

Ref No: APSEZL/SECT/2024-25/3

April 3, 2024

BSE Limited National Stock Exchange of India Limited

Floor 25, P J Towers, Exchange Plaza,

Dalal Street, Bandra Kurla Complex,

Mumbai – 400 001 Bandra (E), Mumbai – 400 051

Scrip Code: 532921 Scrip Code: ADANIPORTS

Sub: Voting results and scrutinizer's report on Postal Ballot.

Dear Sir / Madam,

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, details of voting results and scrutinizer's report on the Postal Ballot conducted by the Company.

The Company had provided e-voting facility to Members through Central Depository Services (India) Limited. The e-voting period commenced from Monday, March 4, 2024 (9:00 am IST) and ended on Tuesday, April 2, 2024 (5:00 pm IST).

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



Result of Postal Ballot

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), also read with the 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'), the approval of shareholders was sought by postal ballot as per details furnished in the Postal Ballot Notice dated February 28, 2024, sent to all shareholders of the Company, on the following proposals for passing Ordinary and Special Resolution by way of postal ballot only by voting through electronic means.

- 1. To approve change in designation of Mr. Gautam Adani, Chairman and Managing Director as Executive Chairman of the Company.
- 2. To approve change in designation of Mr. Karan Adani, CEO and Whole Time Director as Managing Director of the Company.
- 3. To appoint Mr. Ashwani Gupta as Director of the Company, liable to retire by rotation.
- 4. To appoint Mr. Ashwani Gupta, CEO as Whole Time Director of the Company.
- 5. To appoint Mrs. M.V. Bhanumathi as an Independent Director of the Company.

Mr. Chirag Shah, a Practicing Company Secretary who was appointed as the scrutinizer for conducting postal ballot process in a fair and transparent manner, submitted his report on the postal ballot.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, details regarding postal ballot are as follows:

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



1	Date of Annual General Meeting/Extra Ordinary General	Not Applicable
	Meeting	
2	Date of Postal Ballot Notice	February 28, 2024
3	Total number of shareholders on record date	10,07,588
4	Number of shareholder present in the meeting either in	
	person or through proxy:	
	Promoters and Promoter Group:	Not Applicable
	Public:	Not Applicable
5	Number of shareholders attended meeting through	
	video conferencing:	
	Promoters and Promoter group:	Not Applicable
	Public:	Not Applicable

On the basis of the report received from Mr. Chirag Shah, Practicing Company Secretary and scrutinizer, since ~99.57%, ~98.67%, ~99.79%, ~98.62% and ~100.00% of total votes polled are in favour of the above-mentioned Resolution no. 1, 2, 3, 4 and 5 respectively, the said resolutions are duly passed as Ordinary and Special Resolutions as mentioned in the notice dated February 28, 2024, with requisite majority, as per Annexure I.

Thanking you,

Yours faithfully,

For Adani Ports and Special Economic Zone Limited

Kamlesh Bhagia Company Secretary



CHIRAG SHAH & ASSOCIATES

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

Off. S.G. Highway, Ahmedabad - 382 481. Ph.: 079-40020304, 6358790040/41/42

E-mail: chi118 min@yahoo.com

Scrutinizer Report on Remote E-Voting in Respect of Resolutions Proposed through Postal Ballot [Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rule 2014]

To,
The Chairman
Adani Ports and Special Economic Zone Limited
"Adani Corporate House", Shantigram, Near Vaishno Devi
Circle, S G Highway, Khodiyar, Ahmedabad – 382 421,
Gujarat, India.

Dear Sir,

Re: Report of Scrutinizer on passing of resolution through Postal Ballot only by way of remote Evoting of Adami Ports and Special Economic Zone Limited ("the Company")

- 1. The Board of Directors of the Company, by Resolution passed on February 28, 2024 has appointed us as Scrutinizer for conducting the postal ballot (e-voting process) for passing the resolutions as set out in the Notice of Postal Ballot dated February 28, 2024.
- 2. In terms of the Circular No. No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated 28 September, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September, 25, 2023 (collectively referred to as the "MCA Circulars") the Company had sent this postal ballot notice in electronic form only. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelopes were not sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote evoting system only. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company had made arrangement for registration of email addresses in terms of the MCA Circulars. The Notice had also been placed on website of the Company at www.adaniports.com and e-voting website at www.evotingindia.com and was also available on the website of stock exchanges at www.bseindia.com and www.nseindia.com



- 3. We submit our report as under:
- The Notice of Postal Ballot dated February 28, 2024 alongwith the statement under Section 102 of the Companies Act, 2013 setting out all material facts in respect of the resolutions mentioned therein was sent electronically by email to the members whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on February 23, 2024 in compliance with the above referred MCA Circulars.
- If The Company has completed the dispatch of Postal Ballot Notice by email on March 01, 2024. In accordance with the MCA Circulars, no physical ballot notice was dispatched to the Members. The Company has also published Newspaper Advertisement in The Indian Express (English) and Financial Express (Gujarati) respectively, regarding dispatch of Notice of Postal Ballot alongwith Remote E-voting Information and containing all the matters required under Companies Act, 2013 and relevant rules on, March 02, 2024.
- 4. The Company has offered E-voting through Central Depository Services (India) Limited ("CDSL") and the report contains the details of remote e-voting only.
- 5. The facility of remote e-voting remained open from 9.00 a.m. on Monday, March 04, 2024 and ended at 5.00 p.m. on Tuesday, April 02, 2024.
- 6. We have unblocked the votes cast through remote E-voting in the presence of Mr. Raimeen Maradiya and Ms. Charmi Shah who are not in the employment of the Company. Thereafter, the details containing, inter-alia the list of members who voted "For" or "Against" the resolutions were derived from the report generated from the evoting website of CDSL i.e. https://www.evotingindia.com/.
- 7. A Summary of postal ballot through remote e-voting is given below:



Resolution No. 1:

To approve change in designation of Mr. Gautam Adani, Chairman and Managing Director as Executive Chairman of the Company. (Special Resolution).

Partic	ulars	No. of Postal Ballot Forms / E-voting	No. of shares	% of Total Paid Up Equity Capital	% of total votes polled
a)	Voting exercised through E- Voting*	2764	1953846979	90.45%	100.00%
b)	E-Voting ballot with assent (favour) for the Resolution	2609	1942433727	89.92%	99.57%
c)	E-Voting ballot dissent (against) for the Resolution	154	8417462	-0.39%	0.43%
d)	E-Voting ballot Abstained from voting	1	100	0.00%	0.00%
e)	Total valid votes exercised (b+c)	2763	1950851189	90.31%	100.00%
Total Electro	Ballot with ASSENT in onic mode	2609	1942433727	89.92%	99.57%
Total Electro	Ballot with DISSENT in onic mode	154	8417462	0.39%	0.43%

Since total votes polled in favour of the resolution is 99.57% and total votes polled against the resolution is 0.43%, resolution has been passed as Special Resolution.



^{*5} equity share holders less voted by 2995690 shares.

Resolution No. 2:

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

Partic	ulars	No. of Postal Ballot Forms / E-voting	No. of shares	% of Total Paid Up Equity Capital	% of total votes polled
a)	Voting exercised through E- Voting	2764	1953846979	90.45%	100.00%
b)	E-Voting ballot with assent (favour) for the Resolution	2569	1924992956	89.11%	98.67%
c)	E-Voting ballot dissent (against) for the Resolution	195	25857957	1.20%	1.33%
d)	E-Voting ballot Abstained from voting	6	376	0.00%	0.00%
e)	Total valid votes exercised (b+c)	2758*	1950850913	90.31%	100.00%
Total Electro	Ballot with ASSENT in onic mode	2569	1924992956	89.11%	98.67%
Total Electro	Ballot with DISSENT in onic mode	195	25857957	1.20%	1.33%

Since total votes polled in favour of the resolution is 98.67% and total votes polled against the resolution is 1.33%, **resolution has been passed as Special Resolution.**



^{*}Out of the aforesaid equity shareholders who voted for the resolution and against the resolution, respectively, 6 equity shareholders have partially voted for the resolution and partially against the resolution. Therefore, for the purpose of numbers the said 6 equity shareholders have been considered only once. Thus, 2758 equity shareholders in number (2569+195= 2764 - 6 = 2758) voted during the remote e-voting.

⁵ equity share holders less voted by 2995690 shares.

Resolution No. 3:

To appoint Mr. Ashwani Gupta, CEO as Director of the Company, liable to retire by rotation. (Ordinary Resolution).

Partic	ulars	No. of Postal Ballot Forms / E-voting	No. of shares	% of Total Paid Up Equity Capital	% of total votes polled
a)	Voting exercised through E- Voting	90.45%	100.00%		
b)	E-Voting ballot with assent (favour) for the Resolution	2611	1946822852	90.12%	99.79%
c)	E-Voting ballot dissent (against) for the Resolution	144	4027732	0.19%	0.21%
d)	E-Voting ballot Abstained from voting	10	705	0.00%	0.00%
e)	Total valid votes exercised (b+c)	2754*	1950850584	90.31%	100.00%
Total Electro	Ballot with ASSENT in onic mode	2611	1946822852	90.12%	99.79%
Total Electro	Ballot with DISSENT in onic mode	144	4027732	0.19%	0.21%

Since total votes polled in favour of the resolution is 99.79% and total votes polled against the resolution is 0.21%, **resolution has been passed as Ordinary Resolution.**

5 shareholders less voted by 2995690 shares.

^{*}Out of the aforesaid equity shareholders who voted for the resolution and against the resolution, respectively, 1 equity shareholders have partially voted for the resolution and partially against the resolution. Therefore, for the purpose of numbers the said 1 equity shareholders have been considered only once. Thus, 2754 equity shareholders in number (2611+144= 2755 - 1 = 2754) voted during the remote e-voting.

Resolution No. 4:
To appoint Mr. Ashwani Gupta, CEO as Whole Time Director of the Company.
(Special Resolution)

Partic	ulars	No. of Postal Ballot Forms / E-voting	No. of shares	% of Total Paid Up Equity Capital	% of total votes polled
a)	Voting exercised through E- Voting	2764	1953846979	90.45%	100.00%
b)	E-Voting ballot with assent (favour) for the Resolution	2519	1923960748	89.07%	98.62%
c)	E-Voting ballot dissent (against) for the Resolution	242	26889896	1.24%	1.38%
d)	E-Voting ballot Abstained from voting	8	645	0.00%	0.00%
e)	Total valid votes exercised (b+c)	2756*	1950850644	90.31%	100.00%
Total Electro	Ballot with ASSENT in onic mode	242	1923960748	89.07%	98.62%
Total Electro	Ballot with DISSENT in onic mode	8	26889896	1.24%	1.38%

Since total votes polled in favour of the resolution is 98.62% and total votes polled against the resolution is 1.38%, resolution has been passed as Special Resolution.

5 equity share holders less voted for 2995690 shares

^{*}Out of the aforesaid equity shareholders who voted for the resolution and against the resolution, respectively, 5 equity shareholders have partially voted for the resolution and partially against the resolution. Therefore, for the purpose of numbers the said 5 equity shareholders have been considered only once. Thus, 2756 equity shareholders in number (2519+242=2761-5=2756) voted during the remote e-voting.

Resolution No. 5:

To appoint Mrs. M. V. Bhanumathi as an Independent Director of the Company. (Special Resolution)

Particu	ulars	No. of Postal Ballot Forms / E-voting	No. of shares	% of Total Paid Up Equity Capital	% of total votes polled
a)	Voting exercised through E- Voting*	2764	1953846979	90.45%	100.00%
b)	E-Voting ballot with assent (favour) for the Resolution	2626	1950824350	90.31%	100.00%
c)	E-Voting ballot dissent (against) for the Resolution	131	26478	0.00%	0.00%
d)	E-Voting ballot Abstained from voting	7	461	0.00%	0.00%
e)	Total valid votes exercised (b+c)	2757	1950850828	90.31%	100.00%
Total Electro	Ballot with ASSENT in onic mode	2626	1950824350	90.31%	100.00%
Total Electro	Ballot with DISSENT in onic mode	131	26478	0.00%	0.00%

Since total votes polled in favour of the resolution is 100.00% and total votes polled against the resolution is 0.00%, **resolution has been passed as Special Resolution.**



^{*5} equity share holders less voted by 2995690 shares.

- 8. You may accordingly declare the results of the voting by postal ballot only by way remote E-voting.
- 9. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Resolutions passed by way of Postal Ballot and the same will be handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

For, Chirag Shah and Associates

Company Secretaries

Chirag Shah

Partner

FCS No.5545, CP No. 3498

Place: Ahmedabad Date: 03/04/2024

UDIN: F005545F000015951 Peer Review Cer. No. 704/2020 **Counter Signed by**

Adani Ports and Special Economic Zone Limited

Kamlesh Bhagia Company Secretary

Membership No. : A19198

Resolution No. 1:

Resolution R	Required : (S	pecia	al)	To approve change in designation of Mr. Gautam Adani, Chairman and Managing Director as Executive Chairman of the Company.						
Whether printerested in	•		ter group are olution?	NO						
Category	Mode of Voting		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
			[1]	[2]	[3]={[2]/[1]}* 100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]}* 100	
Promoter	Remote Voting	E-	1423376085	1423346083	99.9979	1423346083	0	100.0000	0.0000	
and Promoter	E-voting AGM	at		0	0.0000	0	0	0.0000	0.0000	
Group	Postal Ball	lot		0	0.0000	0	0	0.0000	0.0000	
	Total			1423346083	99.9979	1423346083	0	100.0000	0.0000	
	Remote Voting	E-		527232963	91.1339	518821327	8411636	98.4046	1.5954	
Public Institutions	E-voting AGM	at	578525731	0	0.0000	0	0	0.0000	0.0000	
	Postal Ball	lot		0	0.0000	0	0	0.0000	0.0000	
	Total			527232963	91.1339	518821327	8411636	98.4046	1.5954	
	Remote Voting	E-		272143	0.1720	266317	5826	97.8592	2.1408	
Public Non Institutions	E-voting AGM	at	158237129	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot			0	0.0000	0	0	0.0000	0.0000	
	Total			272143	0.1720	266317	5826	97.8592	2.1408	
Total			2160138945	1950851189	90.3114	1942433727	8417462	99.5685	0.4315	

Resolution No. 2:

Resolution R	Required : (Sp	pecia	1)	• •	To approve change in designation of Mr. Karan Adani, CEO and Whole Time Director as Managing Director of the Company.							
Whether printerested in	•		er group are lution?	NO								
Category	Mode of Voting		No. of shares held	polled Polled outstan	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled			
			[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100			
Promoter	Remote Voting	E-	1423376085	1423346083	99.9979	1423346083	0	100.0000	0.0000			
and Promoter	E-voting AGM	at		0	0.0000	0	0	0.0000	0.0000			
Group	Postal Ballot			0	0.0000	0	0	0.0000	0.0000			
	Total			1423346083	99.9979	1423346083	0	100.0000	0.0000			
	Remote Voting	E-		527232963	91.1339	501382441	25850522	95.0969	4.9031			
Public Institutions	E-voting AGM	at	578525731	0	0.0000	0	0	0.0000	0.0000			
	Postal Ballo	ot		0	0.0000	0	0	0.0000	0.0000			
	Total			527232963	91.1339	501382441	25850522	95.0969	4.9031			
	Remote Voting	E-		271867	0.1718	264432	7435	97.2652	2.7348			
Public Non Institutions	E-voting AGM	at	158237129	0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot			0	0.0000	0	0	0.0000	0.0000			
	Total			271867	0.1718	264432	7435	97.2652	2.7348			
Total			2160138945	1950850913	90.3114	1924992956	25857957	98.6745	1.3255			

Resolution No. 3:

Resolution F	Required : (O	rdina	ry)	To appoint Mr.	Ashwani Gupta	as Director of t	he Company,	liable to retire b	y rotation.
Whether printerested in			er group are lution?	NO					
Category	Mode of Voting		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100
Promoter	Remote Voting	E-	1423376085	1423346083	99.9979	1423346083	0	100.0000	0.0000
and Promoter	E-voting AGM	at		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ball	ot		0	0.0000	0	0	0.0000	0.0000
	Total			1423346083	99.9979	1423346083	0	100.0000	0.0000
	Remote Voting	E-		527232963	91.1339	523210838	4022125	99.2371	0.7629
Public Institutions	E-voting AGM	at	578525731	0	0.0000	0	0	0.0000	0.0000
	Postal Ball	ot		0	0.0000	0	0	0.0000	0.0000
	Total			527232963	91.1339	523210838	4022125	99.2371	0.7629
	Remote Voting	E-		271538	0.1716	265931	5607	97.9351	2.0649
Public Non Institutions	E-voting AGM	at	158237129	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot			0	0.0000	0	0	0.0000	0.0000
	Total			271538	0.1716	265931	5607	97.9351	2.0649
Total			2160138945	1950850584	90.3113	1946822852	4027732	99.7935	0.2065

Resolution No. 4:

Resolution R	Required : (Spo	ecia	1)	To appoint Mr. Ashwani Gupta, CEO as Whole Time Director of the Company.							
	romoter/ pro n the agenda/i		er group are lution?	NO							
Category	Mode of Voting		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled		
			[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100		
Promoter	Remote Voting	E-	1423376085	1423346083	99.9979	1423346083	0	100.0000	0.0000		
and Promoter	E-voting AGM	at		0	0.0000	0	0	0.0000	0.0000		
Group	Postal Ballot	t		0	0.0000	0	0	0.0000	0.0000		
	Total			1423346083	99.9979	1423346083	0	100.0000	0.0000		
	Remote Voting	E-		527232963	91.1339	500350774	26882189	94.9013	5.0987		
Public Institutions	E-voting AGM	at	578525731	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	t		0	0.0000	0	0	0.0000	0.0000		
	Total			527232963	91.1339	500350774	26882189	94.9013	5.0987		
	Remote Voting	E-		271598	0.1716	263891	7707	97.1624	2.8376		
Public Non Institutions	E-voting AGM	at	158237129	0	0.0000	0	0	0.0000	0.0000		
-	Postal Ballot			0	0.0000	0	0	0.0000	0.0000		
	Total			271598	0.1716	263891	7707	97.1624	2.8376		
Total			2160138945	1950850644	90.3114	1923960748	26889896	98.6216	1.3784		

Resolution No. 5:

Resolution R	Required : (Specia	al)	To appoint Mrs.	M.V. Bhanuma	thi as an Indeper	ndent Directo	r of the Compan	y.
•	romoter/ promo n the agenda/res	• •	NO					
Category	Mode of Voting	No. of shares held	No. of votes polled		Votes -	% of Votes in favour on votes polled	% of Votes against on votes polled	
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	against on votes polled [7]={[5]/[2]} *100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
Promoter	Remote E- Voting	1423376085	1423346083	99.9979	1423346083	0	100.0000	0.0000
and Promoter	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1423346083	99.9979	1423346083	0	100.0000	0.0000
	Remote E- Voting		527232963	91.1339	527215213	17750	99.9966	0.0034
Public Institutions	E-voting at AGM	578525731	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		527232963	91.1339	527215213	17750	99.9966	0.0034
	Remote E- Voting		271782	0.1718	263054	8728	96.7886	3.2114
Public Non Institutions	E-voting at AGM	158237129	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	_	0	0.0000	0	0	0.0000	0.0000
	Total		271782	0.1718	263054	8728	96.7886	3.2114
Total		2160138945	1950850828	90.3114	1950824350	26478	99.9986	0.0014

For, Adani Ports and Special Economic Zone Limited