



Ports and  
Logistics

Ref No: APSEZL/SECT/2024-25/22

May 28, 2024

**BSE Limited**

Floor 25, P J Towers,  
Dalal Street,  
Mumbai – 400 001

**Scrip Code: 532921**

**National Stock Exchange of India Limited**

Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051

**Scrip Code: ADANIPOINTS**

**Sub: Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2024.**

Dear Sir/Madam,

Pursuant to regulation 24(A) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2024 issued by CS Ashwin Shah, Practising Company Secretary.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

**For Adani Ports and Special Economic Zone Limited**

**Kamlesh Bhagia**

**Company Secretary**

Encl: a/a

Adani Ports and Special Economic Zone Ltd  
Adani Corporate House, Shantigram,  
Nr. Vaishno Devi Circle, S. G. Highway,  
Khodiyar, Ahmedabad - 382421  
Gujarat, India  
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**ASHWIN SHAH**

FCS

COMPANY SECRETARY

21, DOLLY COMPLEX,

STADIUM CIRCLE, NAVRANGPURA

AHMEDABAD – 380009

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[ashwinfcs@yahoo.co.in](mailto:ashwinfcs@yahoo.co.in)

## Annual Secretarial Compliance Report

**Secretarial compliance report of Adani Ports and Special Economic Zone Limited for the year ended 31<sup>st</sup> March 2024**

I have examined:

- a) all the documents and records made available to us and explanation provided by Adani Ports and Special Economic Zone Limited. ( "the listed entity"),
- b) the filings/submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March 2024 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

ASHWIN SHAH  
COMPANY SECRETARY

22, Dolly Complex, Stadium Circle, Navrangpura, Ahmedabad-380009. t: 2646 77 47.  
[ashwinfcs@yahoo.co.in](mailto:ashwinfcs@yahoo.co.in)

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The specific Regulations, whose provisions and the circulars guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Audit Period)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the Audit Period)
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable to the Company during the Audit Period)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the Company during the Audit Period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

and circulars/ guidelines issued thereunder;

I further report that during the period under review appointment / resignation of statutory auditor of the Company and their material subsidiaries was in compliance with Para 6(A) and 6(B) of SEBI circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019.

I further report that the Company has made various submissions to regulatory authorities including show cause notices during the audit period. The Company is taking steps to conclude the regulatory and adjudication proceedings.

Based on my examination and verification of the documents and records produced to me and according to the information and explanations given to me by the Company, I report that:

Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
1	<p>Secretarial Standards</p> <p>The compliances of the Company are in accordance with the with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	--
2	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations / circulars/ guidelines issued by SEBI</li> </ul>	Yes	--
3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> <li>• The Company is maintaining a functional website</li> <li>• Timely dissemination of the documents / information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul>	Yes	--

4	<p>Disqualification of Director:</p> <ul style="list-style-type: none"> <li>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</li> </ul>	Yes	--
5	<p>Examined the details related to Subsidiaries of the Company :</p> <ul style="list-style-type: none"> <li>Identification of material subsidiary companies</li> <li>Requirements with respect to disclosure of material as well as other subsidiaries</li> </ul>	Yes	--
6	<p>Preservation of Documents:</p> <p>The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	--
7	<p>Performance Evaluation :</p> <p>The Company has conducted performance evaluation of the Board, Independent Directors and the Committees as prescribed in SEBI Regulations</p>	Yes	--
8	<p>Related Party Transactions:</p> <ul style="list-style-type: none"> <li>The Company has obtained prior approval of Audit Committee for all Related party transactions</li> </ul>	Yes	--

	<ul style="list-style-type: none"> <li>In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved /ratified /rejected by the Audit committee</li> </ul>		
9	<p>Disclosure of events or information:</p> <p>The Company has provided all the required disclosure(s) under Regulation 30 along-with Schedule III of SEBI LODR Regulations,2015 within the time limits prescribed thereunder.</p>	Yes	--
10	<p>Prohibition of Insider Trading :</p> <p>The Company is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	--
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <ul style="list-style-type: none"> <li>No Actions taken against its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</li> <li>Action taken against the Company by Stock Exchange under SEBI Regulations and circulars/</li> </ul>	<p>Yes</p> <p>Yes</p>	<p>--</p> <p>--</p>

	guidelines issued thereunder		
12	Additional Non-compliances, if any :  No any additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	Yes	--

Based on the above examination, I hereby report that, during Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c) There is no action taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines thereunder.



**Place: Ahmedabad**  
**Date: May 25, 2024**  
**UDIN: F001640F000448295**

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