

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L63090GJ1998PLC034182

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACG7917K

(ii) (a) Name of the company

ADANI PORTS AND SPECIAL EC

(b) Registered office address

Adani Corporate House, Shantigram,  
Near Vaishno Devi Circle, S. G. Highway, Khodiyar  
Ahmedabad  
Ahmedabad  
Gujarat  
382421

(c) \*e-mail ID of the company

kamlesh.bhagia@adani.com

(d) \*Telephone number with STD code

07926565555

(e) Website

www.adaniports.com

(iii) Date of Incorporation

26/05/1998

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

AGM will be held on or before due date

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	H	Transport and storage	H5	Services incidental to land, water & air transportation	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ADANI MURMUGAO PORT TER +	U61100GJ2009PTC057727	Subsidiary	100
2	ADANI KANDLA BULK TERMINA +	U63090GJ2012PTC069305	Subsidiary	100
3	ADANI VIZAG COAL TERMINAL +	U45203GJ2011PTC064976	Subsidiary	100
4	ADANI HAZIRA PORT LIMITED	U45209GJ2009PLC058789	Subsidiary	100
5	ADANI VIZHINJAM PORT PRIVA +	U61200GJ2015PTC083954	Subsidiary	100
6	ADANI KATTUPALLI PORT LIMI +	U61100GJ2015PLC084219	Subsidiary	100
7	ADANI ENNORE CONTAINER TI +	U61200GJ2014PTC078795	Subsidiary	100
8	ADANI KRISHNAPATNAM POR +	U45203GJ1996PLC128239	Subsidiary	100
9	ADANI LOGISTICS LIMITED	U63090GJ2005PLC046419	Subsidiary	100
10	ADANI WAREHOUSING SERVIC +	U63020GJ2012PTC069972	Subsidiary	100
11	ADANI HOSPITALS MUNDRA P +	U85110GJ2013PTC077422	Subsidiary	100
12	ADANI PIPELINES PRIVATE LIM +	U45208GJ2019PTC111386	Subsidiary	100
13	ADANI TRACKS MANAGEMENT +	U60200GJ2010PTC115649	Subsidiary	100
14	AYN LOGISTICS INFRA PRIVATE +	U45100TG2012PTC082445	Subsidiary	100
15	MUNDRA INTERNATIONAL AIR +	U62200GJ2009PTC057726	Subsidiary	100
16	ADANI PORTS TECHNOLOGIES +	U74110GJ2017PTC097358	Subsidiary	100
17	MADURAI INFRASTRUCTURE P +	U45200GJ2010PTC062503	Subsidiary	100
18	KARNAVATI AVIATION PRIVATE +	U63090GJ2007PTC051309	Subsidiary	100
19	THE DHAMRA PORT COMPANY +	U45205OR1998PLC005448	Subsidiary	100
20	THE ADANI HARBOUR SERVICE +	U61100GJ2009FLC095953	Subsidiary	100
21	SHANTI SAGAR INTERNATIONAL +	U01403GJ2015PLC083090	Subsidiary	100
22	ADINATH POLYFILLS PVT LTD	U25209GJ1987PTC009481	Subsidiary	100
23	DIGHI PORT LIMITED	U35110MH2000PLC127953	Subsidiary	100
24	AQUA DESILTING PRIVATE LIM +	U14100GJ2021PTC120427	Subsidiary	100

25	MUNDRA CRUDE OIL TERMINAL +	U74110GJ2018PTC102451	Subsidiary	100
26	ADANI PETRONET (DAHEJ) PORT +	U63012GJ2003PTC041919	Subsidiary	74
27	MARINE INFRASTRUCTURE DEVELOPMENT +	U74999TN2016PTC103769	Subsidiary	97
28	MUNDRA SEZ TEXTILE AND APPAREL +	U74999GJ2005PTC046978	Subsidiary	55.29
29	HAZIRA INFRASTRUCTURE LIMITED +	U45203GJ2010PLC061029	Subsidiary	100
30	ADANI NYK AUTO LOGISTICS SERVICES +	U60221GJ2018PTC104101	Subsidiary	51
31	ADANI LOGISTICS SERVICES PRIVATE +	U60210GJ2006PTC118174	Subsidiary	98.39
32	ADANI FORWARDING AGENT PRIVATE +	U74999GJ2010PTC118103	Subsidiary	98.39
33	ADANI NOBLE PRIVATE LIMITED +	U45201GJ2007PTC118540	Subsidiary	98.39
34	ADANI CARGO LOGISTICS LIMITED +	U60300GJ2013PLC113349	Subsidiary	98.39
35	ADANI LOGISTICS INFRASTRUCTURE +	U70102GJ2015PTC113459	Subsidiary	98.39
36	HDC BULK TERMINAL LIMITED	U61200GJ2022PLC129880	Subsidiary	100
37	ADANI GANGAVARAM PORT PRIVATE +	U61100GJ2021PTC124091	Subsidiary	100
38	BLUE STAR REALTORS LIMITED +	U45200MH1990PLC055968	Subsidiary	100
39	DERMOT INFRACON PRIVATE LIMITED +	U45500GJ2016PTC094337	Subsidiary	100
40	DHAMRA INFRASTRUCTURE PRIVATE +	U45400OR2007PTC015831	Subsidiary	100
41	ADANI KRISHNAPATNAM CONCRETE +	U63030GJ2012PTC127651	Subsidiary	100
42	SHANKHESHWAR BUILDWELL PRIVATE +	U45201GJ2008PTC052844	Subsidiary	100
43	SULOCHANA PEDESTAL PRIVATE +	U45500GJ2016PTC094340	Subsidiary	100
44	NRC LIMITED	U17120MH1946PLC005227	Subsidiary	100
45	ADANI KP AGRIWAREHOUSING PRIVATE +	U63023AP2014PTC093639	Subsidiary	74
46	EZR TECHNOLOGIES PRIVATE LIMITED +	U72900GJ2021PTC127961	Subsidiary	51
47	SEABIRD DISTRI PARKS (KRISHNAPATNAM) +	U74900GJ2012PTC095776	Subsidiary	100
48	ADANI AGRI LOGISTICS LIMITED +	U63090GJ2005PLC045356	Subsidiary	100
49	ADANI AGRI LOGISTICS (SAMAKHOLI) +	U63090GJ2018PLC103908	Subsidiary	100

50	ADANI AGRI LOGISTICS (DARBI +)	U63090GJ2018PLC104685	Subsidiary	100
51	ADANI AGRI LOGISTICS (DAHO +)	U74999GJ2018PLC103504	Subsidiary	100
52	ADANI AGRI LOGISTICS (MP) LI +)	U74120GJ2014PLC079278	Subsidiary	100
53	ADANI AGRI LOGISTICS (SATNA +)	U63000GJ2014PLC079612	Subsidiary	100
54	ADANI AGRI LOGISTICS (UJJAIN +)	U63000GJ2014PLC079619	Subsidiary	100
55	ADANI AGRI LOGISTICS (DEWA +)	U63090GJ2014PLC079629	Subsidiary	100
56	ADANI AGRI LOGISTICS (HARD +)	U63023GJ2014PLC079601	Subsidiary	100
57	ADANI AGRI LOGISTICS (HOSH +)	U63000GJ2014PLC079611	Subsidiary	100
58	ADANI AGRI LOGISTICS (PANIP +)	U63030GJ2017PLC095073	Subsidiary	100
59	ADANI AGRI LOGISTICS (KANN +)	U63030GJ2017PLC095059	Subsidiary	100
60	ADANI AGRI LOGISTICS (KATIH +)	U63090GJ2016PLC086566	Subsidiary	100
61	ADANI AGRI LOGISTICS (KOTK +)	U63090GJ2016PLC086571	Subsidiary	100
62	ADANI AGRI LOGISTICS (MANS +)	U63030GJ2017PLC095203	Subsidiary	100
63	ADANI AGRI LOGISTICS (BATHI +)	U63030GJ2017PLC095224	Subsidiary	100
64	ADANI AGRI LOGISTICS (MOGA +)	U63030GJ2017PLC095190	Subsidiary	100
65	ADANI AGRI LOGISTICS (BARN +)	U63090GJ2017PLC095187	Subsidiary	100
66	ADANI AGRI LOGISTICS (NAKO +)	U63030GJ2017PLC095202	Subsidiary	100
67	ADANI AGRI LOGISTICS (RAMA +)	U63030GJ2017PLC095188	Subsidiary	100
68	ADANI AGRI LOGISTICS (DHAM +)	U74999GJ2018PLC103574	Subsidiary	100
69	ADANI WAREHOUSING LIMITE +)	U45100GJ2018PLC103573	Subsidiary	100
70	COLOMBO WEST INTERNATION +)		Joint Venture	51
71	ABBOT POINT OPERATIONS PT +)		Subsidiary	100
72	ABBOT POINT BULKCOAL PTY I +)		Subsidiary	100
73	COASTAL INTERNATIONAL TEF +)		Subsidiary	100
74	ADANI YANGON INTERNATION +)		Subsidiary	100

75	ANCHOR PORT HOLDING PTE. +		Subsidiary	100
76	NOBLE PORT PTE LTD.		Subsidiary	100
77	PEARL PORT PTE LTD.		Subsidiary	100
78	ADANI BANGLADESH PORTS P +		Subsidiary	100
79	ADANI LOGISTICS INTERNATIO +		Subsidiary	100
80	ADANI INTERNATIONAL PORTS +		Subsidiary	100
81	TOTAL ADANI FUELS MARKETI +	U50500GJ2019PTC110437	Joint Venture	50
82	ADANI INTERNATIONAL CONT. +	U61200GJ2011PTC065095	Joint Venture	50
83	ADANI CMA MUNDRA TERMIN +	U61200GJ2014PTC080300	Joint Venture	50
84	ADANI TOTAL PVT. LTD.	U11201GJ2016PTC091695	Joint Venture	50
85	DHAMRA LNG TERMINAL PVT. +	U11200GJ2015PTC081996	Joint Venture	50
86	DIGHI ROHA RAIL LIMITED	U74140DL2015PLC285745	Joint Venture	50
87	DHOLERA PORT AND SPECIAL +	U45203GJ1998PLC053261	Associate	49
88	DHOLERA INFRASTRUCTURE P +	U45203GJ2006PTC049426	Associate	49
89	MUNDRA SOLAR TECHNOPARI +	U74120GJ2015PTC082522	Associate	49
90	GANGAVARAM PORT LIMITED	U63032TG2001PLC037861	Associate	41.89
91	GANGAVARAM PORT SERVICES +	U61100AP2008PTC059865	Associate	41.89

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	5,475,000,000	2,112,373,230	2,112,373,230	2,112,373,230
Total amount of equity shares (in Rupees)	10,950,000,000	4,224,746,460	4,224,746,460	4,224,746,460

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	5,475,000,000	2,112,373,230	2,112,373,230	2,112,373,230
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	10,950,000,000	4,224,746,460	4,224,746,460	4,224,746,460

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	5,000,000	2,501,824	2,501,824	2,501,824
Total amount of preference shares (in rupees)	50,000,000	25,018,240	25,018,240	25,018,240

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
0.01% Non Cumulative Redeemable Preference Shares				
Number of preference shares	5,000,000	2,501,824	2,501,824	2,501,824
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	50,000,000	25,018,240	25,018,240	25,018,240

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	385,528	2,031,366,203	2,031,751,731	4,063,503,500	4,063,503,500	
<b>Increase during the year</b>	0	80,711,171	80,711,171	161,422,342	161,422,342	7,980,000,000
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	10,000,000	10,000,000	20,000,000	20,000,000	7,980,000,000

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify	0	70,711,171	70711171	141,422,342	141,422,340	
7,06,21,469 equity shares issued pursuant to Comp						
<b>Decrease during the year</b>	89,702	0	89702	179,404	179,404	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	89,702	0	89702	179,404	179,404	
Dematerialization of equity shares						
<b>At the end of the year</b>	295,826	2,112,077,4	2112373230	4,224,746,4	4,224,746,	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	2,501,824	0	2501824	25,018,240	25,018,240	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
NA						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NA						
<b>At the end of the year</b>	2,501,824	0	2501824	25,018,240	25,018,240	

ISIN of the equity shares of the company

INE742F01042



(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		12/07/2021	
Date of registration of transfer (Date Month Year)			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \* Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	85,166	1000000	85,166,600,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			85,166,600,000

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	79,813,300,000	10,000,000,000	4,646,700,000	85,166,600,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

42,062,202,087

**(ii) Net worth of the Company**

265,822,646,070

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2	0	2,501,824	100
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	585,171,830	27.7	0	0
10.	Others Held by Family Trust	799,383,935	37.84	0	0
	<b>Total</b>	1,384,555,767	65.54	2,501,824	100

**Total number of shareholders (promoters)**

11

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	69,003,365	3.27	0	0
	(ii) Non-resident Indian (NRI)	2,047,795	0.1	0	0
	(iii) Foreign national (other than NRI)	14,688	0	0	0
2.	Government				
	(i) Central Government	550,700	0.03	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	215,535,263	10.2	0	0
4.	Banks	1,252	0	0	0
5.	Financial institutions	43,408	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	107,591,283	5.09	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	21,324,859	1.01	0	0
10.	Others IEPF, Trusts, HUF, Clearing M	311,704,850	14.76	0	0

	<b>Total</b>	727,817,463	34.46	0	0
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**Total number of shareholders (other than promoters)** 626,780

**Total number of shareholders (Promoters+Public/  
Other than promoters)** 626,791

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	10	11
Members (other than promoters)	405,930	626,780
Debenture holders	111	95

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	2	1	2	1	0	0
<b>B. Non-Promoter</b>	1	5	0	6	0	0
(i) Non-Independent	1	0	0	1	0	0
(ii) Independent	0	5	0	5	0	0
<b>C. Nominee Directors representing</b>	0	1	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	1	0	1	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>3</b>	<b>7</b>	<b>2</b>	<b>8</b>	<b>0</b>	<b>0</b>

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

12

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
GAUTAM SHANTILAL A +	00006273	Managing Director	1	
RAJESH SHANTILAL A +	00006322	Director	1	
MALAY RAMESH MAH, +	00064110	Director	0	
KARAN GAUTAMBHAI +	03088095	Whole-time director	0	
GOPAL KRISHNA PILL +	02340756	Director	0	
GANESHAN RAGHUR/ +	01099026	Director	0	
NIRUPAMA RAO	06954879	Director	0	
BHARAT KANAIYALAL +	00022102	Director	0	
PALAMADAI SUNDAR/ +	01173236	Director	0	
AVANTIKA SINGH AUL +	07549438	Director	0	
KARAN GAUTAMBHAI +	AIQPA6627F	CEO	0	
KAMLESH PRABHUDA +	ACKPB3290M	Company Secretar	62	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MALAY RAMESH MAH, +	00064110	Whole-time director	31/05/2021	Change in designation
PALAMADAI SUNDAR/ +	01173236	Additional director	12/07/2021	Change in designation
AVANTIKA SINGH AUL +	07549438	Additional director	12/07/2021	Change in designation
DEEPAK KRISHNA GO +	AAEPM4578R	CFO	05/05/2021	Cessation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Meeting	06/04/2021	412,627	57	63.47
Annual General Meeting	12/07/2021	726,355	138	63.83
NCLT Convened Meeting	20/09/2021	652,498	77	42.35
NCLT Convened Meeting	14/03/2022	647,548	82	44.24

## B. BOARD MEETINGS

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/04/2021	10	7	70
2	04/05/2021	10	9	90
3	14/07/2021	10	7	70
4	03/08/2021	10	9	90
5	18/09/2021	10	6	60
6	22/09/2021	10	7	70
7	27/10/2021	10	9	90
8	01/02/2022	10	7	70

## C. COMMITTEE MEETINGS

Number of meetings held

48

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	04/05/2021	4	4	100
2	Audit Committee	14/07/2021	4	3	75
3	Audit Committee	03/08/2021	4	4	100
4	Audit Committee	22/09/2021	4	3	75

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
5	Audit Committee	27/10/2021	4	4	100
6	Audit Committee	01/02/2022	4	4	100
7	Audit Committee	16/03/2022	4	2	50
8	Nomination and Remuneration	03/05/2021	4	3	75
9	Nomination and Remuneration	02/08/2021	4	2	50
10	Nomination and Remuneration	31/01/2022	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	GAUTAM SHAH	8	4	50	21	19	90.48	
2	RAJESH SHAH	8	3	37.5	34	22	64.71	
3	MALAY RAMAN	8	7	87.5	29	26	89.66	
4	KARAN GAUTAM	8	8	100	7	6	85.71	
5	GOPAL KRISHNAN	8	8	100	25	25	100	
6	GANESHAN PANDIT	8	8	100	17	16	94.12	
7	NIRUPAMA RAO	8	7	87.5	7	6	85.71	
8	BHARAT KANWAR	8	7	87.5	2	2	100	
9	PALAMADAI SIVAN	8	8	100	11	11	100	
10	AVANTIKA SINGH	8	1	12.5	0	0	0	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3



S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Gautam S. Adani	Chairman and M	18,000,000	28,000,000	0	0	46,000,000
2	Mr. Karan Adani	Wholetime Direc	23,300,000	0	0	20,700,000	44,000,000
3	Dr. Malay Mahadev	Wholetime Direc	6,870,000	0	0	572,000	7,442,000
	Total		48,170,000	28,000,000	0	21,272,000	97,442,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Kamlesh Bhagia	Company Secre	3,572,937	0	0	0	3,572,937
	Total		3,572,937	0	0	0	3,572,937

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Rajesh S. Adani	Director	0	0	0	800,000	800,000
2	Prof. G. Raghuram	Director	0	2,000,000	0	950,000	2,950,000
3	Mr. G. K. Pillai	Director	0	2,000,000	0	1,200,000	3,200,000
4	Mr. Bharat Sheth	Director	0	2,000,000	0	400,000	2,400,000
5	Mrs. Nirupama Rao	Director	0	2,000,000	0	525,000	2,525,000
6	Mr. P. S. Jayakuma	Director	0	2,000,000	0	850,000	2,850,000
	Total		0	10,000,000	0	4,725,000	14,725,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ashwin Shah

Whether associate or fellow

Associate  Fellow

Certificate of practice number

1640

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ... 17 dated 06/08/2018

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

**List of attachments**

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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED**

**LIST OF ANNEXURES ATTACHED TO MGT-7 FOR FINANCIAL YEAR 2021-22**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Annexure No.</b>
1	Point IX (C) – Meetings of Members/Class of Members/Board/Committees of the Board of Directors  C - Committee Meetings	Annexure - 1
2	Point III (iii) - Details of shares/Debenture Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the Company)	Annexure - 2
3	Point XIV - Compliance of sub-section (2) of section 92, in case of listed companies in form MGT-8	Annexure - 3

**Annexure - 1**

**IX - C - Committee Meetings**

Number of Meetings held

48
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SN	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	04/05/2021	4	4	100
2	Audit Committee	14/07/2021	4	3	75
3	Audit Committee	03/08/2021	4	4	100
4	Audit Committee	22/09/2021	4	3	75
5	Audit Committee	27/10/2021	4	4	100
6	Audit Committee	01/02/2022	4	4	100
7	Audit Committee	16/03/2022	4	2	50
8	Nomination and Remuneration Committee	03/05/2021	4	3	75
9	Nomination and Remuneration Committee	02/08/2021	4	2	50
10	Nomination and Remuneration Committee	31/01/2022	3	3	100
11	Stakeholders' Relationship Committee	03/05/2021	3	3	100
12	Stakeholders' Relationship Committee	02/08/2021	3	3	100
13	Stakeholders' Relationship Committee	26/10/2021	3	2	67
14	Stakeholders' Relationship Committee	31/01/2022	3	3	100
15	Corporate Social Responsibility Committee	03/05/2021	3	2	67
16	Corporate Social Responsibility Committee	02/08/2021	3	2	67
17	Corporate Social Responsibility Committee	26/10/2021	3	2	67
18	Corporate Social Responsibility Committee	31/01/2022	4	3	75

19	Risk Management Committee	03/05/2021	5	4	80
20	Risk Management Committee	02/08/2021	4	3	75
21	Risk Management Committee	26/10/2021	4	3	75
22	Risk Management Committee	31/01/2022	3	2	67
23	Finance Committee	02/04/2021	3	3	100
24	Finance Committee	19/04/2021	3	3	100
25	Finance Committee	29/04/2021	3	2	67
26	Finance Committee	06/05/2021	3	3	100
27	Finance Committee	14/06/2021	3	3	100
28	Finance Committee	19/06/2021	3	3	100
29	Finance Committee	15/07/2021	3	3	100
30	Finance Committee	21/07/2021	3	3	100
31	Finance Committee	27/07/2021	3	3	100
32	Finance Committee	02/08/2021	3	3	100
33	Finance Committee	23/08/2021	3	2	67
34	Finance Committee	23/09/2021	3	3	100
35	Finance Committee	18/10/2021	3	2	67
36	Finance Committee	19/10/2021	3	2	67
37	Finance Committee	28/10/2021	3	3	100
38	Finance Committee	17/11/2021	3	3	100
39	Finance Committee	27/12/2021	3	3	100
40	Finance Committee	08/01/2022	3	3	100
41	Finance Committee	02/02/2022	3	2	67
42	Finance Committee	21/02/2022	3	3	100
43	Finance Committee	03/03/2022	3	3	100
44	Information Technology & Data Security Committee	31/01/2022	3	3	100
45	Legal, Regulatory & Tax Committee	31/01/2022	3	3	100
46	Corporate Responsibility Committee	31/01/2022	3	3	100
47	Mergers & Acquisition Committee	30/03/2022	3	3	100
48	Reputation Risk Committee	31/01/2022	3	3	100

IV - III - Details of Shares/Debentures Transfers since closure date of last financial year:

**Annexure - 2**

Adani Ports And Special Economic Zone Limited

Details of shares/debentures transfers from

01/04/2021

To

31/03/2022

Closure Date :

31-03-2021

TRANSFER DATE	TYPE	SH/DB	AMTPERSH	FOLIO	SELLER NAME	FOLIO	BUYER NAME
09/07/2021	1	2824	000002	00000164	NAYANABEN RAMESHCHAN	ND000001	NATIONAL SECURITY DE
20/08/2021	1	33895	000002	00000149	YOGESH H MEHRA	CD000001	CENTRAL DEPOSITORY S
23/08/2021	1	12710	000002	00000132	UNNATI PUPADHYAYA	ND000001	NATIONAL SECURITY DE
14/12/2021	1	2824	000002	00000103	JAYANTIBHAI PATEL	CD000001	CENTRAL DEPOSITORY S
06/01/2022	1	706	000002	00000174	GAURAV DAGA	ND000001	NATIONAL SECURITY DE

**ASHWIN SHAH**

FCS

COMPANY SECRETARY

21, DOLLY COMPLEX,

STADIUM CIRCLE, NAVRANGPURA

AHMEDABAD – 380009

TELEFAX: 079 26467747

[ashwinfcs@yahoo.co.in](mailto:ashwinfcs@yahoo.co.in)**DRAFT FORM NO. MGT-8**

***[Pursuant to Section 92 (2) of the Companies Act, 2013 and rule 11 (2) of Companies (Management and Administration) Rules, 2014]***

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of Adani Ports and Special Economic Zone Limited ('the Company') as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

<b>A</b>	The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
<b>B</b>	During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of [Para 1, 2, 3, 4, 5, 7, 10, 11, 12, 13, 16, & 17 of Certificate as per Rule 11(2) of the Companies (Management and Administration) Rules, 2014]
1.	Its status under the Act; [Para 1]
2.	Maintenance of registers/ records & making entries therein within the time prescribed therefore; [Para 2]
3.	Filing of forms and returns, with the Registrar of Companies within the prescribed time except filing of certain forms with additional fees; [Para 3]
4.	Calling, Convening and holding meetings of Board of Directors and its committees and the meetings of the members of the Company as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings have been properly recorded



		in the Minute Book/ Registers maintained for the purpose and the same have been signed; [Para 4]
	5.	Closure of Register of Members [Para 5]
	6.	The contracts or arrangements with related parties as specified in Section 188 of the Act; [Para 7]
	7.	Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act; [Para 10]
	8.	Signing of audited financial statement as per the provisions of Section 134 of the Act and Report of Directors is as per sub-section (3),(4) and (5) thereof; [Para 11]
	9.	Constitution, appointment, re-appointment, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; Further there was no case of retirement or filling up casual vacancies; [Para 12]
	10.	Appointment of Statutory Auditors as per provisions of Section 139 of the Act. Further there was no case of reappointment or filling of casual vacancies; [Para 13]
	11.	Borrowings from banks and Inter corporate loan and creation, modification of charges in that respect, wherever applicable. Further there was no borrowing from directors, members, public financial institutions or others. [Para 16]
	12.	Investments falling under the provisions of Section 186 of the Act; Further there were no instances of loans or guarantees given or providing of securities to other bodies corporate or persons. [Para 17]
<b>C</b>		During the aforesaid financial year, reporting requirements are not required as either there were no such instances arises or provisions are not applicable to the Company [Para 6, 8, 9, 14, 15 & 18 of Certificate as per Rule 11(2) of the Companies (Management and Administration) Rules, 2014] :
	1.	Advances/ loans to its Directors and /or persons or firms or Companies referred in Section 185 of the Act; [Para 6]
	2.	There was no case of transfer of shares, issue or allotment or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities; [Para 8]

3.	Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares; [Para 9]
4.	Approval required to be taken from Central Government, Tribunal, Regional Director, court or such other authorities under the various provisions of the Act [Para 14]
5.	Acceptance/ renewal/ repayment of deposit [Para 15]
6.	Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company [Para 18]

**Place: Ahmedabad**  
**Date:**  
**UDIN:**

**CS Ashwin Shah**  
**Company Secretary**  
**C. P. No. 1640**  
**Quality Reviewed 2021**  
**PRC:1930/2022**