



Ports and
Logistics

Ref No: APSEZL/SECT/2023-24/127

March 01, 2024

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: ADANIPOINTS

Sub: Notice of Postal Ballot under Section 110 of the Companies Act, 2013.

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Notice of Postal Ballot dated February 28, 2024 along with Explanatory Statement.

Request you to please take the same on your records.

Thanking you,

Yours Faithfully,

For Adani Ports and Special Economic Zone Limited

Kamlesh Bhagia
Company Secretary

Encl: a/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

Tel +91 79 2555 4444
Fax +91 79 2555 7177
Investor.apsezl@adani.com
www.adaniports.com

Adani Ports and Special Economic Zone Limited

Registered Office: "Adani Corporate House", Shantigram, Near Vaishno Devi Circle,
S G Highway, Khodiyar, Ahmedabad – 382 421. Gujarat, India.
Phone No.: +91 79 2555 4444 Fax No.: +91 79 2555 7177
Website: www.adaniports.com Email Id: investor.apsezi@adani.com
CIN: L63090GJ1998PLC034182

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of Companies Act, 2013 (**the "Act"**), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"SEBI Listing Regulations"**), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 9/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs, Government of India (**"MCA Circulars"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed by the Members of **Adani Ports and Special Economic Zone Limited (the "Company")** by means of Postal Ballot, only by way of remote e-voting (**"e-voting"**) process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102, 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice (**"Notice"**), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the

MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Chirag Shah, Practicing Company Secretary (Membership Number FCS: 5545 COP: 3498) as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'General information and instructions relating to e-voting' in this Notice and record their assent (**"FOR"**) or dissent (**"AGAINST"**) on the proposed resolution through the e-voting process not later than 5:00 p.m. (IST) on Tuesday, **2nd April, 2024** failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as **"CDSL"** or **"Service Provider"**) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with Link Intime India Private Limited, Registrar and Share Transfer Agent (**"RTA"**) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the

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Scrutinizer's Report will also be displayed on the website of the Company at www.adaniports.com, on the website of CDSL at www.evotingindia.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. **Tuesday, 2nd April, 2024.**

SPECIAL BUSINESS:

1. To approve change in designation of Mr. Gautam Adani, Chairman and Managing Director as Executive Chairman of the Company.

To consider and if thought fit, approve change in designation of Mr. Gautam Adani, Chairman and Managing Director as Executive Chairman for the remaining term of his appointment and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification of the resolution approved by shareholders at the Annual General Meeting held on 26th July, 2022 and pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of Articles of Association of the Company and other requisite approvals, if any required, approval of shareholders be and is hereby accorded to re-designate Mr. Gautam Adani (DIN: 00006273) as Executive Chairman of the Company w.e.f. 4th January, 2024 till the end of his current term i.e. upto 30th June, 2027 and that the other terms and conditions of his appointment including remuneration shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits specified in Schedule V to the Act and as agreed by and between the Board and Mr. Gautam Adani.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Act, wherein any financial year the Company has no profits or inadequate profit, Mr. Gautam Adani will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Act or any modification or re-enactment thereof.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Act, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, perks and other benefits payable to Mr. Gautam Adani within such prescribed limit or ceiling in terms of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

2. To approve change in designation of Mr. Karan Adani, CEO and Whole Time Director as Managing Director of the Company.

To consider and if thought fit, approve change in designation of Mr. Karan Adani, CEO and Whole Time Director as Managing Director for the remaining term of his appointment and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

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"RESOLVED THAT in partial modification of the resolution approved by shareholders at the Annual General Meeting held on 26th July, 2022 and pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of Articles of Association of the Company and other requisite approvals, if any required, approval of shareholders be and is hereby accorded to re-designate Mr. Karan Adani (DIN: 03088095) as Managing Director of the Company w.e.f. 4th January, 2024 till the end of his current term i.e. 23rd May, 2027 and that the other terms and conditions of his appointment including remuneration shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits specified in Schedule V to the Act and as agreed by and between the Board and Mr. Karan Adani.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Act, wherein any financial year the Company has no profits or inadequate profit, Mr. Karan Adani will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Act or any modification or re-enactment thereof.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Act, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, perks and other benefits payable to Mr. Karan Adani within such prescribed limit or ceiling in terms of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

3. To appoint Mr. Ashwani Gupta, CEO as Director of the Company, liable to retire by rotation.

To consider and if thought fit, approve appointment of Mr. Ashwani Gupta, CEO as Director of the Company, liable to retire by rotation, and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ashwani Gupta (DIN: 10455435) who was appointed as an Additional Director by the Board of Directors of the Company with effect from allotment of Director Identification Number, i.e. 5th January, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

4. To appoint Mr. Ashwani Gupta, CEO as Whole Time Director of the Company.

To consider and if thought fit, approve appointment of Mr. Ashwani Gupta, CEO as Whole Time Director of the Company and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Act and pursuant to relevant provisions of Articles of Association of the Company and other requisite approvals, if any required, approval of shareholders be and is hereby accorded for the appointment of Mr. Ashwani Gupta, CEO (DIN: 10455435) as Whole Time Director of the Company for a period of 3 (three) years commencing from 5th January, 2024 to 4th January, 2027, liable to retire by rotation, on the terms and conditions including terms of remuneration as set out in the statement annexed to the notice, with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination and remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed by and between the Board and Mr. Ashwani Gupta within the applicable provisions of the Act.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Act, wherein any financial year the Company has no profits or inadequate profit, Mr. Ashwani Gupta will be paid minimum remuneration as set out in annexure to the Notice or such remuneration as may be approved by the Board within the ceiling limit prescribed under Schedule V of the Act or any modification or re-enactment thereof.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Act, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, perks and other benefits payable to Mr. Ashwani Gupta within such prescribed limit or ceiling in terms of the Act as agreed by and between the Board and Mr. Ashwani Gupta without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

5. To appoint Mrs. M. V. Bhanumathi as an Independent Director of the Company.

To consider and if thought fit, approve the appointment Mrs. M. V. Bhanumathi as Independent Director of the Company and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. M. V. Bhanumathi (DIN: 10172983), who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. 28th February, 2024 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not

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liable to retire by rotation, to hold office for the first term of 3 (three) years commencing from 28th February, 2024 to 27th February, 2027.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

By order of the Board
For **Adani Ports and Special Economic Zone Ltd**

Kamlesh Bhagia
Company Secretary
Membership No.: A19198

Place: Ahmedabad
Date: 28.02.2024

Regd. Office:
"Adani Corporate House",
Shantigram, Near Vaishno Devi Circle, Khodiyar,
Ahmedabad – 382 421, Gujarat, India.
CIN: L63090GJ1998PLC034182

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the resolutions as set out in the postal ballot notice is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on **Friday, 23rd February, 2024** (the "**Cut-Off Date**") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, Link Intime India Private Limited (the "RTA"), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SS -2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html.

Company after the Cut-Off Date should treat this Notice for information purposes only.

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Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to rnt.helpdesk@linkintime.co.in.

6. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
7. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on **Friday, 23rd February, 2024** being the Cut-Off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-Off date, can cast their vote electronically.
8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
9. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to pcschirag@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com
10. Once the vote is cast, whether partially or otherwise, the member shall not be allowed

to change it subsequently or cast the vote again.

11. Postal Ballot (e-voting) period commences from **Monday, 4th March, 2024 (9.00 a.m. IST)** and ends on **Tuesday 2nd April, 2024 (5.00 p.m. IST)**. At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.
12. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be **Tuesday, 2nd April, 2024**. The resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
13. This Notice shall also be available on the website of the Company at www.adaniports.com, websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively, and on the website of Central Depository Services (India) Limited at www.evotingindia.com.
14. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investor.apsezl@adani.com.

General information and instructions relating to e-voting:

- (i) The voting period begins on **Monday, 4th March, 2024 (9.00 a.m. IST)** and ends on **Tuesday 2nd April, 2024 (5.00 p.m. IST)**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) viz., **Friday, 23rd February, 2024** may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated

9th December, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolution. Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.

- (iii) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (iv) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL / NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service</p>

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	<p>providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>		<p>icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-Voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeaDirectReg.jsp</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner"</p>		



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	will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(ii) Login method for Remote e-voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to



Ports and
Logistics

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Website: www.adaniports.com Email Id: investor.apsezi@adani.com

CIN: L63090GJ1998PLC034182

www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and

take utmost care to keep your password confidential.

- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (vi) Click on the **EVS**N for the Company which is **240228003** on which you choose to vote.
- (vii) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "YES/NO" for voting. Select the option **YES** or **NO** as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (viii) Click on the "**RESOLUTION FILE LINK**" if you wish to view the entire Resolution details.
- (ix) After selecting the resolution, you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on "**OK**", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.
- (x) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "**Click here to print**" option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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(xiv) **Additional Facility for Non-Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at pcschirag@gmail.com and to the Company at the email address viz; investor.apsezl@adani.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

(xv) **Process for those shareholders whose email/mobile no. are not registered with the company/depositories.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned

copy of Aadhar Card) by email to **Company/RTA email id.**

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

Contact Details:

Company:

Adani Ports and Special Economic Zone Limited
Regd. Office: "Adani Corporate House",
Shantigram, Nr. Vaishno Devi Circle, S. G.
Highway, Khodiyar, Ahmedabad-382 421,
Gujarat, India
CIN: L63090GJ1998PLC034182
E-mail ID: investor.apsezl@adani.com

Registrar and Transfer Agent:

Link Intime India Private Limited
C-101, 247 Park, L.B.S Marg, Vikhroli West,
Mumbai 400 083, Maharashtra, India
Tel No.: +91 22 4918 6270
Fax: +91-22-49186060

e-Voting Agency:

Central Depository Services (India) Limited
Email: helpdesk.evoting@cdslindia.com
Phone: +91-22-22723333/8588

Scrutinizer:

CS Chirag Shah
Practising Company Secretary
E-mail ID: pcschirag@gmail.com

Encl.: As Above

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**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

In terms of the provisions of Section 102 of the Companies Act, 2013 ("**the Act**"), Secretarial Standard on General Meetings ("**SS-2**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the following statement sets out the material facts relating to Agenda items as set out in this Notice.

Item No. 1: To approve change in designation of Mr. Gautam Adani, Chairman and Managing Director as Executive Chairman of the Company.

The shareholders vide special resolution passed in their 23rd Annual General Meeting held on 26th July, 2022, approved the re-appointment of Mr. Gautam Adani as Chairman and Managing Director of the Company for a period of five years from 1st July, 2022. The terms and conditions of his re-appointment, including remuneration were approved by the shareholders in accordance with the provisions contained in Sections 196, 197, 198 and Schedule V and other applicable provisions of the Act.

As part of the long-term strategy, from time to time, the Company undertakes a structured transformation in role and responsibilities of the directors and senior managerial personnel including succession planning and based on recommendation of the Nomination and Remuneration Committee, the Board of Directors has considered and approved the re-designation of Mr. Gautam Adani as 'Executive Chairman' on same terms and conditions including remuneration for the remaining period of his appointment, i.e. upto 30th June, 2027.

The brief profile and other information of Mr. Gautam Adani is given in this Notice in compliance of SEBI Listing Regulations and SS- 2 on General Meeting.

This along with the relevant resolution may be treated as an abstract pursuant to Section 190 of the Act.

The Board recommends the Special Resolution at Item No. 1 of the Notice for the approval of the Members.

Except Mr. Gautam Adani, Mr. Rajesh Adani, Mr. Karan Adani and their relatives, none of the other Directors or Key Managerial Personnel or their relatives is, in anyway, concerned or interested financially or otherwise in the said resolution.

Item No. 2: To approve change in designation of Mr. Karan Adani, CEO and Whole Time Director as Managing Director of the Company.

The shareholders vide special resolution passed in their 23rd Annual General Meeting held on 26th July, 2022, approved the re-appointment of Mr. Karan Adani as Whole Time Director of the Company for a period of five years from 24th May, 2022. The terms and conditions of his re-appointment, including remuneration was approved by the shareholders in accordance with the provisions contained in Sections 196, 197, 198 and Schedule V and other applicable provisions of the Act.

As a part of long-term strategy and succession planning and based on recommendation of the Nomination and Remuneration Committee, the Board of Directors has considered and approved the re-designation of Mr. Karan Adani as 'Managing Director' on the same terms and conditions including remuneration for the remaining period of his appointment, i.e. upto 23rd May, 2027.

The brief profile and other information of Mr. Karan Adani is given in this Notice in compliance of SEBI Listing Regulations and SS- 2 on General Meeting.

The Company has received consent, intimation(s), disclosure(s) as required under the Act, and rules made thereunder from Mr. Karan Adani for considering his appointment. Mr. Karan Adani satisfies the conditions as set out in Sections 196, 197 and Schedule V to the Act, for being eligible for appointment.

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CIN: L63090GJ1998PLC034182

This along with the relevant resolution may be treated as an abstract pursuant to Section 190 of the Act.

The Board recommends the Special Resolution at Item No. 2 of the Notice for the approval of the Members.

Except Mr. Gautam Adani, Mr. Rajesh Adani, Mr. Karan Adani and their relatives, none of the other Directors or Key Managerial Personnel or their relatives is, in anyway, concerned or interested financially or otherwise in the said resolution.

Item No. 3 and 4: To appoint Mr. Ashwani Gupta, CEO as Whole Time Director of the Company.

Mr. Ashwani Gupta, CEO (DIN: 10455435) was appointed as an Additional and Whole Time Director of the Company w.e.f. 5th January, 2024 pursuant to the provisions of the Act based on the recommendation by the Nomination and Remuneration Committee. A notice in writing under Section 160 of the Act has been received by the Company from a Member signifying his intention to propose the appointment of Mr. Ashwani Gupta as a Director of the Company.

Pursuant to Regulation 17(1C) of SEBI Listing Regulations, the Company is required to take approval of Members for appointment of a person on the Board of the Company at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The brief profile and other information of Mr. Ashwani Gupta is given in this Notice in compliance of SEBI Listing Regulations and SS-2 on General Meeting.

Brief particulars of terms and conditions of the appointment:

Tenure of appointment: 3 (three) years w.e.f. 5th January, 2024.

Remuneration:

Fixed component – Rs. 9.50 crores p.a.
Variable component – Rs. 9.50 crores p.a.
Long Term Incentive – Rs. 6.00 crores p.a. (Rupees eighteen crores for the block of three years).

In addition to remuneration, he may be provided any benefit, allowances, or perquisites as may be determined by the Board of Directors or Nomination and Remuneration Committee within the overall ceiling limit of Schedule V of Act.

The overall remuneration that can be paid to Mr. Ashwani Gupta shall not exceed the maximum limit admissible under the provisions Schedule V of the Act.

In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Ashwani Gupta will be entitled to receive the remuneration, perquisites and benefits as aforesaid, subject to compliance with applicable provisions of Schedule V of the Act.

The Company has received consent, intimation(s), disclosure(s) as required under the Act, and rules made thereunder from Mr. Ashwani Gupta for considering his appointment. Mr. Ashwani Gupta satisfies the conditions as set out in Sections 196, 197 and Schedule V to the Act for being eligible for appointment. In terms of Section 164 of the Act, he is not disqualified from being appointed as Director.

Mr. Ashwani Gupta has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

This along with the relevant resolution may be treated as an abstract pursuant to Section 190 of the Act.

The Board recommends the Ordinary and Special Resolution at Item No. 3 and 4, respectively, of the Notice for the approval of the Members.

Except Mr. Ashwani Gupta and his relatives, none of the other Directors or Key Managerial Personnel or their relatives is, in anyway, concerned or interested, financially or otherwise, in the said resolution.

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CIN: L63090GJ1998PLC034182

Item No. 5: To appoint Mrs. M. V. Bhanumathi as an Independent Director of the Company.

Mrs. M. V. Bhanumathi (DIN: 10172983) was appointed as an Additional Director (Non-executive, Independent) of the Company w.e.f. 28th February, 2024 for the first term of 3 (three) years, based on recommendation of Nomination and Remuneration Committee.

Pursuant to Regulation 17(1C) of SEBI Listing Regulations, the Company is required to take approval of Members for appointment of a person on the Board of the Company at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mrs. M. V. Bhanumathi possesses the requisite skills, experience, knowledge and capabilities identified by the Board and required for the role of an Independent Director of the Company. Considering her vast experience, the Board believes that her appointment shall be in the best interest of the Company.

Mrs. M. V. Bhanumathi is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as an Independent Director for a term of 3 (three) years. The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing her candidature for appointment as an Independent Director. The Company has also received a declaration from Mrs. M. V. Bhanumathi confirming she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Further, she is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The terms and conditions for appointment of Mrs. M. V. Bhanumathi as an Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during business hours on any working day, excluding Saturday.

The brief profile and other information of Mrs. M. V. Bhanumathi is given in this Notice in compliance of SEBI Listing Regulations and SS-2 on General Meeting.

Apart from receiving Directors' remuneration as may be decided pursuant to the provisions of the Act and SEBI Listing Regulations, Mrs. M. V. Bhanumathi does not have any other pecuniary relationship with the Company.

The Board recommends the Special Resolution at Item No. 5 of the Notice for the approval of the Members.

Except Mrs. M. V. Bhanumathi and her relatives, none of the other Directors or Key Managerial Personnel or their relatives is, in anyway, concerned or interested, financially or otherwise, in the said resolution.

By order of the Board
For **Adani Ports and Special Economic Zone Ltd**

Kamlesh Bhagia
Company Secretary
Membership No.: A19198

Place: Ahmedabad
Date: 28.02.2024

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Particulars of Directors as required pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2

Mr. Gautam Adani

Name of Director and DIN	Mr. Gautam Adani (DIN: 00006273)
Age/Date of Birth	62 years / 24/06/1962
Nationality	Indian
Number of shares held	1*
Date of first appointment	26/05/1998
Qualification	S.Y. B.com
Brief Profile and Nature of expertise in specific functional areas	<p>Mr. Gautam S. Adani, the Chairman and Founder of the Adani Group, has more than 33 years of business experience. Under his leadership, Adani Group has emerged as a global integrated infrastructure player with interest across Resources, Logistics and Energy verticals.</p> <p>Mr. Adani's success is extraordinary in many ways. His journey has been marked by his ambitious and entrepreneurial vision, coupled with great vigour and hard work. This has not only enabled the Group to achieve milestones but also resulted in creation of a robust business model which is contributing towards building sound infrastructure in India.</p>
Other Directorship as on 28 th February, 2024	<ol style="list-style-type: none"> 1. Adani Enterprises Limited 2. Adani Power Limited 3. Adani Energy Solutions Limited 4. Adani Green Energy Limited 5. Adani Total Gas Limited 6. Ambuja Cements Limited 7. Adani Institute of Education and Research (Section 8 Company) 8. Adani Medicity and Research Center (Section 8 Company)
Chairmanship/Membership of the Committees of other Companies in which position of Director is held.	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Mr. Gautam S. Adani is brother of Mr. Rajesh Adani and father of Mr. Karan Adani.
Names of listed entities from which the person has resigned in past three years.	Nil
Terms and conditions of appointment/re-appointment	Re-designated as Executive Chairman w.e.f. 4 th January, 2024 till the end of his current term i.e. upto 30 th June, 2027.
Details of remuneration last drawn (FY 2022-23)	Rs. 1.80 crores
Details of remuneration sought to be paid	Salary: Rs. 1.80 crores Commission: upto 2% of Company's net profit for each financial year as calculated in accordance with Section 198 of the Companies Act, 2013.
No. of Board Meetings attended during FY 2023-24 (upto the date of this Notice)	9

*S.B. Adani Family Trust holds 71,07,53,935 shares and Mr. Gautam Adani is trustee of the said trust.

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Mr. Karan Adani

Name of Director and DIN	Mr. Karan Adani (DIN: 03088095)		
Age/Date of Birth	36 years / 07/04/1987		
Nationality	Indian		
Number of shares held	Nil		
Date of first appointment	24/05/2017		
Qualification	Degree in Economics from Purdue University, USA		
Brief Profile and Nature of expertise in specific functional areas	Mr. Karan Adani holds a bachelor's degree in economics from Purdue university. He has over 14 years of experience throughout various divisions of our Company's operations since 2009. He is responsible for the strategic development of the Adani Group and overlooks their day-to-day operations.		
Other Directorship as on 28 th February, 2024	<ol style="list-style-type: none"> 1. Ambuja Cements Limited 2. ACC Limited 3. Adani Total Private Limited 		
Chairmanship/Membership of the Committees of other Companies in which position of Director is held.	Name of the Company	Committee	Chairman/Member
	Ambuja Cements Limited	<ul style="list-style-type: none"> • Stakeholders' Relationship Committee • Corporate Social Responsibility Committee 	Member
	ACC Limited	Stakeholders' Relationship Committee	Member
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Mr. Karan Adani is son of Mr. Gautam S. Adani and nephew of Mr. Rajesh S. Adani.		
Names of listed entities from which the person has resigned in past three years.	None		
Terms and conditions of appointment/re-appointment	Re-designated as Managing Director w.e.f. 4 th January, 2024 till the end of his current term i.e. upto 23 rd May, 2027.		
Details of remuneration last drawn (FY 2022-23)	Salary: Rs. 4.64 crores* Perquisites/other benefits: Rs. 0.75 crore		
Details of remuneration sought to be paid	Salary: Rs. 6.50 crores per annum including salary, perks and other benefits (including variable pay of Rs. 2.60 crores).		
No. of Board Meetings attended during FY 2023-24 (upto the date of this Notice)	9		

*includes variable pay of FY 2021-22 disbursed in FY 2022-23.

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Mr. Ashwani Gupta

Name of Director and DIN	Mr. Ashwani Gupta (DIN: 10455435)
Age/Date of Birth	53 years / 15/09/1970
Nationality	Indian
Number of shares held	Nil
Date of first appointment	05/01/2024
Qualification	Bachelor of Engineering in Industrial Engineering, Advanced Management Program at Harvard Business School and General Management Program from INSEAD
Brief Profile and Nature of expertise in specific functional areas	<p>Mr. Ashwani Gupta is a seasoned global leader with nearly three decades of enriching experience. He has been instrumental in steering business growth in complex, multicultural, multi-location organizations with a profound and transformative impact.</p> <p>Before joining the Company, Mr. Gupta was the Global Chief Operating Officer with Nissan Motors during his tenure as Global Chief Operating Officer at the headquarters in Japan. Under his stewardship, Nissan Motors underwent a phenomenal metamorphosis, soaring an exponential upswing in operating profits from \$300 million loss to an extraordinary \$3 billion operating profits in a record time span of 3 years. His strategic prowess was the cornerstone in establishing partnerships, unveiling growth avenues, and executing key acquisitions across globe, majorly in France, Japan, and China. Notably, his astute leadership extended to spearhead the energy transition, sustainability, digital transformation leading with generative AI infusing dynamism and innovation into the automotive landscape. Concurrently, his revival strategy for Renault-Nissan alliance is a testament of his leadership foresight and strategic agility.</p> <p>Mr. Gupta's influence transcends the boardroom; he is an active mentor and catalyst for transformative success within organizations. His mentorship has groomed numerous industry leaders, fostering a culture of excellence and innovation.</p> <p>His multifaceted contributions extend to industry panels, such as the prestigious IRA, COP22, where his insights reshaped paradigms and inspired industry experts. Mr. Ashwani Gupta is also a regular speaker at esteemed institutions like Wharton Business School, Harvard Business School, and Kyoto University, commanding a position on the leader board in global business thought leadership.</p> <p>Mr. Gupta's illustrious career trajectory includes pivotal roles at Nissan, Mitsubishi, and Renault. His academic journey encompasses completion of an Advanced Management Program at Harvard Business School, a General Management Program from INSEAD, and a strong foundation in Industrial Engineering.</p> <p>Continuing to be a beacon of transformation and innovation, Mr. Ashwani Gupta epitomizes visionary leadership, reshaping organizations and driving them towards unparalleled success on the global stage.</p>
Other Directorship as on 28 th February, 2024	None

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Chairmanship/Membership of the Committees of other Companies in which position of Director is held.	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Mr. Ashwani Gupta is not related to any Directors, Manager and other Key Managerial Personnel of the Company.
Names of listed entities from which the person has resigned in past three years.	None
Terms and conditions of appointment/re-appointment	Appointed as Whole Time Director, liable to retire by rotation, for a period of 3 (three) years w.e.f. 5 th January, 2024 (refer item no. 3 & 4 of Explanatory Statement)
Details of remuneration last drawn (FY 2022-23)	Not Applicable
Details of remuneration sought to be paid	Refer item no. 3 & 4 of Explanatory Statement.
No. of Board Meetings attended during FY 2023-24 (from joining upto the date of this Notice)	1

Mrs. M. V. Bhanumathi

Name of Director and DIN	Mrs. M. V. Bhanumathi (DIN: 10172983)
Age/Date of Birth	61 years / 27/05/1962
Nationality	Indian
Number of shares held	Nil
Date of first appointment	28/02/2024
Qualification	B.Sc. & M.Sc. in Agriculture, Bachelor of Law and M. Phil in Social Sciences.
Brief Profile and Nature of expertise in specific functional areas	<p>Ms. Bhanumathi Viswanathan Melattur has 36 years of experience in public service. Joined Indian Revenue Service in the year 1987 and retired as the Director General of Income Tax Investigation of Mumbai region in May 2022. She held many prestigious positions in Government of India and represented India in many international bodies. She has served as the co-chairperson of Asia Pacific Regional Review Group for Anti Money Laundering and Counter Financing of Terrorism of the FATF and contributed in strengthening of the regulatory and policy structures of the countries in the region.</p> <p>She is currently serving as an expert adviser on Tax Crime in the panel of UNDP, Independent Director on the Board of UPL Sustainable Agri Solutions Limited and trustee in Pratham Mumbai, an educational initiative.</p> <p>Her educational qualifications are B.Sc and M.Sc degree in Agriculture from Tamil Nadu Agriculture University, Bachelor of Law from Delhi University, M Phil in Social Sciences from Punjab University and Masters Diploma in Public Administration from Indian Institute of Public Administration.</p>

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	She was a recipient of Kusumtai S.B. Chavan medal for best participation in the Advanced Programme in Public Administration and commendation letter from the then Finance Minister Late Shri Arun Jaitley for excellence in tax investigation.
Other Directorship as on 28 th February, 2024	UPL Sustainable Agri Solutions Limited
Chairmanship/Membership of the Committees of other Companies in which position of Director is held.	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	None
Names of listed entities from which the person has resigned in past three years.	None
Terms and conditions of appointment/re-appointment	Appointment as an Independent Director for the first term of 3 (three) years commencing from 28 th February, 2024 to 27 th February, 2027.
Details of remuneration last drawn (FY 2022-23)	Not applicable
Details of remuneration sought to be paid	Remuneration by way of commission as may be decided by the Board of Directors from time to time, which together with commission paid to other Non-Executive Directors shall not exceed 1% of the annual net profits of the Company for each financial year, calculated in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder. In addition, sitting fees for attending the Board/Committee meetings shall also be paid by the Company.
No. of Board Meetings attended during FY 2023-24 (upto the date of this Notice)	Not applicable