being the purple         No. of shares held (1) being the purple of the purple and promoter Group         No. of shares held (1) being the purple and promoter Group         No. of shares held (1) being the purple and promoter Group         No. of shares held (1) being the purple and promoter Group         No. of shares held (1) being the postal Ballot (if applicable)         No. of shares held (1) to shares again the postal Ballot (if applicable)         No. of shares held (1) to shares again the postal Ballot (if applicable)         No. of shares held (1) to shares again the postal Ballot (if applicable)         No. of votes polled the postal Ballot (if applicable)         No. of votes polled the postal Ballot (if applicable)         No. of votes polled the postal Ballot (if applicable)         No. of votes polled the postal Ballot (if applicable)         No. of votes polled the postal Ballot (if applicable)         No. of votes polled the postal Ballot (if applicable)         No. of votes polled the postal Ballot (if applicable)         No. of votes polled the postal Ballot (if applicable)         No. of votes the poll applicable (if applicable)         No. of votes	interested in the agenda/resolution?					-			
Voting         Voting         polled (2) polled (2) polled (2)         outstanding shares in favour (4) against (5) polled (2) polled (2) polled (3)-[(2)/(1)]*100         in favour (4) polled (5) polled (5)-[(2)/(2)]*100         on votes polled (7)-[(2)/(2)]*100         (7)-[(2)/(2)/(2)]*100         (7)-[(2)/(2)/(2)]*100         (7)-[(2)/(2)/(2)]*100         (7)-[(2)/(2)/(2)]*100         (7)-[(2)/(2)/(2)]*100         (7)-[(2	Category	Mode of	No. of shares held (1)	No. of votes	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour	% of Votes against
Operand Promoter Group         E-Voting         T186608474         T18555890         99.89         T18555890         0         100.00           Postal Ballot (if applicable)         Total applicable)         T186608474         T185358890         99.89         T18535890         0         100.00           c-Institutions         E-Voting         76.882817         58552328         76.35         459776736         125746502         78.52         78.52           Postal Ballot (if applicable)         Total applicable)         T76.882817         58552328         76.35         459776736         125746502         78.52         2           Postal Ballot (if applicable)         T76.882817         585523288         76.35         459776736         481075         96.04         76.36           Postal Ballot (if applicable)         Total applicable)         T17460470         12140825         16.34         11559750         481075         96.04           Postal Ballot (if applicable)         Total applicable)         Total applicable)         T1834868         481150         96.64           Postal Ballot (if applicable)         Total applicable)         T185195146         86.20         1589867494         126227652         92.93		Voting		polled (2)	outstanding shares (3)=[(2)/(1)]* 100	in favour (4)	against (5)	on votes polled (6)=[(4)/(2)]*100	on votes polled (7)=[(5)/(2)]*100
Postal Ballot (if applicable)   Postal Ballot (if applicable	Promoter and Promoter Group	E-Voting	1186608474		68'66	1185355890	0	100.00	00.0
Postal Ballot (if applicable)   1186608474   1185355890   99.89   1185355890   100.00   100		Poll		•	•	*		-	
Total   1186608474   1185555890   99.89   1185355890   0   100.0		Postal Ballot (if	* 184 a 186 a 184 a 184	•	3	•		•	,
c. Institutions         E-Voting         766882817         585523238         76.35         459776736         125746502         78.52         78.52         20           c. Institutions         Fe.Voting         766882817         585523238         76.35         459776736         125746502         78.52         2           c. Institutions         Postal Ballot (if applicable)         766882817         585523238         76.35         459776736         125746502         78.52         2           c. Non Institutions         E-Voting         177460470         12140825         10.34         11659750         481075         96.04         96.04           postal Ballot (if applicable)         Fostal Ballot (if applicable)         117460470         12140825         10.34         16.35         459776736         481075         96.04         96.04           postal Ballot (if applicable)         117460470         14316018         12.19         13834868         481150         96.04         96.04           rotal Sale (if applicable)         10 10 10 10 10 10 10 10 10 10 10 10 10 1		applicable)							
E-Voting         766882817         585523238         76.35         459776736         125746502         78.52         2           Postal Ballot (if applicable)         Foliable)         766882817         585523238         76.35         459776736         125746502         78.52         2           C- Non Institutions         E-Voting         117460470         12140825         10.34         11659750         481075         96.04           Postal Ballot (if applicable)         Postal Ballot (if applicable)         117460470         14316018         12.19         13834868         481150         96.64           Total         10tal         1785195146         186.20         1568967494         126227652         92.93		Total	1186608474			1185355890	0	100.00	00.00
Polition bic lostal Ballot (if applicable)         766882817         585523238         76.35         459776736         125746502         78.52         78.52         2           Columnostitutions         E-Voting         117460470         12140825         16.34         11659750         481075         96.04         96.04           Postal Ballot (if applicable)         Postal Ballot (if applicable)         117460470         14316018         12.19         13834868         481150         96.64           Total         1704al         1785195146         86.20         1658967494         126227652         92.93	Public- Institutions	E-Voting	766882817				125746502	78.52	21.48
Postal Ballot (if applicable)         766882817         585523238         76.35         459776736         125746502         78.52         78.52         2           Columnostitutions         E-Voting         117460470         12140825         1.85         459776736         125746502         78.52         96.04         2           Poll applicable)         Postal Ballot (if applicable)         117460470         14316018         12.19         13834868         481150         96.64           Total         1704al         17745195146         1785195146         1658967494         126227652         92.93		Poli		1	,	t	•		•
applicable)         766882817         585523238         76.35         459776736         125746502         78.52         2           Total         Total         17460470         12140825         10.34         11659750         481075         96.04         96.04           Postal Ballot (if applicable)         Postal Ballot (if applicable)         1317460470         14316018         12.19         13834868         481150         96.64           Total         1704al         1785195146         86.20         1658967494         126227652         92.93		Postal Ballot (if		•		1	•	•	r
Total         766882817 767878         585523238         76.35         459776736         125746502         78.52         2           C- Non Institutions         E-Voting         117460470         12140825         10.34         11659750         481075         96.04         96.04           Postal Ballot (if applicable)         2175193         1.85         2175118         75         100.00           Total         117460470         14316018         12.19         13834868         481150         96.64           Total         2070951761         1785195146         86.20         1658967494         126227652         92.93		applicable)							
C Non Institutions         E-Voting         117460470         12140825         10.34         11659750         481075         96.04           Poll         Postal Ballot (if applicable)         E-Voting         17460470         14316018         12.19         13834868         481150         96.64           Total         1702al         1775193         12.19         13834868         481150         96.64		Total	766882817				125746502	78.52	21.48
Poil         2175193         1.85         2175118         75         100.00           Postal Ballot (if applicable)         -	Public- Non Institutions	E-Voting	117460470				481075	96.04	3.96
Postal Ballot (if applicable)         - 117460470         14316018         12.19         13834868         481150         96.64           Total         2070951761         1785195146         86.20         1658967494         126227652         92.93		Poll		2175193			75		0.00
applicable)         117460470         14316018         12.19         13834868         481150         96.64           Total         2070951761         1785195146         86.20         1658967494         126227652         92.93		Postal Ballot (if		•		•	•	,	•
Total         117460470         14316018         12.19         13834868         481150         96.64           2070951761         1785195146         86.20         1658967494         126227652         92.93		applicable)							
<u>2070951761</u> 1785195146 86.20 1658967494 126227652 92.93		Total	117460470		12.19	13834868	481150	96,64	3,36
	Total		2070951761				126227652	92.93	7.07

Resolution No. 8: Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.	ation to subscribe	to Non-Convertible De	bentures on private	e placement basis.				
Resolution required: (Ordinary/ Special)	Special Resolution	on						
Whether promoter/ promoter group are	No							
interested in the agenda/resolution?								
Category	Mode of	No. of shares held (1) No.	No. of votes	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour	% of Votes against
•	Voting	***************************************	polled (2)	outstanding shares (3)=[(2)/(1)]* 100	in favour (4)	against (5)	on votes polled (6)=[(4)/(2)]*100	on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1186608474	1185355890	99.89	1185355890	0	100.00	00.00
	Poll		•	•	•	*	4	•
	Postal Ballot (if		1	•	ž	•	•	•
	applicable)							
	Total	1186608474	1185355890	68.66	1185355890	0	100.00	00.0
Public- Institutions	E-Voting	766882817	572059764	74.60	564184696	7875068	98.62	1.38
	Poll				•	*	5	
	Postal Ballot (if		1	•	•	•	•	•
-	applicable)	M plate had 1						
-	Total	766882817	572059764	74.60	564184696	7875068	98.62	1.38
Public- Non Institutions	E-Voting	117460470	12179465	10.37	12177854	1611	66'66	0.01
· · · · · · · · · · · · · · · · · · ·	Poll		2175193	1.85	2174801	392	86'66	0.02
	Postal Ballot (if		,	5	9	ì	•	1
	applicable)							
	Total	117460470	14354658	12.22	14352655	2003	66.66	0.01
Total		2070951761	1771770312	85,55	1763893241	7877071	99.56	0.44

Resolution No. 9: Approval for increasing the FIIs/FPIs limit to 49% of the paid-up equit	he FIIs/FPIs limit t	to 49% of the paid-up	equity share capital	y share capital of the Company.				
Resolution required: (Ordinary/ Special)	Special Resolution	on						
Whether promoter/ promoter group are	No							
interested in the agenda/resolution?								
Category	Mode of	No. of shares held (1)	No. of votes	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour	% of Votes against
	Voting		polled (2)	outstanding shares (3)=[(2)/(1)]* 100	in favour (4)	against (5)	on votes polled (6)=[(4)/(2)]*100	on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1186608474	74 1185355890	68'66	1185355890	0		00.00
	Poll				•	7	•	•
and the same and	Postal Ballot (if		t	1	,	•	•	,
	applicable)							
	Total	1186608474	74 1185355890	68'66	1185355890	0	100.00	00.00
Public- Institutions	E-Voting	766882817	17 586003403	76.41	586003403	0	100.00	00.00
	Poll		,	1	1	•	*	1
	Postal Ballot (if	, mar 701	1	£	•	ţ	ŧ	
***	applicable)							
	Total	766882817	17 586003403	76.41	586003403	0	100.00	00'0
Public- Non Institutions	E-Voting	117460470	12179747	10.37	12179357	390	100.00	00'0
	Poll	N and N 100 to 1	2175193	1,85	2175096	26	100.00	00.0
	Postal Ballot (if	tracesses No. o	*	•	•	•	•	•
	applicable)							
	Total	117460470	14354940	12.22	14354453	487	100.00	00'0
Total		2070951761	31 1785714233	86.23	1785713746	487	100.00	00'0

For Adani Ports and Special Economic Zone Limited

Dipti Shah Company Secretary

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Company Secretaries 808, Shiromani Complex, Opp. Ocean Park, S.M. Road, Satellite, Ahmedabad - 380 015.

> Ph.: 079- 40020304 / 40020305 E-mail : chi118\_min@yahoo.com

#### Scrutinizers' Report

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

The Chairman

17<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Adani Ports and Special Economic Zone Limited**held on 9<sup>th</sup> day of August, 2016 at 10.30 a.m.
at J.B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015

Dear Sir,

I, Chirag B. Shah, Proprietor of M/s. Chirag Shah & Associates, Company Secretaries, having office at 808, Shiromani Complex, Opp. Ocean Park, S.M. Road, Satellite, Ahmedabad-380015 have been appointed as Scrutinizer of Adani Ports and Special Economic Zone Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 17<sup>th</sup> Annual General Meeting of the Equity Shareholders of Adani Ports and Special Economic Zone Limited, held on 9<sup>th</sup> day of August, 2016 at 10.30 a.m. at "J.B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015." I submit my report as under:

- 1. The e-voting period remained open from Friday, 5<sup>th</sup> August, 2016 at 9.00 a.m. to Monday, 8<sup>th</sup> August, 2016 at 5.00 p.m.
- 2. The shareholders holding shares as on the "cut off" date i.e. 2<sup>nd</sup> August, 2016 were entitled to vote on the proposed resolutions (Items No. 1 to 9 as set out in the Notice of the 17<sup>th</sup> AGM of the Adani Ports and Special Economic Zone Limited).
- 3. The votes were unblocked on 9<sup>th</sup> August, 2016 around 12:30 noon in the presence of two witnesses Mr. Raimeen Maradiya and Ms. Niyati Parikh who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Mr. Raimeen Maradiya

N.D. pule kh



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- 4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (http://evotingindia.co.in).
- 5. The results of the e-voting are as under:

#### a) Resolution No. 1:

Adoption of audited financial statements (including consolidated financial statements) for the financial year ended March 31, 2016:

# i) Voted in favour of the resolution:

Number through system	of members electronic	voted voting	Number of votes casted in favour of the resolution	% of total number of valid votes casted
	558		1782652315	100.00

# ii) Voted against the resolution:

tl	Number hrough ystem	of members electronic	voted voting	Number of votes casted against the resolution	% of total number of valid votes casted
<u></u>		3		165	0.00

# iii) No of members Votes for Abstain:

Total number of members whose	Total number of votes
votes were abstained	
1	46

#### b) Resolution No. 2:

# Confirmation of payment of interim dividend on Equity Shares:

#### i) Voted in favour of the resolution:

Number of members vote through electronic votir system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
560	1783538950	100.00

# ii) Voted against the resolution:

Number through system	of members electronic	voted voting	Number of votes casted against the resolution	% of total number of valid votes casted
	2		90	0.00





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#### iii) No of members Votes for Abstain:

Total	number	of	members	whose	Total number of votes
votes	were abst	aine	ed		
<b> </b>		C	)		0

#### c) Resolution No. 3:

#### **Declaration of Dividend on Preferences Shares:**

#### i) Voted in favour of the resolution:

Number	of members	voted	Number of votes casted % of total number of		
through	electronic	voting	in favour of the valid votes casted		
system			resolution		
555			1783538599 100.00		

#### ii) Voted against the resolution:

1			Number of votes casted against the resolution	% of total number of valid votes casted
	7	.,	441	0.00

#### iii) No of members Votes for Abstain:

Total number of members whose	Total number of votes
votes were abstained	
0	0

#### d) Resolution No. 4:

Re-appointment of Dr. Malay Mahadevia (DIN: 00064110), as a Director of the Company who retires by rotation:

#### i) Voted in favour of the resolution:

Number	of members	voted	Nur	Number of votes casted			% of total number of
through	electronic	voting	in favour of the			valid votes casted	
system			resolution				
	553			1781460873			99.88





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#### ii) Voted against the resolution:

Number	of members	voted	Number of votes casted	% of total number of
through	electronic	voting	against the resolution	valid votes casted
system				
	8		2077885	0.12

#### iii) No of members Votes for Abstain:

Total number of members whose	Total number of votes
votes were abstained	
1	282

# e) Resolution No. 5:

Ratification of appointment of M/s. S R B C & CO LLP, Statutory Auditors and fixing their remuneration:

#### i) Voted in favour of the resolution:

Number	of members	voted	Nun	Number of votes casted % of to			% of total	number of
through	electronic	voting	in	favour	of	the	valid votes	casted
system			reso	lution				
	528		1770863671			99.	46	

#### ii) Voted against the resolution:

Number of members voted	Number of votes casted	% of total number of
through electronic voting	against the resolution	valid votes casted
system		
26	9696136	0.54

#### iii) No of members Votes for Abstain:

Total	number	of	members	whose	Total number of votes
votes were abstained					
8					2979233





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#### f) Resolution No. 6:

Approval of payment of remuneration to Mr. Karan Adani, Chief Executive Officer a relative of Director(s) to hold office or place of profit under the Company:

#### i) Voted in favour of the resolution:

Number	of members	voted	Number of votes casted % of total number	r of	
through	electronic	voting	in favour of the valid votes casted		
system			resolution		
506			1769711454 100.00	100.00	

#### ii) Voted against the resolution:

Number	of members	voted	Number of votes casted	% of total number of
through	electronic	voting	against the resolution	valid votes casted
system				
	13		8346	0.00

#### iii) No of members Votes for Abstain:

Total number of members whose	Total number of votes
votes were abstained	
43	13986977

#### g) Resolution No. 7:

Approval of offer or invitation to subscribe to Securities for an amount not exceeding Rs. 10,000 Crores:

#### i) Voted in favour of the resolution:

Number	of members	voted	Nun	nber of v	otes c	asted	% of total n	umber	of
through	electronic	voting	in	favour	of	the	valid votes ca	asted	
system			resc	lution					
316			1656792376			92.9	2		

#### ii) Voted against the resolution:

Number	of members	voted	Number of votes casted	% of total number of
through	hrough electronic voting		against the resolution	valid votes casted
system				
	241		126227577	7.08





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#### iii) No of members Votes for Abstain:

Total number of members whose	Total number of votes
votes were abstained	
6	519087

#### h) Resolution No. 8:

Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement basis:

#### i) Voted in favour of the resolution:

Number	of members	voted	Numbe	r of vo	tes ca	asted	% of total	number	of
through	electronic	voting	in fa	vour	of	the	valid votes	casted	
system			resolution						
503			1761718440				99	.55	

#### ii) Voted against the resolution:

Number	of members	voted	Number of votes casted	% of total number of
through	electronic	voting	against the resolution	valid votes casted
system				
	43		7876679	0.45

#### iii) No of members Votes for Abstain:

Total	number	of	members	whose	Total number of votes
votes were abstained					
18					13943921

#### i) Resolution No. 9:

Approval for increasing the FIIs/FPIs limit to 49% of the paid-up equity share capital of the Company:

#### i) Voted in favour of the resolution:

Number	of members	voted	Number of votes casted % of total number of
through	electronic	voting	in favour of the valid votes casted
system			resolution
		556	1783538650 100.00





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# ii) Voted against the resolution:

Number	of members	voted	Number of votes casted	% of total number of
through	electronic	voting	against the resolution	valid votes casted
system				4
	6		390	0.00

#### iii) No of members Votes for Abstain:

Total	number	of	members	whose	Total number of votes
votes were abstained					
0					0

6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

**Chirag Shah** 

Proprietor

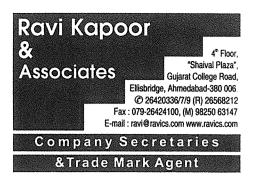
Chirag Shah and Associates

**Company Secretaries** 

COP: 3498

Membership: FCS 5545

Place: Ahmedabad Date: 09.08.2016



# Form No. MGT-13 Report of Scrutinizer

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

To,
The Chairman,
Adani Ports and Special Economic Zone Limited

The 17<sup>th</sup> Annual General Meeting of the members of Adani Ports and Special Economic Zone Limited (the Company) held on Tuesday, 9<sup>th</sup> August, 2016 at 10.30 a.m. at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015.

Dear Sir,

I, Ravi Kapoor, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 17<sup>th</sup> Annual General Meeting of the Equity Shareholders of Adani Ports and Special Economic Zone Limited held on Tuesday, 9<sup>th</sup> August, 2016 at 10.30 a.m. at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015, submit my report as under:

- 1. After the time fixed for closing of poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me
- 2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Register and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
- 3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 4. The result of the poll is as under:





#### Item No. 1 - Ordinary Resolution

Adoption of audited financial statements (including consolidated financial statements) for the financial year ended March 31, 2016:

#### (i) Voted in favour of resolution:

Number of Members present	Number of votes cast by	% of total number of
and voting (in person or proxy)	them (Shares)	valid votes cast
95	2175118	99.99

# (ii) Voted against the resolution:

Number of Members present	Number of votes cast by	% of total number of
and voting (in person or proxy)	them (Shares)	valid votes cast
1	75	0.003

# (iii) Invalid Votes

Total number of members present and voting	Total number of votes cast by
(in person or proxy) whose votes were	· · · · · · · · · · · · · · · · · · ·
declared invalid	
5	3684

# Item No. 2 - Ordinary Resolution

# Confirmation of payment of interim dividend on Equity Shares:

#### (i) Voted in favour of resolution:

Number of Members present	Number of votes cast by	% of total number of
and voting (in person or proxy)	them (Shares)	valid votes cast
94	2175043	99.99

# (ii) Voted against the resolution:

Number of Members present	Number of votes cast by	% of total number of
and voting (in person or proxy)	them (Shares)	valid votes cast
2	150	0.006





# (iii) Invalid Votes

Total number of members present and voting	Total number of votes cast by
(in person or proxy) whose votes were	them (Shares)
declared invalid	
5	3684

# Item No. 3 - Ordinary Resolution

# **Declaration of Dividend on Preferences Shares:**

# (i) Voted in favour of resolution:

Number of Members present	Number of votes cast by	% of total number of
and voting (in person or proxy)	them (Shares)	valid votes cast
92	2174738	99.98

# (ii) Voted against the resolution:

Number of Members present	Number of votes cast by	% of total number of
and voting (in person or proxy)	them (Shares)	valid votes cast
4	455	0.02

#### (iii) Invalid Votes

Total number of members present and voting	Total number of votes cast by
(in person or proxy) whose votes were	them (Shares)
declared invalid	
5	3684

# Item No. 4 - Ordinary Resolution

# Re-appointment of Dr. Malay Mahadevia (DIN: 00064110), as a Director of the Company who retires by rotation:

# (i) Voted in favour of resolution:

Number of Members present	Number of votes cast by	% of total number of
and voting (in person or proxy)	them (Shares)	valid votes cast
94	2175101	99.99

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# (ii) Voted against the resolution:

Number of Members present	Number of votes cast by	% of total number of
and voting (in person or proxy)	them (Shares)	valid votes cast
2	92	0.004

# (iii) Invalid Votes

Total number of members present and voting	Total number of votes cast by
(in person or proxy) whose votes were	them (Shares)
declared invalid	·
5	3684

# Item No. 5 - Ordinary Resolution

# Ratification of appointment of M/s. S R B C & CO LLP, Statutory Auditors and fixing their remuneration:

#### (i) Voted in favour of resolution:

Number of Members present	Number of votes cast by	% of total number of
and voting (in person or proxy)	them (Shares)	valid votes cast
94	2175101	99.99

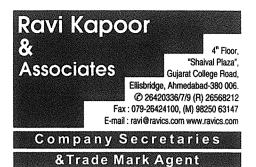
# (ii) Voted against the resolution:

Number of Members present	Number of votes cast by	% of total number of
and voting (in person or proxy)	them (Shares)	valid votes cast
2	92	0.004

#### (iii) Invalid Votes

Total number of members present and voting	Total number of votes cast by
(in person or proxy) whose votes were	them (Shares)
declared invalid	
5	3684





# Item No. 6 - Ordinary Resolution

Approval of payment of remuneration to Mr. Karan Adani, Chief Executive Officer a relative of Director(s) to hold office or place of profit under the Company:

# (i) Voted in favour of resolution:

Number of Members present	Number of votes cast by	% of total number of
and voting (in person or proxy)	them (Shares)	valid votes cast
95	2175118	99.99

# (ii) Voted against the resolution:

Number of Members present	Number of votes cast by	% of total number of
and voting (in person or proxy)	them (Shares)	valid votes cast
1	75	0.003

#### (iii) Invalid Votes

Total number of members present and voting	Total number of votes cast by
(in person or proxy) whose votes were	them (Shares)
declared invalid	
5	3684

# Item No. 7 - Special Resolution

Approval of offer or invitation to subscribe to Securities for an amount not exceeding Rs. 10,000 Crores:

#### (i) Voted in favour of resolution:

Number of Members present	Number of votes cast by	% of total number of
and voting (in person or proxy)	them (Shares)	valid votes cast
95	2175118	99.99

# (ii) Voted against the resolution:

Number of Members present	Number of votes cast by	% of total number of
and voting (in person or proxy)	them (Shares)	valid votes cast
1	75	0.003







# (iii) Invalid Votes

Total number of members present and voting	Total number of votes cast by
(in person or proxy) whose votes were	them (Shares)
declared invalid	
5	3684

# Item No. 8 - Special Resolution

# Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement basis:

# (i) Voted in favour of resolution:

Number of Members present	Number of votes cast by	% of total number of
and voting (in person or proxy)	them (Shares)	valid votes cast
93	2174801	99.98

# (ii) Voted against the resolution:

Number of Members present	Number of votes cast by	% of total number of
and voting (in person or proxy)	them (Shares)	valid votes cast
3	392	0.02

# (iii) Invalid Votes

Total number of members present and voting	Total number of votes cast by
(in person or proxy) whose votes were	them (Shares)
declared invalid	
5	3684

# Item No. 9- Special Resolution

# Approval for increasing the FIIs/FPIs limit to 49% of the paid-up equity share capital of the Company:

# (i) Voted in favour of resolution:

Number of Members present	Number of votes cast by	% of total number of
and voting (in person or proxy)	them (Shares)	valid votes cast
93	2175096	99.99





(ii) Voted against the resolution:

Number of Members present	Number of votes cast by	% of total number of
and voting (in person or proxy)	them (Shares)	valid votes cast
3	97	0.004

# (iii) Invalid Votes

Total number of members present and voting	Total number of votes cast by		
(in person or proxy) whose votes were	them (Shares)		
declared invalid			
5	3684		

- 5. A list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorize by the Board for safe keeping.

Thanking you, Yours faithfully,

Scrutinizer

Name: Ravi Kapoor

**Practicing Company Secretary** 

FCS: 2587; CP: 2407

Place: Ahmedabad Date: 09/08/2016