

## ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED

### Details of Voting Results – 16<sup>th</sup> Annual General Meeting held on 11<sup>th</sup> August, 2015

1.	Date of the AGM/EGM	11 <sup>th</sup> August, 2015
2.	Total number of shareholders on record date	3,12,391
3.	No. of shareholders present in the meeting either in person or through proxy <ul style="list-style-type: none"> <li>• Promoters and Promoter Group</li> <li>• Public</li> </ul>	2 136
4.	No. of shareholders attended the meeting through video conferencing <ul style="list-style-type: none"> <li>• Promoters and Promoter Group</li> <li>• Public</li> </ul>	Not arranged

#### Agenda-wise

Resolution / Agenda wise details of voting (including votes cast by physical ballots and e-voting process) are as under:

#### Resolution No. 1:

Ordinary Resolution for Adoption of audited financial statements (including consolidated financial statements) for the financial year ended March 31, 2015:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	1165178474	1163895890	99.89	1163895890	-	100.00	0.00
Public- Institutional holders	624533505	438674840	70.24	438536270	138570	99.97	0.03
Public-Others	281239782	120271137	42.76	120270807	330	100.00	0.00
<b>Total</b>	<b>2070951761</b>	<b>1722841867</b>	<b>83.19</b>	<b>1722702967</b>	<b>138900</b>	<b>99.99</b>	<b>0.01</b>



## ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED

### Resolution No. 2:

Ordinary Resolution for declaration of dividend on 0.01% Non-Cumulative Redeemable Preference Shares of the Company for the financial year 2014-15:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	1165178474	1163895890	99.89	1163895890	-	100.00	0.00
Public- Institutional holders	624533505	440481677	70.53	440481677	-	100.00	0.00
Public-Others	281239782	120270901	42.76	120270402	499	100.00	0.00
<b>Total</b>	<b>2070951761</b>	<b>1724648468</b>	<b>83.28</b>	<b>1724647969</b>	<b>499</b>	<b>100.00</b>	<b>0.00</b>

### Resolution No. 3:

Ordinary Resolution for declaration of dividend @ 55% (Rs. 1.10) per Equity Share of the Company for the financial year 2014-15:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	1165178474	1163895890	99.89	1163895890	-	100.00	0.00
Public- Institutional holders	624533505	440481677	70.53	440481677	-	100.00	0.00
Public-Others	281239782	120271183	42.76	120270943	240	100.00	0.00
<b>Total</b>	<b>2070951761</b>	<b>1724648750</b>	<b>83.28</b>	<b>1724648510</b>	<b>240</b>	<b>100.00</b>	<b>0.00</b>



## ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED

### Resolution No. 4:

Ordinary Resolution for re-appointment of Mr. A. K. Rakesh, IAS (DIN: 00063819) as Director of the Company who retires by rotation:

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstand- ing 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	1165178474	1163895890	99.89	1163895890	-	100.00	0.00
Public- Institutional holders	624533505	432633821	69.27	289225374	143408447	66.85	33.15
Public-Others	281239782	120013489	42.67	109076334	10937155	90.89	9.11
<b>Total</b>	<b>2070951761</b>	<b>1716543200</b>	<b>82.89</b>	<b>1562197598</b>	<b>154345602</b>	<b>91.01</b>	<b>8.99</b>

### Resolution No. 5:

Ordinary Resolution for appointment of M/s. S R B C & CO LLP, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration:

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstand- ing 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	1165178474	1163895890	99.89	1163895890	-	100.00	0.00
Public- Institutional holders	624533505	433722920	69.45	431542935	2179985	99.50	0.50
Public-Others	281239782	118255030	42.05	118079789	175241	99.85	0.15
<b>Total</b>	<b>2070951761</b>	<b>1715873840</b>	<b>82.85</b>	<b>1713518614</b>	<b>2355226</b>	<b>99.86</b>	<b>0.14</b>



## ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED

### Resolution No. 6:

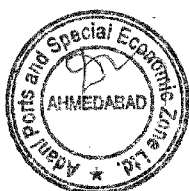
Ordinary Resolution for appointment of Ms. Radhika Haribhakti (DIN: 02409519) as an Independent Director of the Company:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)	(7)
Promoter and Promoter Group	1165178474	1163895890	99.89	1163895890	-	100.00	0.00
Public- Institutional holders	624533505	437693842	70.08	435716188	1977654	99.55	0.45
Public-Others	281239782	120271183	42.76	120270470	713	100.00	0.00
<b>Total</b>	<b>2070951761</b>	<b>1721860915</b>	<b>83.14</b>	<b>1719882548</b>	<b>1978367</b>	<b>99.89</b>	<b>0.11</b>

### Resolution No. 7:

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

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)	(7)
Promoter and Promoter Group	1165178474	1163895890	99.89	1163895890	-	100.00	0.00
Public- Institutional holders	624533505	426837451	68.35	416614919	10222532	97.61	2.39
Public-Others	281239782	120270901	42.76	119883736	387165	99.68	0.32
<b>Total</b>	<b>2070951761</b>	<b>1711004242</b>	<b>82.62</b>	<b>1700394545</b>	<b>10609697</b>	<b>99.38</b>	<b>0.62</b>



## ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED

### Resolution No. 8:

Special Resolution for approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement basis:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	1165178474	1163895890	99.89	1163895890	-	100.00	0.00
Public- Institutional holders	624533505	418352130	66.99	411044778	7307352	98.25	1.75
Public-Others	281239782	118328631	42.07	117276915	1051716	99.11	0.89
<b>Total</b>	<b>2070951761</b>	<b>1700576651</b>	<b>82.12</b>	<b>1692217583</b>	<b>8359068</b>	<b>99.51</b>	<b>0.49</b>

### Resolution No. 9:

Special Resolution for approval under Section 186 of the Companies Act, 2013 for authorizing the Board of Directors of the Company for making investment to the extent of Rs. 10,000 Crores in excess of and in addition to the limits prescribed under said Section:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	1165178474	1163895890	99.89	1163895890	-	100.00	0.00
Public- Institutional holders	624533505	439936171	70.44	301547050	138389121	68.54	31.46
Public-Others	281239782	118255105	42.05	95154777	23100328	80.47	19.53
<b>Total</b>	<b>2070951761</b>	<b>1722087166</b>	<b>83.15</b>	<b>1560597717</b>	<b>161489449</b>	<b>90.62</b>	<b>9.38</b>



## ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED

### Resolution No. 10:

Special Resolution for approval of increase in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoter and Promoter Group	1165178474	1163895890	99.89	1163895890	-	100.00	0.00
Public- Institutional holders	624533505	426672496	68.32	419340773	7331723	98.28	1.72
Public-Others	281239782	120270901	42.76	119219139	1051762	99.13	0.87
<b>Total</b>	<b>2070951761</b>	<b>1710839287</b>	<b>82.61</b>	<b>1702455802</b>	<b>8383485</b>	<b>99.51</b>	<b>0.49</b>

### Resolution No. 11:

Special Resolution for approval/ratification of material related party transactions entered into by the Company during the financial year ended March 31, 2015:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoter and Promoter Group	1165178474	Abstained	N.A.	0	0	N.A.	N.A.
Public- Institutional holders	624533505	436971396	69.97	327753251	109218145	75.01	24.99
Public-Others	281239782	118254648	42.05	94390693	23863955	79.82	20.18
<b>Total</b>	<b>2070951761</b>	<b>555226044</b>	<b>26.81</b>	<b>422143944</b>	<b>133082100</b>	<b>76.03</b>	<b>23.97</b>



## ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED

### Resolution No. 12:

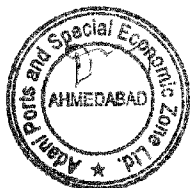
Special Resolution for approval for increasing the FII/s/FPIs limit to 40% of the paid-up equity share capital of the Company:

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstand- ing 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	1165178474	1163895890	99.89	1163895890	-	100.00	0.00
Public- Institutional holders	624533505	440481677	70.53	440481677	-	100.00	0.00
Public-Others	281239782	120271183	42.76	120270328	855	100.00	0.00
<b>Total</b>	<b>2070951761</b>	<b>1724648750</b>	<b>83.28</b>	<b>1724647895</b>	<b>855</b>	<b>100.00</b>	<b>0.00</b>

### Resolution No. 13:

Ordinary Resolution for approval for payment of commission to Non-Executive Directors of the Company:

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstand- ing 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	1165178474	1163895890	99.89	1163895890	-	100.00	0.00
Public- Institutional holders	624533505	437693842	70.08	436969288	724554	99.83	0.17
Public-Others	281239782	120271008	42.76	120269377	1631	100.00	0.00
<b>Total</b>	<b>2070951761</b>	<b>1721860740</b>	<b>83.14</b>	<b>1721134555</b>	<b>726185</b>	<b>99.96</b>	<b>0.04</b>





## CHIRAG SHAH & ASSOCIATES

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

16<sup>th</sup> Annual General Meeting of the Equity Shareholders of

**Adani Ports and Special Economic Zone Limited**

Held on 11<sup>th</sup> day of August, 2015 at 9.30 a.m.

At J.B. Auditorium, Ahmedabad Management Association,

AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg,

Ahmedabad - 380 015

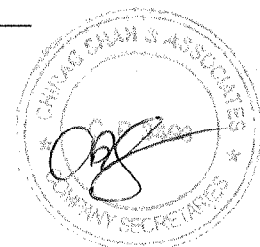
Dear Sir,

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 16<sup>th</sup> Annual General Meeting of the Equity Shareholders of Adani Ports and Special Economic Zone Limited, held on 11<sup>th</sup> day of August, 2015 at 9.30 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, 7<sup>th</sup> August, 2015 at 9.00 a.m. to Monday, 10<sup>th</sup> August, 2015 at 5.00 p.m.
2. The shareholders holding shares as on the "cut off" date i.e. 4<sup>th</sup> August, 2015 were entitled to vote on the proposed resolutions (Items No. 1 to 13 as set out in the Notice of the 16<sup>th</sup> AGM of the Adani Ports and Special Economic Zone Limited).
3. The votes were unblocked on 11<sup>th</sup> August, 2015 around 11:00 a.m. in the presence of two witnesses Mr. Meet Shah and Mr. Dhruvil Shah 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. Meet Shah**

Name: **Mr. Dhruvil Shah**





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 31<sup>st</sup> March, 2015:**

i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
523	1714781941	99.99

ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
4	138825	0.01

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

Total number of members whose votes were abstained	Total number of votes
7	920369

**b) Resolution No. 2:**

**Declaration of Dividend on Preference Shares:**

i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
528	1716726948	100.00

ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
5	419	0.00

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

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



c) **Resolution No. 3:**

**Declaration of Dividend on Equity Shares:**

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
531	1716727484	100.00

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
3	165	0.00

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

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

d) **Resolution No. 4:**

**Re-appointment of Mr. A. K. Rakesh, IAS as a Director of the Company who retires by rotation:**

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
250	1554276572	90.97

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
269	154345527	9.03

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

Total number of members whose votes were abstained	Total number of votes
15	8078636



e) **Resolution No. 5:**

**Appointment of M/s. S R B C & CO LLP, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration:**

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
498	1705597675	99.86

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
15	2355139	0.14

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

Total number of members whose votes were abstained	Total number of votes
21	8774835

f) **Resolution No. 6:**

**Appointment of Ms. Radhika Haribhakti as an Independent Director of the Company:**

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
514	1711961527	99.88

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
15	1978287	0.12

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

Total number of members whose votes were abstained	Total number of votes
5	2787835



**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 through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
513	1692473606	99.38

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
18	10609535	0.62

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

Total number of members whose votes were abstained	Total number of votes
3	13644508

**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:

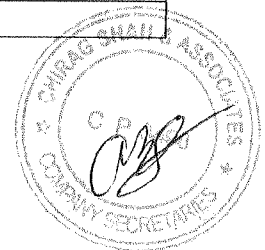
Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
464	1684296632	99.51

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
43	8358918	0.49

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

Total number of members whose votes were abstained	Total number of votes
27	24002144



i) **Resolution No. 9:**

**Approval under Section 186 of the Companies Act, 2013 for authorizing the Board of Directors of the Company for making investment to the extent of Rs. 10,000 Crores in excess of and in addition to the limits:**

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
262	1552676766	90.58

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
268	161489299	9.42

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

Total number of members whose votes were abstained	Total number of votes
4	2561584

j) **Resolution No. 10:**

**Borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013:**

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
486	1696145961	99.60

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
44	6772225	0.40

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

Total number of members whose votes were abstained	Total number of votes
4	13739508



**k) Resolution No. 11:**

**Approval/ratification of material related party transactions entered into by the Company during the financial year ended 31<sup>st</sup> March, 2015:**

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
253	419431630	75.91

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
260	133081950	24.09

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

Total number of members whose votes were abstained	Total number of votes
21	1164214069

**l) Resolution No. 12:**

**Approval for increasing the FII/FPIs limit to 40% of the paid-up equity share capital of the Company:**

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

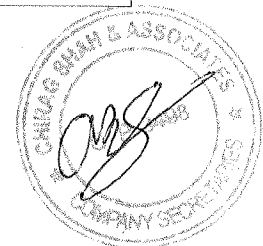
Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
528	1716727094	100.00

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
6	555	0.00

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

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



**m) Resolution No. 13:**

**Approval for payment of commission to Non-Executive Directors of the Company:**

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
511	1713213916	99.96

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
17	725798	0.04

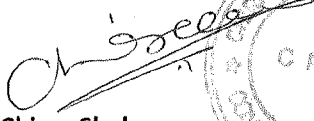
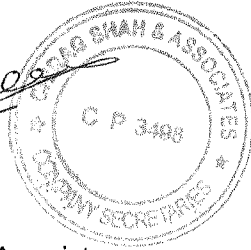
iii) No of members Votes for **Abstain**:

Total number of members whose votes were abstained	Total number of votes
6	2787935

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 are 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: 11.08.2015

**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]

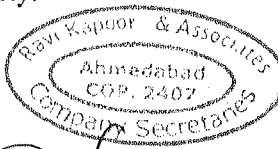
To,  
The Chairman,  
Adani Ports and Special Economic Zone Limited

**The 16<sup>th</sup> Annual General Meeting of the members of Adani Ports and Special Economic Zone Limited (the Company) held on Tuesday, 11<sup>th</sup> August, 2015 at 9.30 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 16<sup>th</sup> Annual General Meeting of the Equity Shareholders of Adani Ports and Special Economic Zone Limited held on Tuesday, 11<sup>th</sup> August, 2015 at 9.30 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:

  
*Ravi Kapoor*



**Item No. 1 - Ordinary Resolution**

**Adoption of audited financial statements (including consolidated financial statements) for the financial year ended 31<sup>st</sup> March, 2015:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
85	7921026	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	75	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
9	1027

**Item No. 2 - Ordinary Resolution**

**Declaration of Dividend on Preferences Shares:**

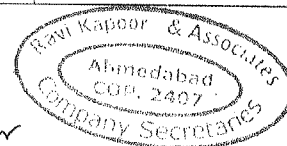
(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
84	7921021	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	80	0.00

*Ravi Kapoor*



(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
9	1027

**Item No. 3 - Ordinary Resolution**

**Declaration of Dividend on Equity Shares:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
85	7921026	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	75	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
9	1027

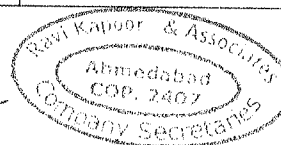
**Item No. 4 - Ordinary Resolution**

**Re-appointment of Mr. A. K. Rakesh, IAS as a Director of the Company who retires by rotation:**

(i) Voted in favour of resolution:

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

*Ravi Kapoor*



85	7921026	100
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(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	75	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
9	1027

**Item No. 5 - Ordinary Resolution**

**\*Appointment of M/s. S R B C & CO LLP, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
83	7920939	100

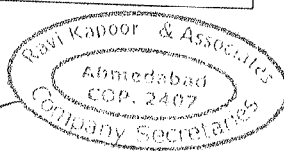
(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	87	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
9	1027

*Ravi Kapoor*



\* For this resolution 1 shareholder holding 75 equity shares abstained from voting.

**Item No. 6 - Ordinary Resolution**

**Appointment of Ms. Radhika Haribhakti as an Independent Director of the Company:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
84	7921021	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	80	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
9	1027

**Item No. 7 - Ordinary Resolution**

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

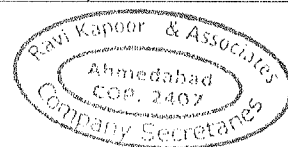
(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
83	7920939	100

(ii) Voted against the resolution:

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

*Ravi Kapoor*



3	162	0.00
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(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
9	1027

**Item No. 8 - Ordinary 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 and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
84	7920951	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	150	0.00


(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
9	1027

**Item No. 9- Ordinary Resolution**

**Approval under Section 186 of the Companies Act, 2013 for authorizing the Board of Directors of the Company for making investment to the extent of Rs. 10,000 Crores in excess of and in addition to the limits:**

*Ravi Kapoor*



(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
84	7920951	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	150	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
9	1027

**Item No. 10 - Ordinary Resolution**

**Borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
79	6309841	79.66

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
7	1611260	20.34

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
9	1027

*Ravi Kapoor*

**Item No. 11 - Ordinary Resolution**

**\*Approval/ratification of material related party transactions entered into by the Company during the financial year ended 31<sup>st</sup> March, 2015:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
82	2712314	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	150	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
9	1027

**\* For this resolution 2 shareholder holding 5208637 equity shares abstained from voting.**

**Item No. 12 - Ordinary Resolution**

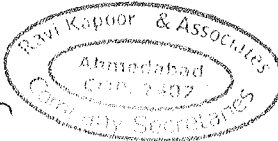
**Approval for increasing the FIIs/FPIs limit to 40% of the paid-up equity share capital of the Company:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
82	7920801	100

(ii) Voted against the resolution:

*Ravi Kapoor*



Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
4	300	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
9	1027

**Item No. 13 - Special Resolution**

**\*Approval for payment of commission to Non-Executive Directors of the Company:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
79	7920639	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
6	387	0.00


(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
9	1027

**\* For this resolution 1 shareholder holding 75 equity shares abstained from voting.**

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

*Ravi Kapoor*





**Ravi Kapoor  
&  
Associates**

4th Floor,  
"Shaival Plaza",  
Gujarat College Road,  
Ellisbridge, Ahmedabad-380 006.  
☎ 26420336/8/9 (R) 26568212  
Fax : 079-26424100, (M) 98250 63147  
E-mail : ravi@ravics.com

**Company Secretaries  
& Trade Mark Agent**

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: 11/08/2015

