

adani

28th March, 2019

BSE Limited

P J Towers,
Dalal Street,
Mumbai – 400001

National Stock Exchange of India Limited

Exchange plaza,
Bandra-Kurla Complex,
Bandra (E)
Mumbai – 400051.

Scrip Code: 512599

Scrip Code: ADANIENT

Dear Sir,

Sub: Result of Postal Ballot

With reference to above, we are pleased to inform that members of the Company have passed Ordinary Resolutions under Section 188 of the Companies Act, 2013 for divestment of 9,98,28,000 Equity Shares held in Adani Agri Logistics Limited and 50,000 Equity Shares each held in Adani Agri Logistics (Samastipur) Limited, Adani Agri Logistics (Darbhanga) Limited and Adani Agri Logistics (Dahod) Limited to Adani Logistics Limited and divestment of holding in Adani Power Dahej Limited, Adani Pench Power Limited and Kutchh Power Generation Limited to Adani Power Limited.

Result/voting of Postal Ballot along with Report of Scrutinizer is enclosed herewith pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Report of the Scrutinizer is also enclosed herewith.

You are requested to kindly take the same on record.

Thanking you.

Yours faithfully,

For **Adani Enterprises Limited**

J. R. Jalundhwala

Jatin Jalundhwala
Company Secretary &
Joint President (Legal)



Encl.: A/a

Adani Enterprises Ltd
Adani House,
Nr Mithakhali Circle, Navrangpura
Ahmedabad 380 009
Gujarat, India
CIN: L51100GJ1993PLC019067

Tel + 91 79 2656 5555
Fax + 91 79 2555 5500
info@adani.com
www.adani.com

Registered Office : Adani House, Nr. Mithakhali Circle, Navrangpura, Ahmedabad 380 009, Gujarat, India



Dear Members,

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 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of shareholders was sought by postal ballot as per details furnished in the Postal Ballot Notice dated 23rd February, 2019 sent to all shareholders, on the proposal for passing Ordinary Resolutions under Section 188 of the Companies Act, 2013 for:-

- (i) Divestment of 9,98,28,000 (100%) Equity Shares of ₹ 10/- each held in Adani Agri Logistics Limited and 50,000 (100%) Equity Shares each of ₹ 10/- each held in Adani Agri Logistics (Samastipur) Limited, Adani Agri Logistics (Darbhanga) Limited and Adani Agri Logistics (Dahod) Limited to Adani Logistics Limited and;
- (ii) Divestment of 50,000 (100%) Equity Shares of ₹ 10/- each and 7,64,28,245 (100%) Compulsory Convertible Debentures of ₹ 100/- each held in Adani Power Dahej Limited; 50,000 (100%) Equity Shares of ₹ 10/- each and 2,81,53,939 (100%) Compulsory Convertible Debentures of ₹ 100/- each held in Adani Pench Power Limited; and 50,000 (100%) Equity Shares of ₹ 10/- each and 1,19,38,380 (100%) Compulsory Convertible Debentures of ₹ 100/- each held in Kutchh Power Generation Limited to Adani Power Limited.

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:

| | | |
|----|--|---|
| 1. | Date of the AGM/EGM | Not Applicable |
| 2. | Date of the Postal Ballot Notice | Notice dated 23 rd February, 2019 |
| 3. | Total number of shareholders on record date | 83,278 |
| 4. | No. of shareholders present in the meeting either in person or through proxy: | |
| | Promoters and Promoter Group: | Not Applicable |
| | Public: | Not Applicable |

Adani Enterprises Ltd
Adani House,
Nr Mithakhali Circle, Navrangpura
Ahmedabad 380 009
Gujarat, India
CIN: L51100GJ1993PLC019067

Tel + 91 79 2656 5555
Fax + 91 79 2555 5500
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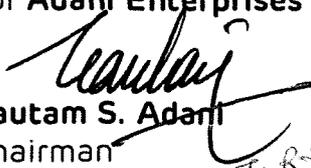
Registered Office : Adani House, Nr. Mithakhali Circle, Navrangpura, Ahmedabad 380 009, Gujarat, India

| | |
|--|----------------|
| 5. No. of Shareholders attended the meeting through Video Conferencing: | |
| Promoters and Promoter Group: | Not Applicable |
| Public: | Not Applicable |

On the basis of the report received from CS Chirag Shah, scrutinizer, I hereby declare the result of the postal ballot voting process for the above mentioned proposal as per Annexure I.

Since, **92.34% and 92.16%** votes are polled in favour of the said Resolutions no. 1 & 2 respectively. I hereby declare the resolutions **carried as Ordinary Resolutions** with requisite majority.

Thanking you,
For **Adani Enterprises Limited**


Gautam S. Adani
Chairman
DIN: 00006273



 Date: 28th March, 2019
Place: Ahmedabad
Time: 6.00 p.m.

Postal Ballot Voting Results

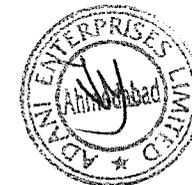
Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| Resolution No. 1: | Divestment of 9,98,28,000 (100%) Equity Shares of ₹ 10/- each in Adani Agri Logistics Limited and 50,000 (100%) Equity Shares each of ₹ 10/- each in Adani Agri Logistics (Samastipur) Limited, Adani Agri Logistics (Darbhanga) Limited and Adani Agri Logistics (Dahod) Limited to Adani Logistics Limited. | | | | | | | |
|---|---|---------------------------|----------------------------|---|---------------------------------|----------------------------------|---|---|
| Resolutions required: (Ordinary/ Special) | Ordinary Resolution | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/ resolution? | Yes | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 823963481 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | Total | 823963481 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public- Institutions | E-Voting | 239123309 | 197434575 | 82.57 | 182295164 | 15139411 | 92.33 | 7.67 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | Total | 239123309 | 197434575 | 82.57 | 182295164 | 15139411 | 92.33 | 7.67 |
| Public- Non Institutions | E-Voting | 36723293 | 205298 | 0.56 | 202708 | 2590 | 98.74 | 1.26 |
| | Poll | | 93745 | 0.26 | 93745 | - | - | - |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 36723293 | 299043 | 0.81 | 296453 | 2590 | 99.13 | 0.87 |
| Total | | 1099810083 | 197733618 | 17.98 | 182591617 | 15142001 | 92.34 | 7.66 |



Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| Resolution No. 2: | Divestment of 50,000 (100%) Equity Shares of ₹ 10/- each and 7,64,28,245 (100%) Compulsory Convertible Debentures of ₹ 100/- each in Adani Power Dahej Limited; 50,000 (100%) Equity Shares of ₹ 10/- each and 2,81,53,939 (100%) Compulsory Convertible Debentures of ₹ 100/- each in Adani Pench Power Limited; and 50,000 (100%) Equity Shares of ₹ 10/- each and 1,19,38,380 (100%) Compulsory Convertible Debentures of ₹ 100/- each in Kutchh Power Generation Limited to Adani Power Limited. | | | | | | | |
|--|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolutions required: (Ordinary/ Special) | Ordinary Resolution | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/ resolution? | Yes | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 823963481 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | Total | | 823963481 | 0 | 0.00 | 0 | 0 | 0.00 |
| Public- Institutions | E-Voting | 239123309 | 197830575 | 82.73 | 182295164 | 15535411 | 92.15 | 7.85 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | Total | | 239123309 | 197830575 | 82.73 | 182295164 | 15535411 | 92.15 |
| Public- Non Institutions | E-Voting | 36723293 | 205288 | 0.56 | 202688 | 2600 | 98.73 | 1.27 |
| | Poll | | 93745 | 0.26 | 93745 | - | - | - |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 36723293 | 299043 | 0.81 | 296453 | 2600 | 99.13 |
| Total | | 1099810083 | 198129608 | 18.01 | 182591597 | 15538011 | 92.16 | 7.84 |





CHIRAG SHAH & ASSOCIATES

Company Secretaries

808, Shiromani Complex, Opp. Ocean Park,

S.M. Road, Satellite, Ahmedabad - 380 015.

Ph.: 079-40020304

E-mail : chi118_min@yahoo.com

Date: 28th March, 2019

To,
The Chairman
ADANI ENTERPRISES LTD.
Adani House,
Nr. Mithakhali Six Roads,
Navrangpura,
Ahmedabad – 380 009

Dear Sir,

Re : Report of Scrutinizer on passing of resolutions through Postal Ballot and E-voting

1. The Board of Directors of the Company, vide its resolution passed in the meeting dated 23rd February, 2019, appointed me as Scrutinizer for conducting the postal ballot voting process for passing Ordinary Resolutions as set out in the Notice of Postal Ballot dated 23rd February, 2019.
2. I submit my report as under:

The Company had completed dispatch of Notice of Postal Ballot dated 23rd February, 2019 along with the Postal Ballot Form and a self-addressed postage prepaid Business Reply Envelope on 25th February, 2019 to its Members whose name(s) appeared on the Register of Members / list of beneficiaries as on 22th February, 2019 and also published Newspaper Advertisement in English and Gujarati (Regional Language) in Indian Express (English) and Financial Express (Gujarati) respectively regarding dispatch of Notice of Postal Ballot along-with Postal Ballot Form and containing all the matters required under Companies Act, 2013 and relevant rules on 26th February, 2019.

All Postal Ballot Forms have been received upto 6.00 p.m. on 27th March, 2019, being the last date fixed by the Company for receipt of the forms.

The postal ballot forms were kept under my safe custody before commencing the scrutiny of the said postal ballot forms.

Particulars of postal ballot forms received from the members have been entered in a register separately maintained for the purpose.

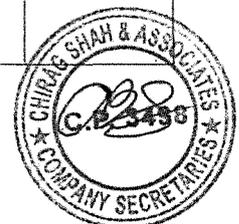
No Envelopes containing postal ballot forms were received after 6.00 p.m. on 27th March, 2019.



3. The Company has also offered E-voting through CDSL and the report contains the details through E-voting also.
4. The facility of E-voting remained open from 26th February, 2019 to 27th March, 2019.
5. We have unblocked the votes cast through remote E-voting in the presence of Mr. Raimen Maradiya and Ms. Charmi Shah who were not in the employment of the Company.
6. A Summary of postal ballot forms received / E-voting is given below:

Resolution No. 1 : Divestment of 9,98,28,000 (100%) Equity Shares of Rs. 10/- each in Adani Agri Logistics Limited and 50,000 (100%) Equity Shares each of Rs.10/- each in Adani Agri Logistics (Samastipur) Limited, Adani Agri Logistics (Darbhanga) Limited and Adani Agri Logistics (Dahod) Limited to Adani Logistics Limited.

| Particulars | | No. of Postal Ballot Forms | No. of shares | % of Total Paid Up Capital | % of total votes polled |
|-------------|--|----------------------------|---------------|----------------------------|-------------------------|
| a) | Total Postal Ballot Forms received | 18 | 93745 | 0.0085 | 0.05 |
| b) | Less: Invalid Postal Ballot Forms | 0 | 0 | 0 | 0 |
| c) | Net Valid Postal Ballots with voting exercised | 18 | 93745 | 0.0085 | 0.05 |
| d) | Voting exercised through E-Voting | 270 | 197639873 | 17.970 | 99.95 |
| e) | Total valid votes exercised (c+d) | 288 | 197733618 | 17.978 | 100 |
| f) | Physical postal ballot forms with assent (favour) for the Resolution | 18 | 93745 | 0.0085 | 0.05 |
| g) | Physical postal ballot forms with dissent (against) for the Resolution | 0 | 0 | 0 | 0 |
| h) | Physical postal ballot not voted for the Resolution | 0 | 0 | 0 | 0 |
| i) | E-Voting ballot with assent (favour) for the Resolution | 178 | 182497872 | 16.59 | 92.29 |
| j) | E-Voting ballot dissent (against) for the Resolution | 92 | 15142001 | 1.37 | 7.66 |



| | | | | |
|--|-----|-----------|-------|-------|
| Total Postal Ballot with ASSENT in physical and Electronic mode | 196 | 182591617 | 16.60 | 92.34 |
| Total Postal Ballot with DISSENT in physical and Electronic mode | 92 | 15142001 | 1.37 | 7.66 |
| Since total votes polled in favour of the resolution is 92.34 %and total votes polled against the resolution is 7.66%, resolution has been passed as an Ordinary Resolution. | | | | |

Resolution No. 2: Divestment of 50,000 (100%) Equity Shares of Rs. 10/- each and 7,64,28,245 (100%) Compulsory Convertible Debentures of Rs. 100/- each in Adani Power Dahej Limited; 50,000 (100%) Equity Shares of Rs. 10/- each and 2,81,53,939 (100%) Compulsory Convertible Debentures of Rs. 100/- each in Adani Pench Power Limited; and 50,000 (100%) Equity Shares of Rs. 10/- each and 1,19,38,380 (100%) Compulsory Convertible Debentures of Rs. 100/- each in Kutchh Power Generation Limited to Adani Power Limited.

| Particulars | No. of Postal Ballot Forms | No. of shares | % of Total Paid Up Capital | % of total votes polled |
|---|----------------------------|---------------|----------------------------|-------------------------|
| a) Total Postal Ballot Forms received | 18 | 93745 | 0.0085 | 0.047 |
| b) Less: Invalid Postal Ballot Forms | 0 | 0 | 0 | 0 |
| c) Net Valid Postal Ballots with voting exercised | 18 | 93745 | 0.0085 | 0.047 |
| d) Voting exercised through E-Voting | 271 | 198035863 | 18.01 | 99.95 |
| e) Total valid votes exercised (c+d) | 289 | 198129608 | 18.01 | 100 |
| f) Physical postal ballot forms with assent (favour) for the Resolution | 18 | 93745 | 0.0085 | 0.047 |
| g) Physical postal ballot forms with dissent (against) for the Resolution | 0 | 0 | 0 | 0 |
| h) Physical postal ballot not voted for the Resolution | 0 | 0 | 0 | 0 |



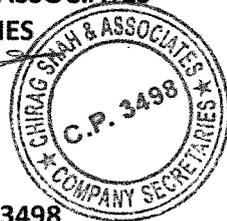
| | | | | | |
|---|---|------------|------------------|--------------|--------------|
| i) | E-Voting ballot with assent (favour) for the Resolution | 176 | 182497852 | 16.59 | 92.11 |
| j) | E-Voting ballotdissent (against) for the Resolution | 95 | 15538011 | 1.41 | 7.84 |
| Total Postal Ballot with ASSENT in physical and Electronic mode | | 194 | 182591597 | 16.60 | 92.16 |
| Total Postal Ballot with DISSENT in physical and Electronic mode | | 95 | 15538011 | 1.41 | 7.84 |
| Since total votes polled in favour of the resolution is 92.16 % and total votes polled against the resolution is 7.84 %, resolution has been passed as an Ordinary Resolution. | | | | | |

7. Related papers / registers and records were handed over to Mr. Jatin Jalundhwala, Company Secretary & Joint President (Legal) for safe custody.
8. You may accordingly declare the results of the voting by postal ballot and E-voting.

Thanking you,

For, CHIRAG SHAH & ASSOCIATES
COMPANY SECRETARIES


CHIRAG SHAH
(PARTNER)
FCS NO.5545, CP NO. 3498
Place: Ahmedabad
Date: 28th March, 2019



Counter Signed by
For Adani Enterprises Limited


Gautam S. Adani
Chairman
DIN: 00006273