



Ports and  
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Ref No: APSEZL/SECT/2021-22/132

March 14, 2022

**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: ADANIPORTS**

Dear Sir,

**Sub: Combined Voting Results of the business transacted at the National Company Law Tribunal Convened Meeting of the Secured Creditors and Unsecured Creditors of Adani Ports and Special Economic Zone Limited ('APSEZ') held on Monday, March 14, 2022.**

Pursuant to the order dated February 2, 2022 passed by the Hon'ble National Company Law Tribunal ('NCLT Order') a Meeting of Secured Creditors and Unsecured Creditors of the Company was held on Monday, March 14, 2022 at 12:00 noon and 1:00 p.m., respectively, through Video Conference ("VC")/Other Audio-Visual Means ("OAVM") for approving the Composite Scheme of Arrangement between Gangavaram Port Limited and Adani Ports and Special Economic Zone Limited and Adani Gangavaram Port Private Limited and their respective shareholders and creditors ('Scheme').

Further, pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Company has provided facility of (i) remote e-voting; and (ii) e-voting at the meeting of the Secured Creditors and Unsecured Creditors for approval of the Scheme.

Further, in terms of the SEBI Circular and NCLT Order, the Scheme is also required to be approved by the Secured Creditors and Unsecured Creditors of the Company and accordingly, voting by Secured Creditors and Unsecured Creditors for approval of scheme was carried out through (i) remote e-voting; and (ii) e-voting at the meeting held on September 20, 2021.

In terms of the Companies Act, 2013 and NCLT Order, please find enclosed the following disclosures:

- a. Combined Scrutinizer's Report on the resolution passed through (i) remote e-voting; and (ii) e-voting at the meeting of the Secured Creditors of the Company as **Annexure-A.**

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

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# adani

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- b. Combined Scrutinizer's Report on the resolution passed through (i) remote e-voting; and (ii) e-voting at the meeting of the Unsecured Creditors of the Company as **Annexure-B**.

The proposed Resolution approving the Scheme was passed with majority of Secured Creditors (including secured debenture holders) and Unsecured Creditors representing three fourth in value of the Creditors of the Company, as required by NCLT Order.

Kindly take the same on record.

Yours faithfully,  
For Adani Ports and Special Economic Zone Limited

  
Kamlesh Bhagia  
Company Secretary



Encl: As above.

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

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## Annexure A

## 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

### Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies  
(Management and Administration) rules, 2014]

To,

**Hon'ble Mr. Justice K.A. Puj**

**(Former Judge of High Court of Gujarat)**

**The Chairman of NCLT convened meeting of the Secured Creditors**

**(including secured debenture holders) of**

**Adani Ports and Special Economic Zone Limited**

having its Registered Office at Adani Corporate House,

Shantigram, Nr. Vaishno Devi Circle,

S. G. Highway, Khodiyar,

Ahmedabad - 382421

**Sub: Combined Scrutinizers' Report on the resolution passed through remote e-voting and e-voting at Meeting of the Secured Creditors (including secured debenture holders) of Adani Ports and Special Economic Zone Limited convened as per directions of Hon'ble National Company Law Tribunal ("NCLT"), Ahmedabad Bench.**

Dear Sir,

I, Chirag Shah, Practicing Company Secretary, have been appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") vide its order dated February 2, 2022 as "the Scrutinizer" for the purpose of scrutinizing remote e-voting process and e-voting at the NCLT Convened Meeting ("meeting") of the Secured Creditors (including secured debenture holders) of Adani Ports and Special Economic Zone Limited (hereinafter referred to as "the Company") convened by order of NCLT and held through VC/OAVM on Monday, March 14, 2022 at 11:00 a.m. (IST), pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies



(Management and Administration) Rules, 2014, as amended and read with the General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; No. 20/2020 dated May 5, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020; No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA") on the resolution seeking approval of the Secured Creditor (including secured debenture holders) to the Composite Scheme of Arrangement between Gangavaram Port Limited and Adani Ports and Special Economic Zone Limited and Adani Gangavaram Port Private Limited and their respective shareholders and creditors; (" the Scheme"), in terms of the Notice dated February 5, 2022, convening the said meeting.

As mentioned in the Notice, the proceedings of the meeting were deemed to be conducted at the Registered Office of the Company located at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382421 and the same was deemed to be the venue of NCLT Convened meeting.

I do hereby submit my report as under :

- (i) The company had appointed Central Depository Services Limited ("CDSL") as the Agency for providing remote e-voting and e-voting facility to the Secured Creditors (including secured debenture holders) of the Company for participating in the Meeting through VC / OAVM.
- (ii) CDSL had provided a system for recording the votes of the Secured Creditors (including secured debenture holders) electronically through remote e-voting as well as at the meeting on the item of the business sought to be transacted at the meeting of the Secured Creditors (including secured debenture holders) of the Company, which was held on Monday, March 14, 2022 at 12.00 noon (IST).
- (iii) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through the remote e-voting and e-voting at the meeting on the resolution contained in the Notice of the Meeting.
- (iv) The Company had provided remote e-voting facility and e-voting facility during the Meeting through Central Depository Services Limited ("CDSL") to its Secured Creditors (including secured debenture holders) as on the cut-off date i.e. Friday, December 31, 2021.





- (v) Our responsibility as a Scrutinizer for the voting process (through remote e-voting and e-voting at the meeting) was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **favour or against** the resolution stated in the Notice, based on the reports generated from the e-voting system provided by CDSL.
- (vi) The Company had published Newspaper Advertisements in English in The Indian Express (All editions), Gujarati in Sandesh, Divya Bhaskar and Gujarat Samachar (Ahmedabad edition) (regarding holding of meeting containing all the matters required under the Companies Act, 2013 and relevant rules made thereunder on Friday, February 11, 2022.
- (vii) The remote e-voting period had commenced on Wednesday, March 9, 2022 at 9:00 A.M. (IST) and has closed on Sunday, March 13, 2022 at 5:00 P.M. (IST).
- (viii) At the meeting of the Secured Creditors (including secured debenture holders) of the Company held through VC/OAVM, on Monday, March 14, 2022, after considering the item of business, the facility to vote electronically was provided to facilitate those Secured Creditors (including secured debenture holders) who were attending the meeting through VC/OAVM but could not exercise their vote through remote e-voting, to cast their votes electronically.
- (ix) The e-voting module was disabled and blocked by CDSL for voting on Sunday, March 13, 2022 at 5.00 P.M. (IST).
- (x) The votes cast through the e-voting module of CDSL were unblocked on Monday, March 14, 2022 at around 12:30 p.m. in the presence of two witnesses, Mr. Raimeen Maradiya and Ms. Charmi Shah who are not in the employment of the Company.
- (xi) Thereafter, I as a Scrutinizer duly compiled details of the remote e-voting carried out by the Secured Creditors (including secured debenture holders) and the e-voting done at the meeting.
- (xii) The consolidated result of the voting seeking approval of the Secured Creditors (including secured debenture holders) of the Company to the Scheme is as under:

**Resolution: For approving Composite Scheme of Arrangement between Gangavaram Port Limited and Adani Ports and Special Economic Zone Limited and Adani**



**Gangavaram Port Private Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.**

**(i) Voted in favour of resolution :**

Voting Description	Number of Secured Creditors (including secured debenture holders) voted	% of Secured Creditors (including secured debenture holders) voted	Value of votes casted by Secured Creditors (including secured debenture holders) (In Rs.)	% of Value of votes casted by Secured Creditors (including secured debenture holders)
E-voting at the meeting	7	100%	32,77,50,00,000	100%
Remote E- voting	9	75%	58,29,34,98,000	99.1496%
<b>Total</b>	<b>16</b>	<b>84.2106%</b>	<b>91,06,84,98,000</b>	<b>99.4540%</b>
Detailed Report of Voted in favour is enclosed and marked as <b>ANNEXURE – A</b>				

**(ii) Voted against the resolution :**

Voting Description	Number of Secured Creditors (including secured debenture holders) voted	% of Secured Creditors (including secured debenture holders) voted	Value of votes casted by Secured Creditors (including secured debenture holders) (In Rs.)	% of Value of votes casted by Secured Creditors (including secured debenture holders)
E-voting at the meeting	0	0%	0	0%
Remote E- voting	3	25%	50,00,00,000	0.8504%
<b>Total</b>	<b>3</b>	<b>15.7894%</b>	<b>50,00,00,000</b>	<b>0.5460%</b>
Detailed Report of Voted in favour is enclosed and marked as <b>ANNEXURE – B</b>				



(iii) Invalid/Abstain Votes :

Voting Description	Number of Secured Creditors (including secured debenture holders) whose votes were declared invalid	Value of votes casted by Secured Creditors (including secured debenture holders) (In Rs.)
E-voting at the meeting	0	0
Remote E- voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

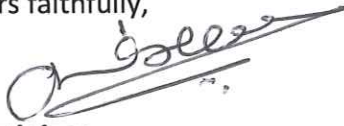
This resolution was passed through remote e-voting as well as e-voting at the meeting by majority of Secured Creditors (including secured debenture holders) representing three-fourths in value of the creditors.

(xiii) 7 Secured Creditors (including secured debenture holders) holding Rs. 32,77,50,00,000/- of value, who have attended the meeting and casted their vote through e-voting facility at Meeting through VC/OAVM

(xiv) List of Secured Creditors (including secured debenture holders) who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution has been sent to Mr. Kamlesh Bhagia, Company Secretary of the Company for records.

(xv) All relevant records of the voting conducted through remote e-voting and e-voting at the meeting are handed over to the Company Secretary for safe keeping.


Thanking you,  
Yours faithfully,



**Scrutinizer**  
**Name : Chirag Shah**  
**Practicing Company Secretary**  
**FCS : 5545; CP : 3498**  
**Place : Ahmedabad**  
**Date : March 14, 2022**  
**UDIN : F005545C002917410**

Countersigned:

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

  
**Hon'ble Mr. Justice K.A. Puj**  
**(Former Judge of High Court of Gujarat)**  
**Chairman for NCLT Convened Meeting of Secured Creditors (including secured debenture holders) of Adani Ports and Special Economic Zone Limited**







## Annexure B

## 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

### Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies  
(Management and Administration) rules, 2014]

To,

**Hon'ble Mr. Justice K.A. Puj**

**(Former Judge of High Court of Gujarat)**

**The Chairman of**

**NCLT convened meeting of the Unsecured Creditors of**

**Adani Ports and Special Economic Zone Limited**

having its Registered Office at

Adani Corporate House,

Shantigram, Nr. Vaishno Devi Circle,

S. G. Highway, Khodiyar,

Ahmedabad - 382421

**Sub: Combined Scrutinizers' Report on the resolution passed through remote e-voting and e-voting at Meeting of the Unsecured Creditors of Adani Ports and Special Economic Zone Limited convened as per directions of Hon'ble National Company Law Tribunal ("NCLT"), Ahmedabad Bench.**

Dear Sir,

I, Chirag Shah, Practicing Company Secretary, have been appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") vide its order dated February 2, 2022 as "the Scrutinizer" for the purpose of scrutinizing remote e-voting process and e-voting at the NCLT Convened Meeting ("meeting") of the Unsecured Creditors of Adani Ports and Special Economic Zone Limited (hereinafter referred to as "the Company") convened by order of NCLT and held through VC/OAVM on Monday, March 14, 2022 at 01:00 p.m. (IST), pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and read with the General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; No. 20/2020 dated May 5, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020; No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA") on the resolution seeking approval





of the Unsecured Creditor to the Composite Scheme of Arrangement between Gangavaram Port Limited and Adani Ports and Special Economic Zone Limited and Adani Gangavaram Port Private Limited and their respective shareholders and creditors; (" the Scheme"), in terms of the Notice dated February 5, 2022, convening the said meeting.

As mentioned in the Notice, the proceedings of the meeting were deemed to be conducted at the Registered Office of the Company located at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382421 and the same was deemed to be the venue of NCLT Convened meeting.

I do hereby submit my report as under :

- (i) The company had appointed Central Depository Services Limited ("CDSL") as the Agency for providing remote e-voting and e-voting facility to the Unsecured creditors of the Company for participating in the Meeting through VC / OAVM.
- (ii) CDSL had provided a system for recording the votes of the Unsecured Creditors electronically through remote e-voting as well as at the meeting on the item of the business sought to be transacted at the meeting of the Unsecured Creditors of the Company, which was held on Monday, March 14, 2022 at 1:00 p.m. (IST).
- (iii) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through the remote e-voting and e-voting at the meeting on the resolution contained in the Notice of the Meeting.
- (iv) The Company had provided remote e-voting facility and e-voting facility during the Meeting through Central Depository Services Limited ("CDSL") to its Unsecured Creditors as on the cut-off date i.e. Friday, December 31, 2021.
- (v) Our responsibility as a Scrutinizer for the voting process (through remote e-voting and e-voting at the meeting) was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **favour or against** the resolution stated in the Notice, based on the reports generated from the e-voting system provided by CDSL.
- (vi) The Company had published Newspaper Advertisements in English in The Indian Express (All editions), Gujarati in Sandesh, Divya Bhaskar and Gujarat Samachar (Ahmedabad edition) (regarding holding of meeting containing all the matters required under the Companies Act, 2013 and relevant rules made thereunder on Friday, February 11, 2022.



- (vii) The remote e-voting period had commenced on Wednesday, March 9, 2022 at 9:00 A.M. (IST) and has closed on Sunday, March 13, 2022 at 5:00 P.M. (IST).
- (viii) At the meeting of the Unsecured Creditors of the Company held through VC/OAVM, on Monday, March 14, 2022, after considering the item of business, the facility to vote electronically was provided to facilitate those Unsecured Creditors who were attending the meeting through VC/OAVM but could not exercise their vote through remote e-voting, to cast their votes electronically.
- (ix) The e-voting module was disabled and blocked by CDSL for voting on Sunday, March 13, 2022 at 5.00 P.M. (IST).
- (x) The votes cast through the e-voting module of CDSL were unblocked on Monday, March 14, 2022 at around 1:28 p.m. in the presence of two witnesses, Mr. Raimeen Maradiya and Ms. Charmi Shah who are not in the employment of the Company.
- (xi) I first counted the votes cast through remote e-voting and e-voting done at the meeting reconciled with the records maintained by the Company and CDSL.
- (xii) The consolidated result of the voting seeking approval of the Unsecured creditors of the Company to the Scheme is as under:

**Resolution: For approving Composite Scheme of Arrangement between Gangavaram Port Limited and Adani Ports and Special Economic Zone Limited and Adani Gangavaram Port Private Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013:**

**(i) Voted in favour of resolution:**

Voting Description	Number of Unsecured Creditors voted	% of Unsecured Creditors voted	Value of votes cast by Unsecured Creditors (In Rs.)	% of Value of votes cast by Unsecured Creditors
E-voting at the meeting	17	100%	29,34,71,985	100%
Remote E- voting	25	100%	1,39,11,081	100%
<b>Total</b>	<b>42</b>	<b>100%</b>	<b>30,73,83,066</b>	<b>100%</b>
Detailed Report of Voted in favour is enclosed and marked as <b>ANNEXURE – A</b>				



(ii) **Voted against the resolution :**

Voting Description	Number of Unsecured Creditors voted	% of Unsecured Creditors voted	Value of votes casted by Unsecured Creditors (In Rs.)	% of Value votes cast by Unsecured Creditors
E-voting at the meeting	0	0%	0	0%
Remote E- voting	0	0%	0	0%
<b>Total</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0%</b>

(iii) **Invalid/Abstain Votes :**

Voting Description	Number of Unsecured Creditors whose votes were declared invalid	Value of votes cast by Unsecured Creditors (In Rs.)
E-voting at the meeting	0	0
Remote E- voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

This resolution was passed as a special resolution through remote e-voting as well as e-voting at the meeting by majority of Unsecured Creditors representing three-fourths in value of the creditors.

(xiii) Out of 22 Unsecured Creditors who attended the meeting:

- i. 4 Unsecured Creditors holding Rs. 6,17,607/- value and who attended the meeting through VC/OAVM had already cast their vote by remote e-voting and therefore were not entitled to vote through e-voting at the meeting as per "Annexure B"
- ii. 1 Unsecured Creditors holding Rs. 71,72,318/- value, who attended the meeting through VC/OAVM, did not cast their votes as per "Annexure C".
- iii. 17 Unsecured Creditors holding Rs. 29,34,71,985/- value, cast their vote through e-voting facility at Meeting through VC/OAVM.





(xiv) List of Unsecured Creditors who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution has been sent to Mr. Kamlesh Bhagia, Company Secretary of the Company for records.

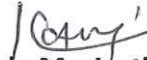
(xv) All relevant records of the voting conducted through remote e-voting and e-voting at the meeting are handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,

Countersigned:  
For, Adani Ports and Special Economic Zone Limited



**Scrutinizer**  
**Name : Chirag Shah**  
**Practicing Company Secretary**  
**FCS : 5545; CP : 3498**  
**Place : Ahmedabad**  
**Date : March 14, 2022**  
**UDIN : F005545C002917333**



**Hon'ble Mr. Justice K.A. Puj**  
**(Former Judge of High Court of Gujarat)**  
**Chairman for NCLT Convened Meeting of**  
**Unsecured Creditors of Adani Ports and Special**  
**Economic Zone Limited**

