

Notice

NOTICE is hereby given that the 20th Annual General Meeting of Adani Ports and Special Economic Zone Limited will be held on Tuesday, August 6, 2019 at 10:30 a.m. at H.T. Parekh Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015 to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended on March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Final Dividend on Equity Shares for the financial year 2018-19.
3. To declare Dividend on Preference Shares for the financial year 2018-19.
4. To appoint a Director in place of Mr. Rajesh S. Adani (DIN: 00006322), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

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

"RESOLVED THAT Mr. Mukesh Kumar, IAS (DIN: 06811311), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f October 23, 2018 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting 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 a Director of the Company liable to retire by rotation."

6. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Nirupama Rao (DIN: 06954879), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f April 22, 2019 pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting 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 liable to retire by rotation, for a term of five consecutive years commencing w.e.f April 22, 2019."

7. To consider and if thought fit, 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 ("Act") and the rules made thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Prof. G. Raghuram (DIN: 01099026), who was appointed as an Independent Director and who hold office upto August 8, 2019 and who is eligible for re-appointment 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years w.e.f August 9, 2019."

8. To consider and if thought fit, 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 ("Act") and the rules made thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. G. K. Pillai (DIN: 02340756), who was appointed as an Independent Director and who hold office upto August 8, 2019 and who is eligible for re-appointment 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years w.e.f August 9, 2019."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and

other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the requisite approvals, if any required, approval of the Company be and is hereby accorded for the re-appointment of Dr. Malay Mahadevia (DIN: 00064110) as a Whole Time Director of the Company, for a period of five years w.e.f. May 15, 2019, on the terms and conditions including terms of remuneration as set out in the explanatory statement attached hereto and forming part of this notice with a liberty to 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) to alter and vary the terms and conditions of the said appointment and/or remuneration so as the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Act including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board and Dr. Malay Mahadevia without any further reference to the Company in General Meeting."

"RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Act, wherein any financial year the Company has no profits or inadequate profit, Dr. Malay Mahadevia 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 of the Act, the Board be and is hereby authorised to vary and alter the terms of re-appointment including salary, perks and other benefits payable to Dr. Malay Mahadevia within such prescribed limit or ceiling as agreed by and between

the Board and Dr. Malay Mahadevia without any further reference to the Company in General Meeting."

"RESOLVED FURTHER THAT the Board of Directors or its Committee thereof be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT in accordance with the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for payment of commission to the non-executive director(s) including Independent Director(s) of the Company who is/are neither in the whole time employment nor Managing Director, in addition to sitting fees being paid to them for attending the meeting of the Board and its committees, a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, for a period of 5 years from the financial year commencing from April 1, 2020, in such manner and up to such extent as the Board of Directors of the Company may, from time to time, determine."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take all actions and do all such deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

By order of the Board of Directors

Place: Ahmedabad
Date: June 4, 2019

Registered Office:

"Adani House",
Nr. Mithakhali Six Roads,
Navrangpura,
Ahmedabad - 380009,
Gujarat, India
CIN: L63090GJ1998PLC034182

Kamlesh Bhagia
Company Secretary

NOTES:**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

3. Information regarding appointment / re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 ("Act") and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is annexed hereto.
4. The Register of members and share transfer books of the Company will remain closed from Tuesday, July 30, 2019 to Tuesday, August 6, 2019 (both days inclusive) to determine entitlement of the members to receive dividend for the year 2018-19.
5. Members seeking any information with regard to accounts are requested to write to the Company atleast 10 days before the meeting so as to enable the management to keep the information ready.
6. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between 11.00 a.m. to 1.00 p.m. prior to date of Annual General Meeting ("AGM").
7. Members are requested to bring their copy of Annual Report at the meeting
8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialised form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. In terms of Section 72 of the Act, nomination facility is available to individual members holding shares in the physical form. The members, who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
10. The balance lying in the unpaid dividend account of the Company in respect of final dividend declared for the financial year 2011-12 will be transferred to the Investor Education and Protection Fund of the Central Government by October, 2019. Members who have not encashed their dividend warrants pertaining to the said year may approach the Company or its share transfer agent for obtaining payments thereof by September, 2019.
11. Pursuant to regulation 44(6) of the Listing Regulations, as amended, the Company is providing facility of one-way live webcast of the proceedings of AGM. Members who are entitled to participate in the AGM can view the proceedings of AGM by logging on the e-voting website of CDSL at www.evotingindia.com using their remote e-voting credentials, provided for e-voting.
12. The route map showing directions to reach the venue of the 20th AGM is annexed.
13. Process and manner for members opting for voting through Electronic means:
 - i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulations, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of Central Depository Services (India) Limited ("remote e-voting").
 - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, July 30, 2019, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 - iii. A person who has acquired the shares and has become a member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. Tuesday, July 30, 2019, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper or Tab at the AGM by following the procedure mentioned in this part.
 - iv. The remote e-voting will commence on Friday, August 2, 2019 at 9.00 a.m. and will end on Monday, August 5, 2019 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Tuesday, July 30, 2019, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and

the remote e-voting module shall be disabled for voting by CDSL thereafter.

- v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The facility for voting through Poll Paper or Tab would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper or Tab. The members who have already cast their vote by remote e-voting prior to the

meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.

- vii. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Tuesday, July 30, 2019.
- viii. The Company has appointed CS Chirag Shah, Practising Company Secretary (Membership No. FCS: 5545; CP No: 3498), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.
- ix. The procedure and instructions for remote e-voting are, as follows:

Step 1 : Open your web browser during the voting period and log on to the e-voting website: www.evotingindia.com.

Step 2 : Now click on "Shareholders" to cast your votes.

Step 3 : Now, fill up the following details in the appropriate boxes:

User-ID	a. For CDSL: 16 digits beneficiary ID
	b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
	c. Members holding shares in physical form should enter the Folio Number registered with the Company.

Step 4 : Next, enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to then your existing password is to be used.

Step 5 : If you are a first time user follow the steps given below:

For members holding shares in demat form and physical form:	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
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. 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 as mentioned in Step 3.

Step 6 : After entering these details appropriately, click on "SUBMIT" tab.

Step 7 : Members holding shares in physical form will then directly reach the Company selection screen. However, first time user 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 can also be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that the 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.

If Demat account holder has forgotten the changed password then Enter the user ID and the image verification code and click on Forgot Password and enter the details as prompted by the System.

Step 8 : For members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

Step 9 : Click on EVSN of the Company.

- Step 10 : On the voting page, you will see Resolution Description and against the same, the option "YES/NO" for voting. Select the relevant option as desired YES or NO and click to submit.
- Step 11 : Click on the resolution file link if you wish to view the entire Notice.
- Step 12 : 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. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- Step 13 : You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- Step 14 : Instructions for Non – Individual Members and Custodians:
- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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, user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- x. Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.adaniports.com and on the website of CDSL i.e www.cdslindia.com within forty eight hours of the passing of the Resolutions at the 20th AGM of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
- xii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details:

Company	: Adani Ports and Special Economic Zone Limited Regd. Office: "Adani House ", Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad-380 009, 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-400083, Maharashtra, India Phone: +91-22-49186270 Fax: +91-22-49186060
e-Voting Agency	: Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com Phone : +91-22-22723333/8588
Scrutinizer	: CS Chirag Shah Practising Company Secretary E-mail ID: pcschirag@gmail.com

Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

For Item No. 5

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on October 23, 2018 appointed Mr. Mukesh Kumar, IAS as an Additional Director of the Company. According to the provisions of Section 161 of the Companies Act 2013 ("Act"), he holds office as Director up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Act, notice has been received from a member signifying its intention to propose the appointment of Mr. Mukesh Kumar, IAS as a Director.

Mr. Mukesh Kumar is an IAS Officer of 1996 batch. He holds B.Tech in Electrical Engineering from the Indian Institute of Technology (Kanpur) and Executive Masters in Public Administration from the Maxwell School, Syracuse University, USA.

Mr. Mukesh Kumar, IAS is Vice Chairman and Chief Executive Officer of Gujarat Maritime Board. He started his career in civil services as Assistant Collector (Vadodara) and brings with him over 20 years of professional experience in the public administration. Demonstrating a mix of sector vision and business acumen, Mr. Mukesh Kumar has had eminent tenures as Collector of The Dangs (Ahwa), Municipal Commissioner at Bhavnagar, Rajkot and Ahmedabad, Managing Director of Industrial Extension Bureau & Gujarat State Project Director of Universal Education Mission, Director of (Integrated Child Development Scheme-ICDs) and Commissioner of Schools. In all these positions, he has received much acclaim for making noteworthy regulatory, development and strategic initiatives for improvement in administrative efficiency and public welfare.

Mr. Mukesh Kumar, IAS is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Brief resume and other details of Mr. Mukesh Kumar, IAS are provided in annexure to the Notice pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board of Directors recommends the said resolution for your approval.

Mr. Mukesh Kumar, 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 any way, concerned or interested in the said resolution.

For Item No. 6

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors vide circular resolution dated April 22, 2019 appointed Mrs. Nirupama Rao as an Additional Director and also as Independent Director, for a

term of five years w.e.f April 22, 2019, subject to approval of the members.

Pursuant to the provisions of Section 161 of the Companies Act 2013 ("Act"), she holds office as Director up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Act, a notice has been received from a member signifying its intention to propose the appointment of Mrs. Nirupama Rao as a Director.

Ms. Nirupama Rao is a post graduate in English Literature. She was also a Fellow at Harvard University, Fellow at Brown University, a Jawaharlal Nehru Fellow and a recipient of the degree of Doctor of Letters (Honoris Causa) from the Pondicherry University. She was conferred with the Vanitha Ratna by the Government of Kerala in 2016. She is currently a Global Fellow of The Wilson Center in Washington D.C. and a Councillor of the World Refugee Council.

A career diplomat from the Indian Foreign Service from 1973 to 2011, she served the Government of India in several important positions including that of the Foreign Secretary of India. She has represented India in several countries during her career and was the first Indian woman to be appointed High Commissioner to Sri Lanka and Ambassador to China. She was also the first woman spokesperson of the Ministry of External Affairs. After her retirement, she was appointed as the Ambassador of India to the United States for a tenure of two years from 2011 to 2013.

Mrs. Nirupama Rao has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, she fulfils the conditions specified in the Act read with rules made thereunder for appointment as an Independent Director and she is independent of the management.

Mrs. Nirupama Rao is not disqualified from being appointed as Director in terms of Section 164 of the Act.

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

Brief resume and other details of Mrs. Nirupama Rao are provided in annexure to the Notice pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board of Directors recommends the said resolution for your approval.

Mrs. Nirupama Rao is deemed to be interested in the said resolution as it relates to her appointment. None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

For Item No. 7

Prof. G. Raghuram was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act") and rules made thereunder. He holds office as an Independent Director of the Company upto August 8, 2019.

The Board, based on the performance evaluation and as per the recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contributions, the continued association of Prof. G. Raghuram would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has recommended the re-appointment of Prof. G. Raghuram as an Independent Director, for a second term of five consecutive years w.e.f August 9, 2019.

Prof. G. Raghuram holds a bachelor's degree in technology from the Indian Institute of Technology, Madras and a post graduate diploma in management from the Indian Institute of Management (IIM), Ahmedabad and a doctorate in philosophy from Northwestern University.

He is currently a Director of Indian Institute of Management, Bangalore. Prior to taking over as director of IIM Bangalore, he was professor and chairperson of the Public Systems Group at IIMA. He has been Dean (Faculty), IIMA, Vice-Chancellor of the Indian Maritime University and Indian Railways Chair Professor.

He specialises in infrastructure and transport systems, logistics and supply chain management. He is a Fellow of the Operational Research Society of India and Chartered Institute of Logistics and Transport. He has teaching experience at universities in India, USA, Canada, Yugoslavia, Singapore, Tanzania, UAE and Japan.

Prof. G. Raghuram has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfils the conditions specified in the Act read with rules made thereunder for appointment as an Independent Director and he is independent of the management.

Prof. G. Raghuram is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The terms and conditions for re-appointment of Prof. G. Raghuram as an Independent Director of the Company shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of Prof. G. Raghuram are provided in annexure to the Notice pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board of Directors recommends the said resolution for your approval.

Prof. G. Raghuram 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 said resolution.

For Item No. 8

Mr. G. K. Pillai was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act") and rules made thereunder. He holds office as an Independent Director of the Company upto August 8, 2019.

The Board, based on the performance evaluation and as per the recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contributions, the continued association of Mr. G. K. Pillai would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has recommended the re-appointment of Mr. G. K. Pillai as an Independent Director, for a second term of five consecutive years w.e.f August 9, 2019.

Mr. G. K. Pillai retired from the IAS as Union Home Secretary in 2011. He is a distinguished alumni of IIT Madras.

He worked for the State Government of Kerala, holding various positions including that of District Collector, Quilon, Special Secretary Industries, Secretary Health and Principal Secretary to the Chief Minister.

In the Government of India, he has worked in the Ministries of Defence, Surface Transport, Home and Commerce. He was chairman of Board of Approvals for SEZ, chief negotiator for India at the WTO and Secretary Commerce, Government of India.

Mr. G. K. Pillai has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfils the conditions specified in the Act read with rules made thereunder for appointment as an Independent Director and he is independent of the management.

Mr. G. K. Pillai is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The terms and conditions for re-appointment of Mr. G. K. Pillai as an Independent Director of the Company shall be open for inspection by the members at the Registered

Adani Ports and Special Economic Zone Limited

Office of the Company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of Mr. G. K. Pillai are provided in annexure to the Notice pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board of Directors recommends the said resolution for your approval.

Mr. G. K. Pillai 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 said resolution.

For Item No. 9

The members at the Annual General Meeting of the Company held on August 9, 2014, re-appointed Dr. Malay Mahadevia as Whole Time Director for a period of five years w.e.f. May 15, 2014.

Dr. Malay Mahadevia holds a master's degree in dental surgery from Nair Hospital Dental College. He was conferred with a doctorate of philosophy in coastal ecology around Mundra area, Kutch District, Gujarat by the Gujarat University in 2008. He has been working with the Company since 1992 and has worked on the development of the Mundra Port since its conceptualisation. He is vice president of Ahmedabad Management Association.

The Board of Directors on the recommendation of Nomination and Remuneration Committee at its meeting held on May 27, 2019, re-appointed Dr. Malay Mahadevia as Whole Time Director for a further period of five years w.e.f. May 15, 2019 at a remuneration of ₹ 9.62 crore per annum including salary, perks and other benefits (including variable pay of ₹ 5.00 crore) with a liberty to the Board of Directors or Nomination and Remuneration Committee to revise the remuneration without approval of members within the prescribed ceiling limit of Schedule V and other applicable provisions of the Companies Act, 2013 ("Act").

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

Dr. Malay Mahadevia shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof.

Place: Ahmedabad
Date: June 4, 2019

Registered Office:

"Adani House",
Nr. Mithakhali Six Roads,
Navrangpura,
Ahmedabad - 380009,
Gujarat, India
CIN: L63090GJ1998PLC034182

Dr. Malay Mahadevia is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Brief resume and other details of Dr. Malay Mahadevia are provided in annexure to the Notice pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board of Directors recommends the said resolution for your approval.

Dr. Malay Mahadevia is deemed to be interested in the said resolution as it relates to his re-appointment. None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

The above may be treated as written memorandum setting out the terms of re-appointment of Dr. Malay Mahadevia under Section 190 of the Act.

For Item No. 10

The members of the Company at the Annual General Meeting held on August 11, 2015 by way of ordinary resolution had approved the payment of remuneration by way of commission to non-executive director(s), such remuneration not exceeding 1% of the net profits of the Company for each year for a period of five years commencing from April 1, 2015.

Although the approval is valid until March 31, 2020, the resolution proposes to seek approval of members in accordance with Section 197 of the Companies Act, 2013 ("Act") in order to continue payment of commission to non-executive director(s). The Board of Directors will determine the specific amount to be paid as commission to the non-executive director(s), which shall not exceed 1% of the net profits of the Company for that year, as computed in the manner referred to in Section 198 of the Act.

The payment of commission would be in addition to the sitting fees payable for attending meetings of Board and Committees thereof, if any.

The Board of Directors recommends the said resolution for your approval.

All non-executive director(s) of the Company may be deemed to be concerned or interested in this resolution to the extent of commission that may be payable to them from time to time and none of the other Directors or Key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

By order of the Board of Directors

Kamlesh Bhagia
Company Secretary

Annexure to Notice

Details of Directors seeking re-appointment/appointment

Name of Director	Age, Date of Birth (No. of Shares held) ^y	Qualification	Nature of expertise in specific functional areas	Name of the companies in which he holds directorship as on 31.03.2019	Name of committees in which he/she holds membership/ chairmanship as on 31.03.2019
Mr. Rajesh S. Adani	54 years 07.12.1964 (1)	B.Com	Mr. Rajesh Adani has been associated with Adani Group since its inception. He is in-charge of the operations of the Group and has been responsible for developing its business relationships. His proactive, personalised approach to the business and competitive spirit has helped the Group growth and branch out into various businesses.	<ul style="list-style-type: none"> • Adani Ports and Special Economic Zone Ltd.^a • Adani Enterprises Ltd.^a • Adani Power Ltd.^a • Adani Transmission Ltd.^a • Adani Green Energy Ltd.^a • Adani Wilmar Ltd. • Adani Weispu Exploration Ltd. • Adani Institute for Education and Research [Section 8 Company] 	<ul style="list-style-type: none"> • Adani Ports and Special Economic Zone Ltd.^a <ul style="list-style-type: none"> o Audit Committee (Member) o Stakeholders' Relationship Committee (Chairman) o Nomination & Remuneration Committee (Member) o Sustainability & Corporate Social Responsibility Committee (Chairman) o Risk Management Committee (Chairman) • Adani Enterprises Ltd.^a <ul style="list-style-type: none"> o Corporate Social Responsibility Committee (Chairman) o Risk Management Committee (Chairman) o Stakeholders' Relationship Committee (Member) o Audit Committee (Member) • Adani Power Ltd.^a <ul style="list-style-type: none"> o Audit Committee (Member) o Stakeholders' Relationship Committee (Member) o Sustainability and Corporate Social Responsibility Committee (Chairman) o Risk Management Committee (Chairman) • Adani Transmission Ltd.^a <ul style="list-style-type: none"> o Corporate Social Responsibility & Sustainability Committee (Chairman) o Audit Committee (Member) o Stakeholders' Relationship Committee (Member) o Risk Management Committee (Member) • Adani Green Energy Ltd.^a <ul style="list-style-type: none"> o Stakeholders' Relationship Committee (Chairman) o Corporate Social Responsibility Committee (Member) o Audit Committee (Member) o Nomination & Remuneration Committee (Member)

Name of Director	Age, Date of Birth (No. of Shares held)*	Qualification	Nature of expertise in specific functional areas	Name of the companies in which he holds directorship as on 31.03.2019	Name of committees in which he/she holds membership/ chairmanship as on 31.03.2019
Mukesh Kumar, IAS	49 08.07.1970 (Nil)	B.Tech from IIT, Kanpur, Executive Masters in public administration from the Maxwell School, Syracuse University, USA.	Mr. Mukesh Kumar is an IAS Officer of 1996 batch. He holds B.Tech in Electrical Engineering from the Indian Institute of Technology (Kanpur) and Executive Masters in Public Administration from the Maxwell School, Syracuse University, USA. Mr. Mukesh Kumar, IAS is Vice Chairman and Chief Executive Officer of Gujarat Maritime Board. He started his career in civil services as Assistant Collector (Vadodara) and brings with him over 20 years of professional experience in the public administration. Demonstrating a mix of sector vision and business acumen, Mr. Mukesh Kumar has had eminent tenures as Collector of The Dangs (Ahwa), Municipal Commissioner at Bhavnagar, Rajkot and Ahmedabad, Managing Director of Industrial Extension Bureau & Gujarat State Project Director of Universal Education Mission, Director of (Integrated Child Development Scheme-ICDs) and Commissioner of Schools. In all these positions, he has received much acclaim for making noteworthy regulatory, development and strategic initiatives for improvement in administrative efficiency and public welfare.	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Ltd. ^ ^ Gujarat Pipavav Port Ltd. ^ ^ Gujarat Ports Infrastructure and Development Company Ltd. Gujarat Rail Infrastructure Development Corporation Ltd. Gujarat Chemical Port Terminal Company Ltd. GSPC LNG Ltd. Swan LNG Pvt. Ltd. Hazira Port Pvt. Ltd. Adani Hazira Port Pvt. Ltd. Adani Petronet (Dahej) Port Pvt. Ltd. 	Nil
Nirupama Rao*	68 06.12.1950 (Nil)	M.A. from Babasaheb Ambedkar Marathwada University, fellow at Harvard & Brown University, Jawaharlal Nehru Fellow and a recipient of the degree of Doctor of Letters (Honoris Causa) from the Pondicherry University. She was conferred with the Vanitha Ratna by the Government of Kerala in 2016. She is currently a Global Fellow of The Wilson Center in Washington D.C. and a Councillor of the World Refugee Council.	Ms. Nirupama Rao is a post graduate in English Literature. She was also a Fellow at Harvard University. Fellow at Brown University, a Jawaharlal Nehru Fellow and a recipient of the degree of Doctor of Letters (Honoris Causa) from the Pondicherry University. She was conferred with the Vanitha Ratna by the Government of Kerala in 2016. She is currently a Global Fellow of The Wilson Center in Washington D.C. and a Councillor of the World Refugee Council. A career diplomat from the Indian Foreign Service from 1973 to 2011, she served the Government of India in several important positions including that of the Foreign Secretary of India. She has represented India in several countries during her career and was the first Indian woman to be appointed High Commissioner to Sri Lanka and Ambassador to China. She was also the first woman spokesperson of the Ministry of External Affairs. After her retirement, she was appointed as the Ambassador of India to the United States for a tenure of two years from 2011 to 2013.	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Ltd. ^ ^ ITC Ltd. ^ ^ KEC International Ltd. ^ ^ JSW Steel Ltd. ^ ^ 	<ul style="list-style-type: none"> JSW Steel Ltd. ^ ^ <ul style="list-style-type: none"> o Nomination & Remuneration Committee (Member) o Stakeholders Relationship Committee (Member) o Corporate Social Responsibility Committee (Chairperson)

Name of Director	Age, Date of Birth (No. of Shares held) ^y	Qualification	Nature of expertise in specific functional areas	Name of the companies in which he holds directorship as on 31.03.2019	Name of committees in which he/she holds membership/ chairmanship as on 31.03.2019
Prof. G. Raghuram	64 20.07.1955 (Nil)	B.E. from IIT Madras, PGDM from IIM, Madras and a post graduate diploma in management from the Indian Institute of Management (IIM), Ahmedabad Northwestern and a doctorate in philosophy from Northwestern University.	Prof. G. Raghuram holds a bachelor's degree in technology from the Indian Institute of Technology, Madras and a post graduate diploma in management from the Indian Institute of Management (IIM), Ahmedabad and a doctorate in philosophy from Northwestern University. He is currently a Director of Indian Institute of Management, Bangalore. Prior to taking over as director of IIM Bangalore, he was professor and chairperson of the Public Systems Group at IIMA. He has been Dean (Faculty), IIMA, Vice-Chancellor of the Indian Maritime University and Indian Railways Chair Professor.	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Ltd.^{^^} Take Solutions Ltd.^{^^} IIMB Innovations [Section 8 Company] 	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Ltd.^{^^} <ul style="list-style-type: none"> Audit Committee (Member) Stakeholders' Relationship Committee (Member) Nomination & Remuneration Committee (Chairman)
G. K. Pillai	69 30.11.1949 (Nil)	M.Sc from IIT, Chennai, IAS (Retd.)	He specialises in infrastructure and transport systems, logistics and supply chain management. He is a Fellow of the Operational Research Society of India and Chartered Institute of Logistics and Transport. He has teaching experience at universities in India, USA, Canada, Yugoslavia, Singapore, Tanzania, UAE and Japan.	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Ltd.^{^^} Berger Paints India Ltd.^{^^} Zuari Agro Chemicals Ltd.^{^^} Tata International Ltd. CMS Info Systems Ltd. IvyCap Ventures Advisors Pvt. Ltd. 	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Ltd.^{^^} <ul style="list-style-type: none"> Audit Committee (Chairman) Berger Paints India Ltd.^{^^} <ul style="list-style-type: none"> Audit Committee (Member) Zuari Agro Chemicals Ltd.^{^^} <ul style="list-style-type: none"> Audit Committee (Member) Corporate Social Responsibility Committee (Chairman) CMS Info System Ltd. <ul style="list-style-type: none"> Audit Committee (Chairman) Tata International Ltd. <ul style="list-style-type: none"> Audit Committee (Member)
Malay Mahadevia	56 03.05.1963 (Nil)	B.D.S. & M.D.S. from Nair Hospital Dental College, Ph.D. in Marine Ecology	Dr. Malay Mahadevia holds a master's degree in dental surgery from Nair Hospital Dental College. He was conferred with a doctorate of philosophy in coastal ecology around Mundra area, Kutch District, Gujarat by the Gujarat University in 2008. He has been working with the Company since 1992 and has worked on the development of the Mundra Port since its conceptualisation. He is vice president of Ahmedabad Management Association.	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Ltd.^{^^} GSPC LNG Ltd. Adani Vizhinjam Port Pvt. Ltd. Adani Infrastructure Pvt. Ltd. Mahadevia Dental Hospital Pvt. Ltd. 	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Ltd.^{^^} <ul style="list-style-type: none"> Risk Management Committee (Member) Sustainability & Corporate Social Responsibility Committee (Member) Vadial Industries Ltd.^{^^} <ul style="list-style-type: none"> Audit Committee (Member) Nomination & Remuneration Committee (Chairman)

Individual Capacity

^^ Listed Companies

*Details of directorship and membership/chairmanship of committees in public companies are as on April 22, 2019.

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above director please refer to the Corporate Governance Report.



Ports and
Logistics

Adani Ports and Special Economic Zone Ltd

Regd. Office: "Adani House" Nr. Mithakhali Six Roads,
Navrangpura, Ahmedabad-380 009, Gujarat, India

Website: www.adaniports.com

E-mail : investor.apsezl@adani.com

CIN: L63090GJ1998PLC034182

**Form No. MGT-11
Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN : L63090GJ1998PLC034182

Name of the company : Adani Ports and Special Economic Zone Limited

Registered office : "Adani House" Nr. Mithakhali Six Roads, Navrangpura,
Ahmedabad-380 009, Gujarat, India

Name of the member(s)	:	
Registered Address	:	
Email ID	:	
Folio No/Client ID	:	
DP ID	:	

I/We, being the member(s) holding shares of the above named Company hereby appoint:

1. Name :

Address :

E-mail ID :

Signature:.....,or failinghim
2. Name :

Address :

E-mail ID :

Signature:.....,or failinghim
3. Name :

Address :

E-mail ID :

Signature:....., or failing him



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 20th Annual General Meeting of the Company, to be held on Tuesday, the 6th day of August, 2019 at 10:30 a.m. at H.T. Parekh Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. Adoption of audited financial statements (including consolidated financial statements) for the financial year ended March 31, 2019 (Ordinary Resolution)
2. Declaration of final dividend on Equity Shares for the financial year 2018-19 (Ordinary Resolution)
3. Declaration of dividend on Preference Shares for the financial year 2018-19 (Ordinary Resolution)
4. Re-appointment of Mr. Rajesh S. Adani (DIN: 00006322), as a Director of the Company who retires by rotation (Ordinary Resolution)

Special Business:

5. Appointment of Mr. Mukesh Kumar, IAS as a Director liable to retire by rotation (Ordinary Resolution)
6. Appointment of Mrs. Nirupama Rao as a Director not liable to retire by rotation (Ordinary Resolution)
7. Re-appointment of Prof. G. Raghuram as an Independent Director of the Company (Special Resolution)
8. Re-appointment of Mr. G. K. Pillai as an Independent Director of the Company (Special Resolution)
9. Re-appointment of Dr. Malay Mahadevia as Whole Time Director of the Company (Special Resolution)
10. Approval for payment of commission to Non-Executive Directors of the Company (Ordinary Resolution)

Signed this day of 2019.

Signature of Shareholder:



Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.



Ports and
Logistics

Adani Ports and Special Economic Zone Ltd

Regd. Office: "Adani House" Nr. Mithakhali Six Roads,
Navrangpura, Ahmedabad-380 009, Gujarat, India

Website: www.adaniports.com

E-mail : investor.apsezl@adani.com

CIN: L63090GJ1998PLC034182

Attendance Slip

Full name of the member attending

Full name of the joint-holder
(To be filled in if first named Joint – holder does not attend meeting)

Name of Proxy
(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 20th Annual General Meeting held at H.T. Parekh Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380015 on Tuesday, 6th August, 2019 at 10:30 a.m.

Folio No DP ID No.* Client ID No.*

*Applicable for members holding shares in electronic form.

No. of Share(s) held

.....
Member's / Proxy's Signature



**Route map to the venue of the 20th AGM to
be held on Tuesday, 6th August, 2019**

Venue : H.T. Parekh Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg,
Ahmedabad - 380015

Landmark: Opposite Indian Institute of Management, Ahmedabad

