

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.: +91-79-26565555 Fax No. : +91-79-25555500

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

CIN: L63090GJ1998PLC034182

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**) read together with Rule 20 and Rule 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 and 3/2022 dated 5th May, 2022, 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 resolution set out below is proposed to be passed as Ordinary Resolution 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 resolution and the Explanatory Statement pursuant to Section 102(1) 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 have 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 'Information and Instructions for 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 Saturday, 28th January, 2023, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as **"NSDL"** 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 M/s. 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 or Company Secretary of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.adaniports.com, on the website of NSDL at www.evoting.nsdl.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

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.: +91-79-26565555 Fax No. : +91-79-25555500

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

CIN: L63090GJ1998PLC034182

The proposed resolution, 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. Saturday, 28th January, 2023.

SPECIAL BUSINESS:

- To Approve Appointment of Mr. Ranjitsinh B. Barad, IAS, Vice Chairman and Chief Executive Officer, Gujarat Maritime Board (DIN: 07559958) as a Director (Non-Executive, Non-Independent) of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 161, 152 and all other applicable provisions 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. Ranjitsinh B. Barad IAS, Vice Chairman and Chief Executive

Officer, Gujarat Maritime Board (DIN: 07559958) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 21st December, 2022 pursuant to provisions of Section 161 of the Act 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 (Non-Executive, Non-Independent) of the Company, liable to retire by rotation."

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

**Kamlesh Bhagia
Company Secretary**
Membership No. A19198

Ahmedabad, 21st December, 2022

Regd. Office:

"Adani Corporate House",
Shantigram, Near Vaishno Devi Circle,
S G Highway, Khodiyar,
Ahmedabad – 382 421.

Gujarat, India.

CIN: L63090GJ1998PLC034182

NOTES:

- 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 Special Business in respect of item no. 1 as set out above is annexed hereto and forms part of this Notice.
- 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 December, 2022 (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
- 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.

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.: +91-79-26565555 Fax No. : +91-79-25555500

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

CIN: L63090GJ1998PLC034182

4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules, as amended from time to time and the SEBI Listing Regulations and Secretarial Standard (**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/e-voting. The instructions for e-voting are provided as part of this Notice.
 5. Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may visit RTA's website www.linkintime.co.in and in the Investor Services tab, follow the registration process as guided therein. In case of any query, a Member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in or contact at 022-49186270.
 6. It is clarified that for permanent registration of e-mail address, the Members are 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 Members/beneficiary owners shall be reckoned on the shares held by them as on Friday, 23rd December, 2022, being the Cut-off date for the purpose. The Members of the Company holding shares either in dematerialized 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 evoting@nsdl.co.in.
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 Friday, 30th December, 2022 (9.00 a.m. IST) and ends on Saturday, 28th January, 2023 (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 resolution, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be Saturday, 28th January, 2023. The resolution passed by the Members through Postal Ballot is 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 National Securities Depository Limited ("NSDL") at www.evoting.nsdl.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 Friday, 30th December, 2022 (9.00 a.m. IST) and ends on Saturday, 28th January, 2023 (5.00 p.m. IST). During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) viz. Friday, 23rd December, 2022, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 and the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its Members, in respect of all Members' resolutions. Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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 Members.
- (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.
- (v) Process and manner for Members opting for voting through electronic means:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual Members holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020, on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	Existing IDeAS user can visit the e-Services website of NSDL Viz. eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e.

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.: +91-79-26565555 Fax No. : +91-79-25555500
Website: www.adaniports.com Email Id: investor.apsezi@adani.com
CIN: L63090GJ1998PLC034182

NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

If you are not registered for IDeAS e-Services, option to register is available at eservices.nsd.com. Select "**Register Online for IDeAS Portal**" or click at eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsd.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 Members' section. A new screen 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 i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Members holding securities in demat mode with CDSL

Existing users who have opted for CDSL Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then use your existing my easi username and password.

After successful login, the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the e-voting period. Additionally, there are also links provided to access the system of all e-voting service provider, so that the user can visit the e-voting service provider's website.

If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and new systems Myeasi tab and then click on registration option.

Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.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.: +91-79-26565555 Fax No. : +91-79-25555500
Website: www.adaniports.com Email Id: investor.apsezl@adani.com
CIN: L63090GJ1998PLC034182

	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 provided links for the respective e-voting Service Provider i.e. NSDL where the e-Voting is in progress.
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members 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
Individual Members 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.

B) Login Method for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

Step-1 : How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at eservices.nsdl.com with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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.: +91-79-26565555 Fax No. : +91-79-25555500
Website: www.adaniports.com Email Id: investor.apsezl@adani.com
CIN: L63090GJ1998PLC034182

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Members other than Individual Members are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those Members whose email ids are not registered.

6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

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.: +91-79-26565555 Fax No. : +91-79-25555500
Website: www.adaniports.com Email Id: investor.apsezl@adani.com
CIN: L63090GJ1998PLC034182

9. After you click on the "Login" button, Home page of e-Voting will open

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in progress.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcschirag@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.

Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of Members, 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 investor.apsezl@adani.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.apsezl@adani.com. If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual Members holding securities in demat mode.

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.: +91-79-26565555 Fax No. : +91-79-25555500

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

CIN: L63090GJ1998PLC034182

-
- Alternatively, Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 - In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 Tel No.: +91 22 4918 6270
e-Voting Agency	National Securities Depository Limited E-mail ID: evoting@nsdl.co.in Phone : +91 22 2499 4890
Scrutinizer	CS Chirag Shah Practicing Company Secretary E-mail ID: pcschirag@gmail.com

Encl.: As Above

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.: +91-79-26565555 Fax No. : +91-79-25555500
Website: www.adaniports.com Email Id: investor.apsezl@adani.com
CIN: L63090GJ1998PLC034182

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 Item no. 1 of this Notice:

Item No. 1 – To approve the appointment of Mr. Ranjitsinh B. Barad, IAS, Vice Chairman and Chief Executive Officer, Gujarat Maritime Board (DIN: 07559958) as a Director (Non-Executive, Non-Independent) of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Mr. Ranjitsinh B. Barad, IAS, Vice Chairman and Chief Financial Officer, Gujarat Maritime Board (DIN: 07559958) as an Additional Director of the Company with effect from 21st December, 2022, subject to approval of Members of the Company.

The Company has received (i) a consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) an intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act from Mr. Ranjitsinh B. Barad, IAS. He does not hold any equity share of the Company.

The Company has also received a notice under Section 160 of the Act from a member proposing candidature of Mr. Ranjitsinh B. Barad, IAS for the office of a Director of the Company.

As per Regulation 17(1C) SEBI Listing Regulations, effective from 1st January, 2022, 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. Therefore, the Company is seeking the approval of Members by way of Postal Ballot.

Brief profile and other details of Mr. Ranjitsinh B. Barad, IAS are provided in the **annexure** to the Notice pursuant to the provision of SEBI Listing Regulations and SS-2, issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Ordinary Resolution as set out in this Notice, for approval by the Members of the Company.

Mr. Ranjitsinh B. Barad, IAS is deemed to be interested in the said resolution as it relates to his appointment.

None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the resolution, as set out in this Notice.

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

**Kamlesh Bhagia
Company Secretary**
Membership No. A19198

Ahmedabad, 21st December, 2022

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

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.: +91-79-26565555 Fax No. : +91-79-25555500

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

CIN: L63090GJ1998PLC034182

ANNEXURE TO NOTICE

Details of Directors seeking Appointment

Name of Director	Mr. Ranjitsinh B. Barad, IAS (DIN: 07559958)
Age, Date of Birth	58 years, 01/09/1964
Nationality	Indian
Number of shares held	Nil
Date of first appointment	21 st December, 2022
Qualification	LLB, Masters in Labour Welfare, IAS
Brief Profile and Nature of expertise in specific functional areas	<p>Mr. Ranjitsinh B. Barad is an IAS officer of the 2006 batch and Vice Chairman and Chief Executive Officer of Gujarat Maritime Board.</p> <p>He has done his Bachelor of Commerce, Masters in Labour Welfare and Bachelor of Laws. He started his career in civil services as an Additional District Magistrate, Surat in Gujarat. He has served as Chief Executive officer - VUDA, Dy. Municipal Commissioner - Ahmedabad, Municipal Commissioner - Jamnagar and Collector - Mahisagar. He has also worked at Vadodara as a Collector.</p> <p>At present, he is Chairman of Gujarat Pollution Control Board and holding additional charge of Vice Chairman & Chief Executive Officer, Gujarat Maritime Board.</p>
Other Directorship as on 20 th December, 2022	<ol style="list-style-type: none"> 1. Gujarat Ports Infrastructure and Development Company Limited 2. Swan LNG Private Limited 3. Gujarat Port and Logistics Company Limited
Chairmanship/ Membership of the Committees of other Companies in which position of Director is held.	Gujarat Ports Infrastructure and Development Company Limited – Audit Committee (Member).
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Nil
Names of listed entities from which the person has resigned in past three years.	Nil