



June 28, 2017

**BSE Limited**

Floor 25, P J Towers,  
Dalal Street,  
Mumbai – 400001

**Scrip Code: 532921**

**National Stock Exchange of India Limited**

Exchange plaza,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400051

**Scrip Code: ADANIPOINTS**

**Sub: Voting Results of National Company Law Tribunal (“NCLT”) convened meeting of the equity shareholders of the Company held on June 27, 2017**

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

Dear Sir,

Pursuant to the requirements of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclosed herewith the details of the results of remote e-voting, postal ballot and poll conducted at the NCLT convened meeting of the equity shareholders of the Company held on June 27, 2017 at 10.00 a.m. at J.B. Auditorium, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, ATIRA, Ahmedabad-380 015, Gujarat for approval of the Scheme of Arrangement between Adani Ports and Special Economic Zone Limited and The Adani Harbour Services Private Limited and their respective shareholders and creditors (“Scheme”) along with Scrutinizers’ Report.

The said Scheme was approved by the requisite majority of equity shareholders through remote e-voting, postal ballot and poll conducted at the Meeting.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For, **Adani Ports and Special Economic Zone Limited**

**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

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## Details of Voting Results of NCLT convened meeting of Equity Shareholders

1.	Date of the NCLT Convened Meeting	June 27, 2017
2.	Total number of shareholders as on cut-off date i.e. May 18, 2017	2,87,787
3.	Number of shareholders present in the meeting either in person or through proxy  a. Promoters and Promoter Group:  b. Public:	--  51
4.	Number of shareholders attended the meeting through Video Conferencing  a. Promoters and Promoter Group:  b. Public:	Not applicable
5.	Mode of Voting	Remote e-voting, postal ballot and poll conducted at NCLT convened meeting.



<b>Resolution required (Ordinary/Special)</b>	Approval of majority in number representing three fourth of value of shareholders.		Scheme of Arrangement between Adani Ports and Special Economic Zone Limited and The Adani Harbour Services Private Limited and their respective shareholders and creditors.					
<b>Whether promoter /promoter group are interested in the resolution?</b>	No							
<b>Category</b>	<b>Mode of voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of votes polled on outstanding shares</b>	<b>No. of votes - in favour</b>	<b>No. of votes - against</b>	<b>% of votes in favour on votes polled</b>	<b>% of votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/ (1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/ (2)]*100</b>	<b>(7)=[(5)/ (2)]*100</b>
Promoter and Promoter Group	E-voting	1275450877	1275450877	100.0000	1275450877	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1275450877</b>	<b>100.0000</b>	<b>1275450877</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public Institutions	E-voting	699068587	570980809	81.6774	570980809	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>570980809</b>	<b>81.6773</b>	<b>570980809</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public Non-Institutions	E-voting	96432297	10009366	10.3797	10006222	3144	99.9686	0.0314
	Poll		1636959	1.6975	1636959	-	100.0000	-
	Postal Ballot		18647	0.0193	18422	225	98.7934	1.2066
	<b>Total</b>		<b>11664972</b>	<b>12.0965</b>	<b>11661603</b>	<b>3369</b>	<b>99.9711</b>	<b>0.0289</b>
<b>Total</b>		<b>2070951761</b>	<b>1858096658</b>	<b>89.7219</b>	<b>1858093289</b>	<b>3369</b>	<b>99.9998</b>	<b>0.0002</b>



**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 Chairperson,**  
Adani Ports and Special Economic Zone Limited  
Adani House, Nr. Mithakhali Six Roads,  
Navrangpura, Ahmedabad-380009

**Sub: Scrutinizer Report on the Voting conducted through Postal Ballot, E-Voting and Poll at the National Company Law Tribunal (NCLT) Convened Meeting of the Equity Shareholders of Adani Ports and Special Economic Zone Limited (the Company) held on Tuesday, 27<sup>th</sup> June, 2017 at 10.00 a.m. (1000 hours) at J.B. Auditorium, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, ATIRA, Ahmedabad-380015**

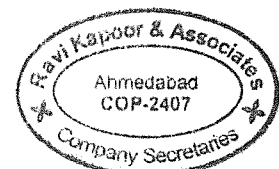
Dear Sir,

I, **Ravi Kapoor, Practicing Company Secretary**, have been appointed as Scrutinizer by the National Company Law Tribunal (NCLT) Ahmedabad Bench vide its order dated 18<sup>th</sup> May, 2017 for the purpose of scrutinizing:

- a) The voting through postal ballot and remote e-voting process (electronic voting) held between 28<sup>th</sup> May, 2017 to 26<sup>th</sup> June, 2017 pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR); and
- b) The poll conducted at NCLT convened meeting under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014;

in respect of the resolution contained in the Notice dated 18<sup>th</sup> May, 2017 (the Notice) of the NCLT convened meeting of the Equity Shareholders of Adani Ports and Special Economic Zone Limited (the Company) held on Tuesday, 27<sup>th</sup> June, 2017 at 10.00 a.m. (1000 hours) at J.B.

*Ravi Kapoor*



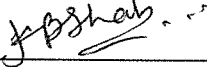
Auditorium, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, ATIRA, Ahmedabad-380015, in terms of applicable provisions of the Act, 2013 read with Rules.

I submit my report as under:

The Company has appointed Central Depository Services (India) Limited (CDSL), the Agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the provisions of SEBI LODR.

1. The e-voting period remained open from 9.00 a.m. (09.00 hours) of 28<sup>th</sup> May, 2017 to 26<sup>th</sup> June, 2017 till 5.00 p.m. (1700 hours)
2. The shareholders holding shares as on the "cut off" date i.e. 18<sup>th</sup> May, 2017 were entitled to vote on the proposed resolution as set out in the Notice.
3. The electronic votes were unblocked on 26<sup>th</sup> June, 2017 at 5.15 P.M. in the presence of two witnesses, namely Mr. Kinjal Shah and Mr. Pulkit Singhania who are not in the employment of the Company, and who have signed below in confirmation of the votes being unblocked in their presence.

Mr. Kinjal B. Shah

  
(Signature)

Mr. Pulkit Singhania

  
(Signature)

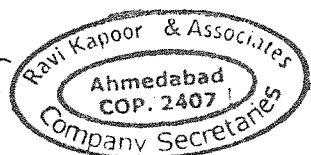
4. The details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<http://evotingindia.co.in>).
5. After the time fixed for closing of poll by the Chairperson, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
6. 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 and the authorizations/proxies lodged with the Company.
7. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

8. The results are as under:

Item No. 1-

**Resolution for approval of the Scheme of Arrangement between Adani Ports and Special Economic Zone Limited and The Adani Harbour Services Private Limited and their respective Shareholders and Creditors.**





Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	1856441052	768	1856437908	100.00	19	3144	Negligible	NIL	NIL
Voting by Postal Ballot	18647	46	18422	98.80	2	225	1.20	3	775
Poll at NCLT convened meeting	1636959	41	1636959	100	NIL	NIL	NIL	2	604
<b>Total</b>	<b>1858096658</b>	<b>855</b>	<b>1858093289</b>	<b>100</b>	<b>21</b>	<b>3369</b>	<b>Negligible</b>	<b>5</b>	<b>1379</b>

9. A list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution is enclosed as Annexure.

10. The postal ballot, ballot/poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,

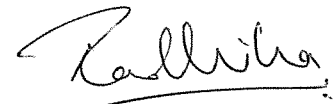
Place: Ahmedabad  
Date: 27.06.2017

  
Scrutinizer

**Name: Ravi Kapoor**  
**Practicing Company Secretary**  
**FCS: 2587; CP: 2407**



Counter signed by



**Radhika Haribhakti**  
Chairperson appointed for the  
NCLT convened meeting