

ASHWIN SHAH

FCS

COMPANY SECRETARY

21, DOLLY COMPLEX,

STADIUM CIRCLE, NAVRANGPURA

AHMEDABAD – 380009

TELEFAX: 079 26467747

ashwinfcs@yahoo.co.in

Annual Secretarial Compliance Report

Secretarial compliance report of Adani Ports and Special Economic Zone Limited for the year ended 31st March 2020

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 31st March 2020 ("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");

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22, Dolly Complex, Stadium Circle, Navrangpura, Ahmedabad-380009. t: 2646 77 47.
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;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (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) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013; (Not Applicable to the Company during the Audit Period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

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.

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- 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.
- d) As informed in our report in the previous year, The BSE Limited and National Stock Exchange of India Limited have imposed fine for non-compliance of provisions of LODR pertaining to composition of Board of Directors in relation to appointment of one Independent Director during the quarter ended 31st March 2019, has since been appointed on 22.04.2019.

Place: Ahmedabad
Date: May 05, 2020
UDIN: F001640B000200135



CS Ashwin Shah
Company Secretary
C. P. No. 1640