

# ADANI ENTERPRISES LIMITED

## Details of Voting Results – 23<sup>rd</sup> Annual General Meeting held on 11<sup>th</sup> August, 2015

1.	Date of the AGM/EGM	11 <sup>th</sup> August, 2015
2.	Total number of shareholders on record date	89,983
3	No. of shareholders present in the meeting either in person or through proxy <ul style="list-style-type: none"> <li>• Promoters and Promoter Group</li> <li>• Public</li> </ul>	02 66
4	No. of shareholders attended the meeting through video conferencing <ul style="list-style-type: none"> <li>• Promoters and Promoter Group</li> <li>• Public</li> </ul>	Not arranged

### Agenda-wise

Resolution / Agenda wise details of voting (including votes cast by physical ballots and e-voting process) are as under:

#### Resolution No. 1:

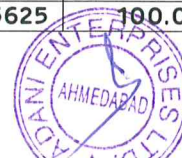
Ordinary Resolution for Adoption of audited financial statements (including consolidated financial statements) for the financial year ended 31st March, 2015:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of Votes against on votes polled (7)=[(5)/(2)]*100 (7)
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	824857559	824034479	99.90	824034479	0	100.00	0.00
Public-Institutional holders	234563166	159879071	68.16	159656149	222922	99.86	0.14
Public-Others	40389358	84539	0.21	78914	5625	93.35	6.65
<b>Total</b>	<b>1099810083</b>	<b>983998089</b>	<b>89.47</b>	<b>983769542</b>	<b>228547</b>	<b>99.98</b>	<b>0.02</b>

#### Resolution No. 2:

Ordinary Resolution for Declaration of Dividend on Equity Shares:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 (6)	% of Votes against on votes polled (7)=[(5)/(2)]*100 (7)
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	824857559	824034479	99.90	824034479	0	100.00	0.00
Public-Institutional holders	234563166	160095124	68.25	160095124	0	100.00	0.00
Public-Others	40389358	84554	0.21	78929	5625	93.35	6.65
<b>Total</b>	<b>1099810083</b>	<b>984214157</b>	<b>89.49</b>	<b>984208532</b>	<b>5625</b>	<b>100.00</b>	<b>0.00</b>



# ADANI ENTERPRISES LIMITED

## Resolution No. 3:

Ordinary Resolution for Re-appointment of Mr. Rajesh S. Adani who retires by rotation

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100 (3)	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	824857559	824034479	99.90	824034479	0	100.00	0.00
Public- Institutional holders	234563166	160095124	68.25	159051951	1043173	99.35	0.65
Public-Others	40389358	84554	0.21	78904	5650	93.32	6.68
<b>Total</b>	<b>1099810083</b>	<b>984214157</b>	<b>89.49</b>	<b>983165334</b>	<b>1048823</b>	<b>99.89</b>	<b>0.11</b>

## Resolution No. 4:

Ordinary Resolution for Appointment of M/s. Dharmesh Parikh & Co., Chartered Accountants, Ahmedabad as Statutory Auditors of the Company and fixing their remuneration

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100 (3)	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	824857559	824034479	99.90	824034479	0	100.00	0.00
Public- Institutional holders	234563166	160038583	68.23	159888430	150153	99.91	0.09
Public-Others	40389358	84354	0.21	78704	5650	93.30	6.70
<b>Total</b>	<b>1099810083</b>	<b>984157416</b>	<b>89.48</b>	<b>984001613</b>	<b>155803</b>	<b>99.98</b>	<b>0.02</b>

## Resolution No. 5:

Ordinary Resolution for Appointment of Ms. Dharmishta N. Rawal as an Independent Director

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100 (3)	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	824857559	824034479	99.90	824034479	0	100.00	0.00
Public- Institutional holders	234563166	160095124	68.25	160023556	71568	99.96	0.04
Public-Others	40389358	84554	0.21	78909	5645	93.32	6.68
<b>Total</b>	<b>1099810083</b>	<b>984214157</b>	<b>89.49</b>	<b>984136944</b>	<b>77213</b>	<b>100.00</b>	<b>0.00</b>



# ADANI ENTERPRISES LIMITED

## Resolution No. 6:

Ordinary Resolution for Appointment of Mr. Pranav Adani as a Director

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100 (3)	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	824857559	824034479	99.90	824034479	0	100.00	0.00
Public- Institutional holders	234563166	160095124	68.25	160095124	0	100.00	0.00
Public-Others	40389358	84554	0.21	78871	5683	93.28	6.72
<b>Total</b>	<b>1099810083</b>	<b>984214157</b>	<b>89.49</b>	<b>984208474</b>	<b>5683</b>	<b>100.00</b>	<b>0.00</b>

## Resolution No. 7:

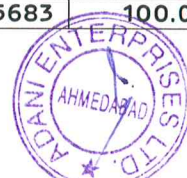
Special Resolution for Appointment of Mr. Pranav Adani as an Executive Director designated as Director of the Company

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100 (3)	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	824857559	824034479	99.90	824034479	0	100.00	0.00
Public- Institutional holders	234563166	160095124	68.25	160095124	0	100.00	0.00
Public-Others	40389358	84554	0.21	78851	5703	93.26	6.74
<b>Total</b>	<b>1099810083</b>	<b>984214157</b>	<b>89.49</b>	<b>984208454</b>	<b>5703</b>	<b>100.00</b>	<b>0.00</b>

## Resolution No. 8:

Special Resolution for Re-appointment of Mr. Rajesh S. Adani as Managing Director of the Company

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100 (3)	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	824857559	824034479	99.90	824034479	0	100.00	0.00
Public- Institutional holders	234563166	160095124	68.25	160095124	0	100.00	0.00
Public-Others	40389358	84654	0.21	78971	5683	93.29	6.71
<b>Total</b>	<b>1099810083</b>	<b>984214257</b>	<b>89.49</b>	<b>984208574</b>	<b>5683</b>	<b>100.00</b>	<b>0.00</b>



# ADANI ENTERPRISES LIMITED

## Resolution No. 9:

Special Resolution for Approval of offer or invitation to subscribe to Securities for an amount not exceeding Rs.6000 Crores

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100 (3)	No. of Votes - in favour	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
	(1)	(2)		(4)			
Promoter and Promoter Group	824857559	824034479	99.90	824034479	0	100.00	0.00
Public- Institutional holders	234563166	148928653	63.49	128818730	20109923	86.50	13.50
Public-Others	40389358	84354	0.21	78699	5655	93.30	6.70
<b>Total</b>	<b>1099810083</b>	<b>973047486</b>	<b>88.47</b>	<b>952931908</b>	<b>20115578</b>	<b>97.93</b>	<b>2.07</b>

## Resolution No. 10:

Special Resolution for Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement basis

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100 (3)	No. of Votes - in favour	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
	(1)	(2)		(4)			
Promoter and Promoter Group	824857559	824034479	99.90	824034479	0	100.00	0.00
Public- Institutional holders	234563166	148628791	63.36	147759717	869074	99.42	0.58
Public-Others	40389358	84354	0.21	78714	5640	93.31	6.69
<b>Total</b>	<b>1099810083</b>	<b>972747624</b>	<b>88.45</b>	<b>971872910</b>	<b>874714</b>	<b>99.91</b>	<b>0.09</b>

## Resolution No. 11:

Special Resolution for Approval for increasing in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100 (3)	No. of Votes - in favour	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
	(1)	(2)		(4)			
Promoter and Promoter Group	824857559	824034479	99.90	824034479	0	100.00	0.00
Public- Institutional holders	234563166	148928653	63.49	148209732	718921	99.52	0.48
Public-Others	40389358	84554	0.21	78784	5770	93.18	6.82
<b>Total</b>	<b>1099810083</b>	<b>973047686</b>	<b>88.47</b>	<b>972322995</b>	<b>724691</b>	<b>99.93</b>	<b>0.07</b>



# ADANI ENTERPRISES LIMITED

## Resolution No. 12:

Ordinary Resolution for Approval for payment of commission to the Non-Executive Director(s) including Independent Director(s) of the Company

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100 (3)	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100 (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	824857559	824034479	99.90	824034479	0	100.00	0.00
Public- Institutional holders	234563166	160095124	68.25	160095124	0	100.00	0.00
Public-Others	40389358	84554	0.21	78751	5803	93.14	6.86
<b>Total</b>	<b>1099810083</b>	<b>984214157</b>	<b>89.49</b>	<b>984208354</b>	<b>5803</b>	<b>100.00</b>	<b>0.00</b>

## Resolution No. 13:

Special Resolution for Approval/ ratification of material related party transactions entered into by the Company during the financial year ended 31st March, 2015 as per Clause 49 of the Listing Agreement

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100 (3)	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100 (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	824857559	Abstained	N.A.	0	0	N.A.	N.A.
Public- Institutional holders	234563166	160095124	68.25	160095124	0	100.00	0.00
Public-Others	40389358	84354	0.21	78626	5728	93.21	6.79
<b>Total</b>	<b>1099810083</b>	<b>160179478</b>	<b>14.56</b>	<b>160173750</b>	<b>5728</b>	<b>100.00</b>	<b>0.00</b>

## Resolution No. 14:

Ordinary Resolution for Ratification of the Remuneration of the Cost Auditors

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100 (3)	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100 (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	824857559	824034479	99.90	824034479	0	100.00	0.00
Public- Institutional holders	234563166	160095124	68.25	160095124	0	100.00	0.00
Public-Others	40389358	84554	0.21	78749	5805	93.13	6.87
<b>Total</b>	<b>1099810083</b>	<b>984214157</b>	<b>89.49</b>	<b>984208352</b>	<b>5805</b>	<b>100.00</b>	<b>0.00</b>





## CHIRAG SHAH & ASSOCIATES

Company Secretaries

808, Shiromani Complex, Opp. Ocean Park,

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

Ph.: 079- 40020304 / 40020305

E-mail : chi118\_min@yahoo.com

### Scrutinizers' Report

*[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]*

To

The Chairman

23rd Annual General Meeting of the Equity Shareholders of

**Adani Enterprises Limited**

Held on 11<sup>th</sup> day of August, 2015 at 11.30 a.m.

At J.B. Auditorium, Ahmedabad Management Association,

AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg,

Ahmedabad - 380 015

Dear Sir,

I, Chirag B. Shah, Proprietor of M/s. Chirag Shah & Associates, Company Secretaries, having office at 808, Shiromani Complex, Opp. Ocean Park, S.M. Road, Satellite, Ahmedabad-380015 have been appointed as Scrutinizer of Adani Enterprises Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 23rd Annual General Meeting of the Equity Shareholders of Adani Enterprises Limited, held on 11<sup>th</sup> day of August, 2015 at 11.30 a.m. at "J.B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015." I submit my report as under:

1. The e-voting period remained open from Friday, 7<sup>th</sup> August, 2015 at 9.00 a.m. to Monday, 10<sup>th</sup> August, 2015 at 5.00 p.m.
2. The shareholders holding shares as on the "cut off" date i.e. 4<sup>th</sup> August, 2015 were entitled to vote on the proposed resolutions (Items No. 1 to 14 as set out in the Notice of the 23<sup>rd</sup> AGM of the Adani Enterprises Limited).
3. The votes were unblocked on 11<sup>th</sup> August, 2015 around 01:00 p.m. in the presence of two witnesses Mr. Meet Shah and Mr. Dhruvil Shah who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: **Mr. Meet Shah**

Name: **Mr. Dhruvil Shah**



4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<http://evotingindia.co.in>).

5. The results of the e-voting are as under:

**a) Resolution No. 1:**

**Adoption of audited financial statements (including consolidated financial statements) for the financial year ended 31<sup>st</sup> March, 2015:**

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
161	979430530	99.98

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
5	228547	0.02

iii) No. of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
2	115

**b) Resolution No. 2:**

**Declaration of Dividend on Equity Shares:**

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

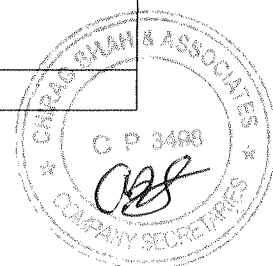
Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
163	979869520	100.00

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
4	5625	0.00

iii) No. of members who have **Abstained** from voting

Total number of members whose votes were abstained	Total number of votes
1	100



c) **Resolution No. 3:**

**Re-appointment of Mr. Rajesh S Adani who retires by rotation:**

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
153	978826327	99.89

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
14	1048818	0.11

iii) No. of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
1	100

d) **Resolution No. 4:**

**Appointment of M/s. Dharmesh Parikh & Co., Chartered Accountants, Ahmedabad as Statutory Auditors and fixing their remuneration:**

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

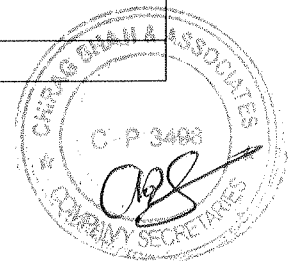
Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
158	979662626	99.98

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
6	155778	0.02

iii) No. of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
4	56841





e) **Resolution No. 5:**

**Appointment of Ms. Dharmishta N. Rawal as an Independent Director of the Company:**

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
161	979797932	99.99

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
6	77213	0.01

iii) No. of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
1	100

f) **Resolution No. 6:**

**Appointment of Mr. Pranav Adani as a Director:**

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

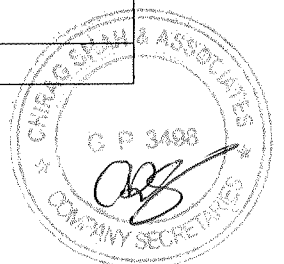
Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
162	979869462	100.00

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
5	5683	0.00

iii) No. of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
1	100



**g) Resolution No. 7:**

**Appointment of Mr. Pranav Adani as an Executive Director designated as a Director of the company:**

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
161	979869442	100.00

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
6	5703	0.00

iii) No. of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
1	100

**h) Resolution No. 8:**

**Re-appointment of Mr. Rajesh S. Adani as Managing Director of the Company:**

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

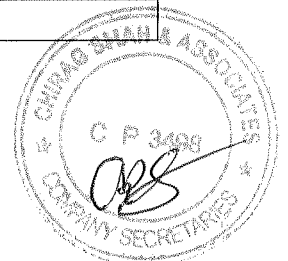
Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
163	979869562	100.00

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
5	5683	0.00

iii) No. of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
0	0



i) **Resolution No. 9:**

**Approval of offer or invitation to subscribe to Securities for an amount not exceeding Rs. 6000 Crores:**

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
71	948592926	97.92

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
93	20115548	2.08

iii) No. of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
4	11166771

j) **Resolution No. 10:**

**Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement basis:**

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

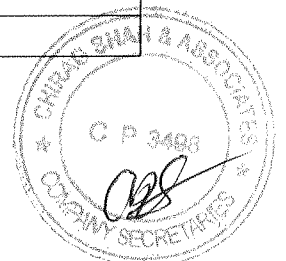
Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
143	967533903	99.90

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
18	874709	0.10

iii) No. of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
7	11466633



k) **Resolution No. 11:**

**Approval for increasing the borrowing limits of the Company under Section-180(1) (c) of the Companies Act, 2013:**

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
148	967984008	99.93

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
17	724666	0.07

iii) No. of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
3	11166571

l) **Resolution No. 12:**

**Approval for payment of commission to the Non-Executive Director(s) including Independent Director(s) of the Company:**

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

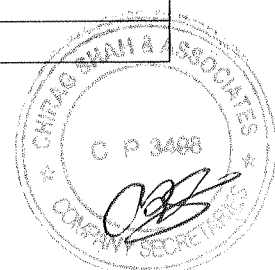
Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
159	979869372	100.00

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
8	5773	0.00

iii) No. of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
1	100



**m) Resolution No. 13:**

**Approval/ratification of material related party transactions entered into by the Company during the financial year ended 31<sup>st</sup> March, 2015 as per Clause 49 of the Listing Agreement:**

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
151	159522743	100.00

**ii) Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
7	5723	0.00

**iii) No. of members who have **Abstained** from voting:**

Total number of members whose votes were abstained	Total number of votes
10	820346779

**n) Resolution No. 14:**

**Ratification of the Remuneration of the Cost Auditors:**

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

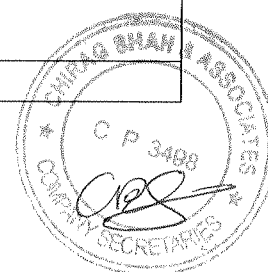
Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
162	979869370	100.00

**ii) Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
5	5775	0.00

**iii) No. of members who have **Abstained** from voting:**

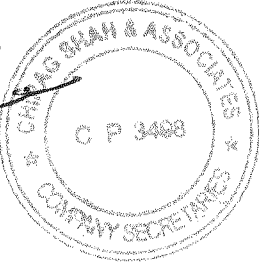

Total number of members whose votes were abstained	Total number of votes
1	100



6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



**Chirag Shah**

Proprietor

Chirag Shah and Associates

Company Secretaries

COP: 3498

Membership: FCS 5545

Place: Ahmedabad

Date: 11.08.2015



## CHIRAG SHAH & ASSOCIATES

Company Secretaries

808, Shiromani Complex, Opp. Ocean Park,

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

Ph.: 079- 40020304 / 40020305

E-mail : chi118\_min@yahoo.com

### **Form No. MGT-13 Report of Scrutinizer**

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

To,  
The Chairman,  
Adani Enterprises Limited

**The 23<sup>rd</sup> Annual General Meeting of the members of Adani Enterprises Limited (the Company) held on Tuesday, 11<sup>th</sup> August, 2015 at 11.30 a.m. at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015.**

Dear Sir,

I, **Chirag B. Shah, Practicing Company Secretary**, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Adani Enterprises Limited held on Tuesday, 11<sup>th</sup> August, 2015 at 11.30 a.m. at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015, submit my report as under:

1. After the time fixed for closing of poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Register and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:



**Item No. 1 - Ordinary Resolution****Adoption of audited financial statements (including audited consolidated financial statements) for the financial year ended 31<sup>st</sup> March, 2015:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
26	4339012	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	133

**Item No. 2 - Ordinary Resolution****Declaration of Dividend on Equity Shares:**

(i) Voted in favour of resolution:

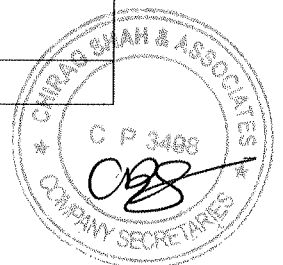
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
26	4339012	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	133





**Item No. 3 - Ordinary Resolution****Re-appointment of Mr. Rajesh S Adani who retires by rotation:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
25	4339007	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	5	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	133

**Item No. 4 - Ordinary Resolution****Appointment of M/s. Dharmesh Parikh & Co., Chartered Accountants, Ahmedabad as Statutory Auditors and fixing their remuneration:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
25	4338987	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	25	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	133



**Item No. 5 - Ordinary Resolution****Appointment of Ms. Dharmishta N. Rawal as an Independent Director of the Company:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
26	4339012	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	133

**Item No. 6 - Ordinary Resolution****Appointment of Mr. Pranav Adani As a Director:**

(i) Voted in favour of resolution:

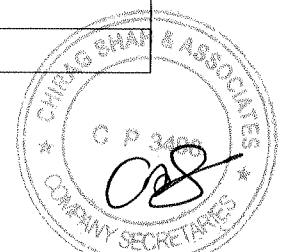
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
26	4339012	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	133



**Item No. 7 - Special Resolution****Appointment of Mr. Pranav Adani as an Executive Director designated as a Director of the company:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
26	4339012	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	133

**Item No. 8 - Special Resolution****Re-appointment of Mr. Rajesh S. Adani as Managing Director of the Company:**

(i) Voted in favour of resolution:

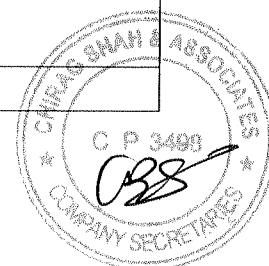
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
26	4339012	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	133



**Item No. 9- Special Resolution****Approval of offer or invitation to subscribe to Securities for an amount not exceeding Rs. 6000 Crores:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
24	4338982	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	30	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	133

**Item No. 10 - Special Resolution****Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement basis:**

(i) Voted in favour of resolution:

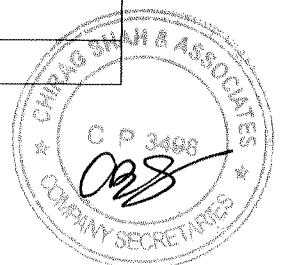
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
25	4339007	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	5	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	133



**Item No. 11 - Special Resolution****Approval for increasing in borrowing limits of the Company under Section-180(1) (c) of the Companies Act, 2013:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
25	4338987	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	25	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	133

**Item No. 12 - Ordinary Resolution****Approval for payment of commission to the Non-Executive Director(s) including Independent Director(s) of the Company:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
24	4338982	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	30	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	133



### Item No. 13 - Special Resolution

**Approval/ratification of material related party transactions entered into by the Company during the financial year ended 31<sup>st</sup> March, 2015 as per Clause 49 of the Listing Agreement:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
24	651007	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	5	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	133

### Item No. 14 - Ordinary Resolution

**Ratification of the Remuneration of the Cost Auditors:**

(i) Voted in favour of resolution:

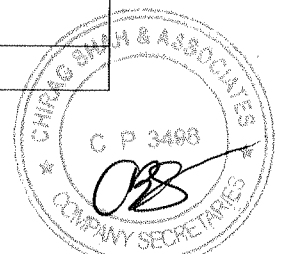
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
24	4338982	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	30	0.00

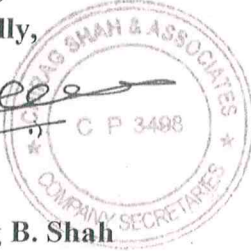

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	133



5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorize by the Board for safe keeping.

Thanking you,  
Yours Faithfully,



Scrutinizer

Name: Chirag B. Shah

Practicing Company Secretary

FCS: 5545; CP: 3498

Place: Ahmedabad

Date: 11/08/2015