



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: ADANIPTS**

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.

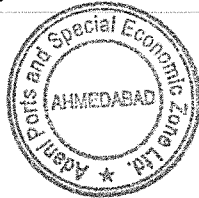
Reports of the Scrutinizer are also enclosed herewith.

You are requested to kindly take the same on record.

Thanking you.

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

**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

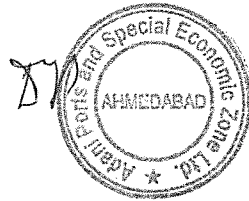
Tel +91 79 2656 5555  
Fax +91 79 2555 5500  
info@adani.com  
www.adani.com

Registered Office: Adani House, Nr Mithakhali Circle, Navrangpura, Ahmedabad 380 009, Gujarat, India



**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 style="list-style-type: none"><li>• Promoters and Promoter Group:</li><li>• Public:</li></ul>	6 178
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



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

Registered Office: Adani House, Nr Mithakhali Circle, Navrangpura, Ahmedabad 380 009, Gujarat, India

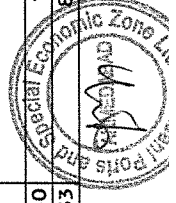
Resolution / Agenda wise details of voting (including votes cast by physical ballots and e-voting process) are as under:

**Resolution No. 1: Adoption of audited financial statements (including consolidated financial statements) for the financial year ended March 31, 2016**

Ordinary Resolution												
No												
Whether promoter/ promoter group are interested in the agenda/resolution? 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	99.89	1185355890	0	100.00	0.00				
	Poll			-								
	Postal Ballot (if applicable)			-								
Public- Institutions	Total	1186608474	1185355890	99.89	1185355890	0	100.00	0.00				
	E-Voting	766882817	585116889	76.30	585116889	0	100.00	0.00				
	Poll											
Public- Non Institutions	Total	766882817	585116889	76.30	585116889	0	100.00	0.00				
	E-Voting	117460470	12179701	10.37	12179536	165	100.00	0.00				
	Poll		2175193	1.85	2175118	75	100.00	0.00				
Total	Total	117460470	14354894	12.22	14354654	240	100.00	0.00				
		2070951761	1784827673	86.18	1784827433	240	100.00	0.00				

**Resolution No. 2: Confirmation of payment of interim dividend on Equity Shares.**

Ordinary Resolution												
No												
Whether promoter/ promoter group are interested in the agenda/resolution? 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	99.89	1185355890	0	100.00	0.00				
	Poll			-								
	Postal Ballot (if applicable)			-								
Public- Institutions	Total	1186608474	1185355890	99.89	1185355890	0	100.00	0.00				
	E-Voting	766882817	586003403	76.41	586003403	0	100.00	0.00				
	Poll											
Public- Non Institutions	Total	766882817	586003403	76.41	586003403	0	100.00	0.00				
	E-Voting	117460470	12179747	10.37	12179657	90	100.00	0.00				
	Poll		2175193	1.85	2175043	150	99.99	0.01				
Total	Total	117460470	14354940	12.22	14354700	240	100.00	0.00				
		2070951761	1785714233	86.23	1785713993	240	100.00	0.00				



Resolution No. 3: Declaration of Dividend on Preferences Shares.									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
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	99.89	1185355890	0	100.00	0.00		
Poll									
Postal Ballot (if applicable)									
Total	1186608474	1185355890	99.89	1185355890	0	100.00	0.00		
Public- Institutions									
E-Voting	766882817	586003403	76.41	586003403	0	100.00	0.00		
Poll									
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	0.00		
Poll		2175193	1.85	2174738	455	99.98	0.02		
Postal Ballot (if applicable)									
Total	117460470	14354940	12.22	14354044	896	99.99	0.01		
Total	2070951761	1785714233	86.23	1785713337	896	100.00	0.00		

Resolution No. 4: Re-appointment of Dr. Malay Mahadevia (DIN: 00064110), as a Director of the Company who retires by rotation.									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
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	99.89	1185355890	0	100.00	0.00		
Poll									
Postal Ballot (if applicable)									
Total	1186608474	1185355890	99.89	1185355890	0	100.00	0.00		
Public- Institutions									
E-Voting	766882817	586003403	76.41	583926428	2076975	99.65	0.35		
Poll									
Postal Ballot (if applicable)									
Total	766882817	586003403	76.41	583926428	2076975	99.65	0.35		
Public- Non Institutions									
E-Voting	117460470	12179465	10.37	12178555	910	99.99	0.01		
Poll		2175193	1.85	2175101	92	100.00	0.00		
Postal Ballot (if applicable)									
Total	117460470	14354658	12.22	14353656	1002	99.99	0.01		
Total	2070951761	1785713951	86.23	1783635974	2077977	99.88	0.12		



Resolution No. 5: Ratification of appointment of M/s. S R B & CO LLP, Statutory Auditors and fixing their remuneration.									
Ordinary Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution? Category									
No									
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		
<b>Promoter and Promoter Group</b>									
E-Voting	1186608474	1185355890	99.89	1185355890	0	100.00	0.00		
Poll									
Postal Ballot (if applicable)									
Total	1186608474	1185355890	99.89	1185355890	0	100.00	0.00		
<b>Public- Institutions</b>									
E-Voting	766882817	583024170	76.03	573328967	9695203	98.34	1.66		
Poll									
Postal Ballot (if applicable)									
Total	766882817	583024170	76.03	573328967	9695203	98.34	1.66		
<b>Public- Non Institutions</b>									
E-Voting	117460470	12179747	10.37	12178814	933	99.99	0.01		
Poll		2175193	1.85	2175101	92	100.00	0.00		
Postal Ballot (if applicable)									
Total	117460470	14354940	12.22	14353915	1025	99.99	0.01		
Total	2070951761	1782735000	86.08	1773038772	9696228	99.46	0.54		

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.									
Ordinary Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution? Category									
No									
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		
<b>Promoter and Promoter Group</b>									
E-Voting	1186608474	1185355890	99.89	1185355890	0	100.00	0.00		
Poll									
Postal Ballot (if applicable)									
Total	1186608474	1185355890	99.89	1185355890	0	100.00	0.00		
<b>Public- Institutions</b>									
E-Voting	766882817	572184163	74.61	572177046	7117	100.00	0.00		
Poll									
Postal Ballot (if applicable)									
Total	766882817	572184163	74.61	572177046	7117	100.00	0.00		
<b>Public- Non Institutions</b>									
E-Voting	117460470	12179747	10.37	12178518	1229	99.99	0.01		
Poll		2175193	1.85	2175118	75	100.00	0.00		
Postal Ballot (if applicable)									
Total	117460470	14354940	12.22	14353636	1304	99.99	0.01		
Total	2070951761	1771894993	85.56	1771886572	8421	100.00	0.00		



Resolution No. 7: Approval of offer or invitation to subscribe to Securities for an amount not exceeding Rs. 10,000 Crores.										
Special Resolution										
Whether promoter/ promoter group are interested in the agenda/resolution?										
No										
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	99.89	1185355890	0	100.00	0.00		
	Poll			-			-	-		
	Postal Ballot (if applicable)			-			-	-		
	Total	1186608474	1185355890	99.89	1185355890	0	100.00	0.00		
Public- Institutions	E-Voting	766882817	58523238	76.35	459776736	125746502	78.52	21.48		
	Poll			-			-	-		
	Postal Ballot (if applicable)			-			-	-		
	Total	766882817	58523238	76.35	459776736	125746502	78.52	21.48		
Public- Non Institutions	E-Voting	117460470	12140825	10.34	11659750	481075	96.04	3.96		
	Poll		2175193	1.85	2175118	75	100.00	0.00		
	Postal Ballot (if applicable)			-			-	-		
	Total	117460470	14316018	12.19	13834868	481150	96.64	3.36		
	Total	2070951761	1785195146	86.20	1658967494	126227652	92.93	7.07		

Resolution No. 8: Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.										
Special Resolution										
Whether promoter/ promoter group are interested in the agenda/resolution?										
No										
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	99.89	1185355890	0	100.00	0.00		
	Poll			-			-	-		
	Postal Ballot (if applicable)			-			-	-		
	Total	1186608474	1185355890	99.89	1185355890	0	100.00	0.00		
Public- Institutions	E-Voting	766882817	572059764	74.60	564184696	7875068	98.62	1.38		
	Poll			-			-	-		
	Postal Ballot (if applicable)			-			-	-		
	Total	766882817	572059764	74.60	564184696	7875068	98.62	1.38		
Public- Non Institutions	E-Voting	117460470	12179465	10.37	12177854	1611	99.99	0.01		
	Poll		2175193	1.85	2174801	392	99.98	0.02		
	Postal Ballot (if applicable)			-			-	-		
	Total	117460470	14354658	12.22	14352655	2003	99.99	0.01		
	Total	2070951761	177170312	85.55	1763893241	7877071	99.56	0.44		

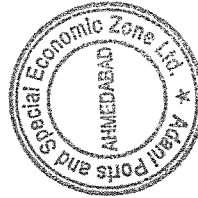


Resolution No. 9: Approval for increasing the FII/FPIs limit to 49% of the paid-up equity share capital of the Company.										
Special Resolution										
Whether promoter/ promoter group are interested in the agenda/resolution?										
No										
Category	Mode of Voting	No. of shares held (1)	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	99.89	1185355890	0	100.00	0.00		
	Poll		-	-	-	-	-	-		
	Postal Ballot (if applicable)		-	-	-	-	-	-		
	<b>Total</b>	<b>1186608474</b>	<b>1185355890</b>	<b>99.89</b>	<b>1185355890</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>		
Public- Institutions	E-Voting	766882817	586003403	76.41	586003403	0	100.00	0.00		
	Poll		-	-	-	-	-	-		
	Postal Ballot (if applicable)		-	-	-	-	-	-		
	<b>Total</b>	<b>766882817</b>	<b>586003403</b>	<b>76.41</b>	<b>586003403</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>		
Public- Non Institutions	E-Voting	117460470	12179747	10.37	12179357	390	100.00	0.00		
	Poll		2175193	1.85	2175096	97	100.00	0.00		
	Postal Ballot (if applicable)		-	-	-	-	-	-		
	<b>Total</b>	<b>117460470</b>	<b>14354940</b>	<b>12.22</b>	<b>14354453</b>	<b>487</b>	<b>100.00</b>	<b>0.00</b>		
<b>Total</b>		<b>2070951761</b>	<b>1785714233</b>	<b>86.23</b>	<b>1785713746</b>	<b>487</b>	<b>100.00</b>	<b>0.00</b>		

For Adani Ports and Special Economic Zone Limited

*Dipti Shah*

Dipti Shah  
Company Secretary





## 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

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,

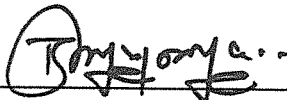
AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg,

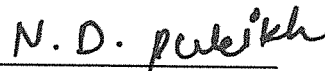
Ahmedabad - 380 015

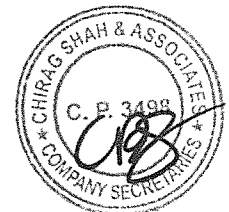
Dear Sir,

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

  
Name: Ms. Niyati Parikh







# 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

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 of members voted through electronic voting system	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:

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





## 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

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

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

c) **Resolution No. 3:**

**Declaration of Dividend on Preferences 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
555	1783538599	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
7	441	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 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 through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
553	1781460873	99.88





## 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

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
8	2077885	0.12

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

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

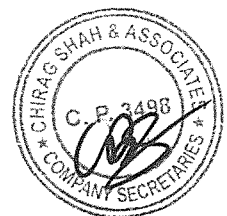
Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
528	1770863671	99.46

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
26	9696136	0.54

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

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





## 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

**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 through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
506	1769711454	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
13	8346	0.00

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

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

**g) Resolution No. 7:**

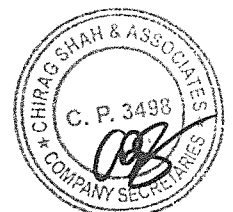
**Approval of offer or invitation to subscribe to Securities for an amount not exceeding Rs. 10,000 Crores:**

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
316	1656792376	92.92

**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
241	126227577	7.08





## 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

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

Total number of members whose votes were abstained	Total number of votes
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 through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
503	1761718440	99.55

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	7876679	0.45

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

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

i) **Resolution No. 9:**

**Approval for increasing the FII/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 through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
556	1783538650	100.00





## 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

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	390	0.00

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

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

*Ravi Kapoor*  


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

(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	0.003

(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)
5	3684

**Item No. 2 - Ordinary Resolution**

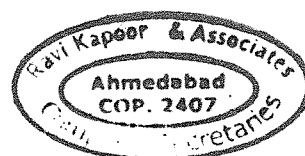
**Confirmation of payment of interim dividend on Equity Shares:**

(i) Voted in favour of resolution:

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

(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	0.006



*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)
5	3684

**Item No. 3 - 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
92	2174738	99.98

(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
4	455	0.02

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

(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	92	0.004

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

(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	92	0.004

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

(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	0.003

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

(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	0.003

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

(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
3	392	0.02

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

(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
3	97	0.004

(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)
5	3684

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