



Ports and
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Ref No: APSEZL/SECT/2021-22/85

September 21, 2021

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: Combined Voting Results of the business transacted at the National Company Law Tribunal Convened Meeting of the Secured Creditors (including secured debenture holders) and Unsecured Creditors of Adani Ports and Special Economic Zone Limited ('APSEZ') held on Monday, September 20, 2021.

Pursuant to the order dated August 9, 2021 passed by the Hon'ble National Company Law Tribunal (**'NCLT Order'**) a Meeting of Secured Creditors (including secured debenture holders) and Unsecured Creditors of the Company was held on Monday, September 20, 2021 at 12:00 noon and 1:00 p.m., respectively, through Video Conference (**"VC"**)/Other Audio-Visual Means (**"OAVM"**) for approving the Composite Scheme of Arrangement between Brahmi Tracks Management Services Private Limited and Adani Ports and Special Economic Zone Limited and Adani Tracks Management Services Private Limited and Sarguja Rail Corridor Private Limited and their respective shareholders and creditors (**'Scheme'**).

Further, pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Company has provided facility of (i) remote e-voting; and (ii) e-voting at the meeting of the Secured Creditors (including secured debenture holders) and Unsecured Creditors for approval of the Scheme.

Further, in terms of the SEBI Circular and NCLT Order, the Scheme is also required to be approved by the Secured Creditors (including secured debenture holders) and Unsecured Creditors of the Company and accordingly, voting by Secured Creditors (including secured debenture holders) and Unsecured Creditors for approval of scheme was carried out through (i) remote e-voting; and (ii) e-voting at the meeting held on September 20, 2021.

In terms of the Companies Act, 2013 and NCLT Order, please find enclosed the following disclosures:

- a. Combined Scrutinizer's Report on the resolution passed through (i) remote e-voting; and (ii) e-voting at the meeting of the Secured Creditors (including secured debenture holders) of the Company as **Annexure-A**.

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

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- b. Combined Scrutinizer's Report on the resolution passed through (i) remote e-voting; and (ii) e-voting at the meeting of the Unsecured Creditors of the Company as **Annexure-B**.

The proposed Resolution approving the Scheme was passed with majority of Secured Creditors (including secured debenture holders) and Unsecured Creditors representing three fourth in value of the Creditors of the Company, as required by NCLT Order.

Kindly take the same on record.

Yours faithfully,

For Adani Ports and Special Economic Zone Limited

Kamlesh Bhagia
Company Secretary



Encl: As above.

Adani Ports and Special Economic Zone Ltd
Adani Corporate House, Shantigram,
Nr. Vaishno Devi Circle, S. G. Highway,
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Annexure-A

CHIRAG SHAH & ASSOCIATES

Company Secretaries

1213, Ganesh Glory, Nr. Jagatpur Crossing,
Besides Ganesh Genesis,

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

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

E-mail : chi118_min@yahoo.com

Report of Scrutinizer

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

To,

Hon'ble Justice Mr. K.A. Puj

The Chairman of

NCLT convened meeting of the Secured Creditors

(including secured debenture holders) of

Adani Ports and Special Economic Zone Limited

having its Registered Office at Adani Corporate House,

Shantigram, Nr. Vaishno Devi Circle,

S. G. Highway, Khodiyar,

Ahmedabad - 382421

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

Dear Sir,

I, Chirag Shah, Practicing Company Secretary, have been appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") vide its order dated August 9, 2021 as "the Scrutinizer" for the purpose of scrutinizing remote e-voting process and e-voting at the NCLT Convened Meeting ("meeting") of the Secured Creditors (including secured debenture holders) of Adani Ports and Special Economic Zone Limited (hereinafter referred to as "the Company") convened by order of NCLT and held through VC/OAVM on Monday, September 20, 2021 at 12.00 noon (IST), pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies



(Management and Administration) Rules, 2014, as amended and read with the General Circulars No. 14/2020 dated April 08, 2020; No. 17/2020 dated April 13, 2020; No. 20/2020 dated May 05, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs ("MCA") and Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by Securities and Exchange Board of India, on the resolution seeking approval of the Secured Creditors (including secured debenture holders) to the Composite Scheme of Arrangement between Brahmi Tracks Management Services Limited and Adani Ports and Special Economic Zone Limited and Adani Tracks Management Services Private Limited and Sarguja Rail Corridor Private Limited and their respective shareholder and creditors ("the Scheme"), in terms of the Notice dated August 11, 2021, convening the said meeting.

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

I do hereby submit my report as under :

- (i) The company had appointed Central Depository Services Limited ("CDSL") as the Agency for providing remote e-voting and e-voting facility to the Secured Creditors (including secured debenture holders) of the Company for participating in the Meeting through VC / OAVM.
- (ii) CDSL had provided a system for recording the votes of the Secured Creditors (including secured debenture holders) electronically through remote e-voting as well as at the meeting on the item of the business sought to be transacted at the meeting of the Secured Creditors (including secured debenture holders) of the Company, which was held on Monday, September 20, 2021 at 12.00 noon (IST).
- (iii) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through the remote e-voting and e-voting at the meeting on the resolution contained in the Notice of the Meeting.



- (iv) The Company had provided remote e-voting facility and e-voting facility during the Meeting through Central Depository Services Limited ("CDSL") to its Secured Creditors (including secured debenture holders) as on the cut-off date i.e. Saturday, July 31, 2021.
- (v) Our responsibility as a Scrutinizer for the voting process (through remote e-voting and e-voting at the meeting) was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **favour or against** the resolution stated in the Notice, based on the reports generated from the e-voting system provided by CDSL.
- (vi) The Company had published Newspaper Advertisements in English in The Indian Express (All editions) and Gujarati in Sandesh (Ahmedabad edition) (regarding holding of meeting containing all the matters required under the Companies Act, 2013 and relevant rules made thereunder on Tuesday, August 17, 2021. The Company also published Newspaper Advertisements in 'Gujarat Samachar', Ahmedabad Edition, and 'Divya Bhaskar', Ahmedabad Edition on August 17, 2021 and August 18 2021, respectively.
- (vii) The remote e-voting period had commenced on Tuesday, September 14, 2021 at 9:00 A.M. (IST) and has closed on Sunday, September 19, 2021 at 5:00 P.M. (IST).
- (viii) At the meeting of the Secured Creditors (including secured debenture holders) of the Company held through VC/OAVM, on Monday, September 20, 2021, after considering the item of business, the facility to vote electronically was provided to facilitate those Secured Creditors (including secured debenture holders) who were attending the meeting through VC/OAVM but could not exercise their vote through remote e-voting, to cast their votes electronically.
- (ix) The e-voting module was disabled and blocked by CDSL for voting on Sunday, September 19, 2021 at 5.00 P.M. (IST).
- (x) The votes cast through the e-voting module of CDSL were unblocked on Monday, September 20, 2021 at around 12:37 p.m. in the presence of two witnesses, Mr. Raimeen Maradiya and Ms. Dhvani Rana who are not in the employment of the Company.

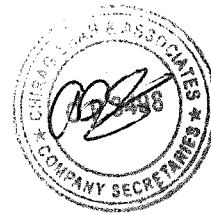


- (xi) Thereafter, I as a Scrutinizer duly compiled details of the remote e-voting carried out by the Secured Creditors (including secured debenture holders) and the e-voting done at the meeting.
- (xii) The consolidated result of the voting seeking approval of the Secured Creditors (including secured debenture holders) of the Company to the Scheme is as under:

Resolution: For approving Composite Scheme of Arrangement between Brahmi Tracks Management Services Private Limited and Adani Ports and Special Economic Zone Limited and Adani Tracks Management Services Private Limited and Sarguja Rail Corridor Private Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 :

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

Voting Description	Number of Secured Creditors (including secured debenture holders) voted	% of Secured Creditors (including secured debenture holders) voted	Value votes casted by Secured Creditors (including secured debenture holders) (In Rs.)	% of Value votes casted by Secured Creditors (including secured debenture holders)
E-voting at the meeting	2	100%	1450000000	100%
Remote E- voting	6	100%	57,29,33,00,000	100%
Total	8	100%	71793300000	100%
Detailed Report of Voted in favour is enclosed and marked as ANNEXURE – A				



(ii) Voted against the resolution :

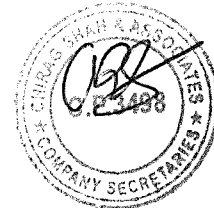
Voting Description	Number of Secured Creditors (including secured debenture holders) voted	% of Secured Creditors (including secured debenture holders) voted	Value of votes casted by Secured Creditors (including secured debenture holders) (In Rs.)	% of Value of votes casted by Secured Creditors (including secured debenture holders)
E-voting at the meeting	0	0%	0	0%
Remote E- voting	0	0%	0	0%
Total	0	0%	0	0%

(iii) Invalid/Abstain Votes :

Voting Description	Number of Secured Creditors (including secured debenture holders) whose votes were declared invalid	Value of votes casted by Secured Creditors (including secured debenture holders) (In Rs.)
E-voting at the meeting	0	0
Remote E- voting	0	0
Total	0	0

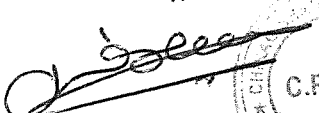
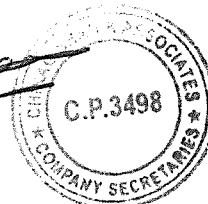
This resolution was passed through remote e-voting as well as e-voting at the meeting by majority of Secured Creditors (including secured debenture holders) representing three-fourths in value of the creditors.

(xiii) Out of 2 Secured Creditors (including secured debenture holders) who attended the meeting:



- i. 2 Secured Creditors (including secured debenture holders) holding Rs. 14,50,00,00,000/- value, cast their vote through e-voting facility at Meeting through VC/OAVM.
- (xiv) List of Secured Creditors (including secured debenture holders) who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution has been sent to Mr. Kamlesh Bhagia, Company Secretary of the Company for records.
- (xv) All relevant records of the voting conducted through remote e-voting and e-voting at the meeting are handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

Scrutinizer

Name : Chirag Shah
Practicing Company Secretary
FCS : 5545; CP : 3498
Place : Ahmedabad
Date : September 20, 2021.
UDIN : F005545C000974810

Countersigned:

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



Mr. Kamlesh Bhagia,
Person authorised by Hon'ble Justice Mr. K.A. Puj
Chairman for NCLT Convened Meeting of Secured
Creditors (including secured debenture holders)
of Adani Ports and Special Economic Zone Limited



CHIRAG SHAH & ASSOCIATES

Company Secretaries

1213, Ganesh Glory, Nr. Jagatpur Crossing,

Besides Ganesh Genesis,

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

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

E-mail : chi118_min@yahoo.com

Report of Scrutinizer

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

To,

Hon'ble Justice Mr. K.A. Puj

The Chairman of

NCLT convened meeting of the Unsecured Creditors of

Adani Ports and Special Economic Zone Limited

having its Registered Office at

Adani Corporate House,

Shantigram, Nr. Vaishno Devi Circle,

S. G. Highway, Khodiyar,

Ahmedabad - 382421

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

Dear Sir,

I, Chirag Shah, Practicing Company Secretary, have been appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") vide its order dated August 9, 2021 as "the Scrutinizer" for the purpose of scrutinizing remote e-voting process and e-voting at the NCLT Convened Meeting ("meeting") of the Unsecured Creditors of Adani Ports and Special Economic Zone Limited (hereinafter referred to as "the Company") convened by order of NCLT and held through VC/OAVM on Monday, September 20, 2021 at 1:00 p.m. (IST), pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and read with the General Circulars No. 14/2020 dated April 08, 2020; No. 17/2020 dated April 13, 2020; No. 20/2020 dated May 05, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs ("MCA") and Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by Securities and Exchange Board of India, on the resolution seeking approval of the Unsecured Creditors to the Composite Scheme of Arrangement between Brahmi Tracks Management Services

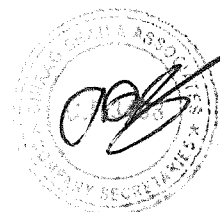


Limited and Adani Ports and Special Economic Zone Limited and Adani Tracks Management Services Private Limited and Sarguja Rail Corridor Private Limited and their respective shareholder and creditors (" the Scheme"), in terms of the Notice dated August 11, 2021, convening the said meeting.

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

I do hereby submit my report as under :

- (i) The company had appointed Central Depository Services Limited ("CDSL") as the Agency for providing remote e-voting and e-voting facility to the Unsecured creditors of the Company for participating in the Meeting through VC / OAVM.
- (ii) CDSL had provided a system for recording the votes of the Unsecured Creditors electronically through remote e-voting as well as at the meeting on the item of the business sought to be transacted at the meeting of the Unsecured Creditors of the Company, which was held on Monday, September 20, 2021 at 1:00 p.m. (IST).
- (iii) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through the remote e-voting and e-voting at the meeting on the resolution contained in the Notice of the Meeting.
- (iv) The Company had provided remote e-voting facility and e-voting facility during the Meeting through Central Depository Services Limited ("CDSL") to its Unsecured Creditors as on the cut-off date i.e. Saturday, July 31, 2021.
- (v) Our responsibility as a Scrutinizer for the voting process (through remote e-voting and e-voting at the meeting) was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **favour or against** the resolution stated in the Notice, based on the reports generated from the e-voting system provided by CDSL.
- (vi) The Company had published Newspaper Advertisements in English in The Indian Express (All editions) and Gujarati in Sandesh (Ahmedabad edition) (regarding holding of meeting containing all the matters required under the Companies Act, 2013 and relevant rules made thereunder on Tuesday, August 17, 2021. The Company also published Newspaper Advertisements in 'Gujarat Samachar',



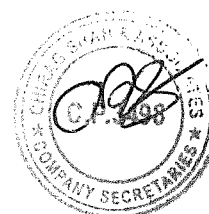
Ahmedabad Edition, and 'Divya Bhaskar', Ahmedabad Edition on August 17, 2021 and August 18 2021, respectively.

- (vii) The remote e-voting period had commenced on Tuesday, September 14, 2021 at 9:00 A.M. (IST) and has closed on Sunday, September 19, 2021 at 5:00 P.M. (IST).
- (viii) At the meeting of the Unsecured Creditors of the Company held through VC/OAVM, on Monday, September 20, 2021, after considering the item of business, the facility to vote electronically was provided to facilitate those Unsecured Creditors who were attending the meeting through VC/OAVM but could not exercise their vote through remote e-voting, to cast their votes electronically.
- (ix) The e-voting module was disabled and blocked by CDSL for voting on Sunday, September 19, 2021 at 5.00 P.M. (IST).
- (x) The votes cast through the e-voting module of CDSL were unblocked on Monday, September 20, 2021 at around 1:35 p.m. in the presence of two witnesses, Mr. Raimeen Maradiya and Ms. Dhvani Rana who are not in the employment of the Company.
- (xi) I first counted the votes cast through remote e-voting and e-voting done at the meeting reconciled with the records maintained by the Company and CDSL.
- (xii) The consolidated result of the voting seeking approval of the Unsecured creditors of the Company to the Scheme is as-under :

Resolution: For approving Composite Scheme of Arrangement between Brahmi Tracks Management Services Private Limited and Adani Ports and Special Economic Zone Limited and Adani Tracks Management Services Private Limited and Sarguja Rail Corridor Private Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 :

(i) Voted in favour of resolution :

Voting Description	Number of Unsecured Creditors voted	% of Unsecured Creditors voted	Value of votes cast by Unsecured Creditors (In Rs.)	% of Value of votes cast by Unsecured Creditors
E-voting at the meeting	16	94.11%	38622599461	99.98%
Remote E- voting	113	100%	432703290	100%
Total	129	99.23%	39055302751	99.98%



Detailed Report of Voted in favour is enclosed and marked as **ANNEXURE – A**

(ii) Voted against the resolution :

Voting Description	Number of Unsecured Creditors voted	% of Unsecured Creditors voted	Value of votes casted by Unsecured Creditors (In Rs.)	% of Value votes cast by Unsecured Creditors
E-voting at the meeting	1	5.89%	8593489	0.02%
Remote E- voting	0	0	0	0.00%
Total	1	0.77%	8593489	0.02%

Detailed Report of Voted in against is enclosed and marked as **ANNEXURE – B**

(iii) Invalid/Abstain Votes :

Voting Description	Number of Unsecured Creditors whose votes were declared invalid	Value of votes cast by Unsecured Creditors (In Rs.)
E-voting at the meeting	0	0
Remote E- voting	0	0
Total	0	0

This resolution was passed as a special resolution through remote e-voting as well as e-voting at the meeting by majority of Unsecured Creditors representing three-fourths in value of the creditors.

(xiii) Out of 55 Unsecured Creditors who attended the meeting:

- i. 36 Unsecured Creditors holding Rs. 32,39,32,734/- value and who attended the meeting through VC/OAVM had already cast their vote by remote e-voting and therefore were not entitled to vote through e-voting at the meeting as per **"Annexure C"**
- ii. 2 Unsecured Creditors holding Rs. 79,06,851/- value, who attended the meeting through VC/OAVM, did not cast their votes as per **"Annexure D"**.
- iii. 17 Unsecured Creditors holding Rs. 38,63,11,92,950/- value, cast their vote through e-voting facility at Meeting through VC/OAVM.



(xiv) List of Unsecured Creditors who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution has been sent to Mr. Kamlesh Bhagia, Company Secretary of the Company for records.

(xv) All relevant records of the voting conducted through remote e-voting and e-voting at the meeting are handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,



Scrutinizer
Name : Chirag Shah
Practicing Company Secretary
FCS : 5545; CP : 3498
Place : Ahmedabad
Date : September 20, 2021.
UDIN : F005545C000975008

Countersigned:

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



Mr. Kamlesh Bhagia,
Person authorised by Hon'ble Justice Mr. K.A. Puj
Chairman for NCLT Convened Meeting of
Unsecured Creditors of Adani Ports and Special
Economic Zone Limited