

adani™

5th July, 2018

BSE Limited

Floor 25, P J Towers,
Dalal Street,
Mumbai – 400001

Scrip Code: 512599

National Stock Exchange of India Limited

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

Scrip Code: ADANIENT

Dear Sir,

Sub: Disclosure of:

- i. **Combined Voting Results of the Business transacted at the National Company Law Tribunal convened Meeting of the Equity Shareholders of Adani Enterprises Limited ("the Company") held on Tuesday, 3rd July, 2018; and**
- ii. **Combined Voting Result pursuant to Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated 10th March, 2017 ("SEBI Circular")**

Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

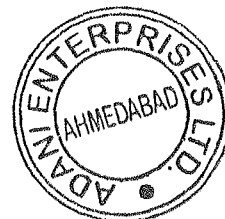
Dear Sir,

Pursuant to the Order dated 10th May, 2018 passed by the Hon'ble National Company Law Tribunal ("NCLT Order") a meeting of Equity Shareholders of the Company was held on Tuesday, 3rd July, 2018 at 10:00 a.m. at J.B. Auditorium, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, ATIRA, Ahmedabad-380015, Gujarat, India, for approving the Composite Scheme of Arrangement among Adani Gas Holdings Limited and Adani Gas Limited and Adani Enterprises Limited and their respective shareholders and creditors (the "**Scheme**").

Further, pursuant to the provisions of Sections 230(4) and 232(1) of the Companies Act, 2013 read with Rules 5 and 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company has provided facility of postal ballot and e-voting to its Equity Shareholders for approval of the Scheme.

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

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



CIN: L51100GJ1993PLC019067

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



Accordingly, voting by equity shareholders of the Company for approval of the Scheme has been carried out through (i) postal ballot; (ii) e-voting; and (iii) electronic voting at the venue of the meeting held on 3rd July, 2018.

Further, in terms of the SEBI Circular and NCLT Order, the Scheme is also required to be approved by the Public Shareholders of the Company and accordingly, voting by Public Shareholders of the Company has been carried out through (i) postal ballot; and (ii) e-voting to the Scheme.

As per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following disclosures:-

- a. **In terms of the Companies Act, 2013 and NCLT Order** - voting results of the business transacted through (i) postal ballot; (ii) e-voting; and (iii) electronic voting at the venue of the meeting along with the Scrutinizer's Report as **Annexure - A**
- b. **In terms of the SEBI Circular** - voting results of the Public Shareholders, along with a separate Scrutinizer's Report as **Annexure - B**.

The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders of the Company (including Public Shareholders), as required by NCLT Order and the SEBI Circular.

Kindly take the same on your record.

Thanking you,

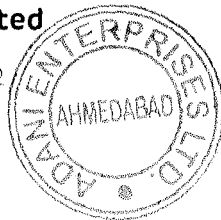
Yours faithfully,

For **Adani Enterprises Limited**

J. R. Jalundhwala

Jatin Jalundhwala
Company Secretary &
Sr. Vice President (Legal)

Encl: As above



Adani Enterprises Ltd
Adani House,
Nr Mithakhali Circle, Navrangpura
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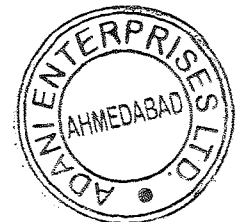
CIN: L51100GJ1993PLC019067

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

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

Date of AGM/ EGM	3rd July, 2018
Total number of shareholders on Record Date	84028
Nos. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	7
Public	48
Nos. of Shareholders attended the meeting through Video Conferencing :	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable

Resolution No. 1: Approval of the Composite Scheme of Arrangement among Adani Gas Holdings Limited and Adani Gas Limited and Adani Enterprises Limited and their respective shareholders and creditors. ("Scheme").								
Resolution required: (Ordinary/	Special Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	0.0000	0	0	0.0000	0.0000
	Electronic Voting at Venue of the Meeting		823963479	100.0000	823963479	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		823963479	100.0000	823963479	0	100.0000	0.0000
Public- Institutions	E-Voting	237827881	224158027	94.2522	224158027	0	100.0000	0.0000
	Electronic Voting at Venue of the Meeting		645650	0.2715	645650	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		224803677	94.5237	224803677	0	100.0000	0.0000
Public- Non Institutions	E-Voting	38018721	1219035	3.2064	1214769	4266	99.6501	0.3499
	Electronic Voting at Venue of the Meeting		47819	0.1258	47819	0	100.0000	0.0000
	Postal Ballot (if applicable)		221	0.0006	221	0	100.0000	0.0000
	Total		1267075	3.3328	1262809	4266	99.6633	0.3367
Total		1099810083	1050034231	95.4741	1050029965	4266	99.9996	0.0004





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

CONSOLIDATED SCRUTINIZERS' REPORT

To,
The Chairman of
NCLT convened meeting the equity shareholders of
Adani Enterprises Limited having its
Registered Office at "Adani House",
Near Mithakhali Six Roads, Navrangpura,
Ahmedabad – 380009

Scrutinizer's Report on electronic voting system at the venue, Postal Ballot and Remote E-voting in respect of the resolution (business) contained in the Notice of NCLT convened meeting of Equity Shareholders of Adani Enterprises Limited.

Dear Sir,

I, Chirag Shah, Practicing Company Secretary, was appointed as Scrutinizer by the National Company Law Tribunal (NCLT) Ahmedabad Bench vide its order dated 10th May, 2018 for the purpose of scrutinizing the voting process in a fair and transparent manner at the meeting of the Equity Shareholders (which includes public shareholders) of Adani Enterprises Limited ("the Company") held on Tuesday, 3rd July, 2018 at 10.00 A.M. at J.B. Auditorium, Ahmedabad Management Association, Dr. Vikram Sarabhai Marg, ATIRA, Ahmedabad-380015, in terms of applicable provisions of the Companies Act, 2013 read with rules made thereunder.

I do hereby submit report as under :

- (i) The company had appointed Central Depository Services Limited ("CDSL") as the Agency for providing the Remote e-voting and electronic voting system at the venue platform to the Equity Shareholders of the company.
- (ii) 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 postal ballot and e-voting and electronic voting system at the venue of the meeting on the resolution contained in the Notice of the Meeting.
- (iii) The **Cut-off date was Friday, 25th May, 2018** for the purpose of deciding the Equity Shareholders entitled to vote through postal ballot, electronic voting system at the venue and Remote e-voting on the resolution seeking their approval.



- (iv) The voting through postal ballot and Remote e-voting had commenced on **Sunday, 3rd June, 2018 at 9.00 a.m. and ended on Monday, 2nd July, 2018 at 5.00 p.m.**
- (v) Our responsibility as a Scrutinizer for the voting process (through postal ballot, e-voting and electronic voting system at the venue) is restricted to scrutinize the postal ballot papers, e-voting process and electronic voting system at the venue at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizers' Report of the votes cast in **Favour or Against** the resolution stated in the Notice based on postal ballot, the reports generated from the e-voting system and electronic voting system at the venue at the meeting.
- (vi) The Company, had on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, proxy form etc. to the Equity Shareholders of the Company (holding the equity shares as of the cut-off date, i.e. 25th May, 2018) and also published Newspaper Advertisements in English and Gujarati (Regional Language) in The Economics Time (English) and The Economics Time (Gujarati) respectively regarding completion of dispatch of Notice of Postal Ballot along with Postal Ballot Form containing all the matters required under the Companies Act, 2013 and relevant rules made thereunder on 2nd June, 2018 and 4th June, 2018 respectively .
- (vii) The votes were unblocked on 3rd July, 2018 at around 10:55 a.m. in the presence of two witnesses, Mr. Raimeen Maradiya and Mr. Digesh Deshaval who are not in the employment of the Company.
- (viii) The Equity shareholders were required to send the completed and signed postal ballot forms on or before 5:00 p.m. on 2nd July, 2018. I have not accepted any postal ballot form after 5:00 p.m. on 2nd July, 2018.
- (ix) On Tuesday, 3rd July, 2018, at the venue of the NCLT convened meeting, at the end of discussion, the Chairman of the Meeting directed to conduct the voting through electronic voting system at the venue for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the postal ballot or the e-voting module of CDSL.
- (x) I then counted the votes cast through the postal ballots and unblocked the votes cast through the e-voting module of CDSL.
- (xi) I first counted the votes cast at the venue of the meeting. The votes cast through electronic voting system at the venue were reconciled with the records maintained by the Company and CDSL and the authorisations/proxies lodged with the Company.



- (xii) We have not found any invalid/incomplete vote in the Postal ballot forms, the Remote e-voting and electronic voting system at the venue.
- (xiii) The consolidated result of the voting seeking approval of the equity shareholders of the Company to the Scheme is as under :

Resolution for approving the Composite Scheme of Arrangement among Adani Gas Holdings Limited and Adani Gas Limited and Adani Enterprises Limited and their respective shareholders and creditors:

Consolidated Report on result of voting through Postal Ballots, Remote E-voting and electronic voting system at the venue of the meeting of Equity Shareholders.

i. Total Valid Votes:

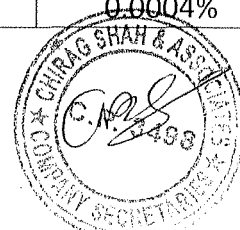
Voting Description	Number of Members who voted	Nos. of valid Votes
Voting through electronic voting system at the venue	30	82,46,56,948
Voting through Postal ballot	4	221
Remote E- voting	296	22,53,77,062
Total	330	105,00,34,231

ii. Voted **in favour** of the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted.	% of total number of valid votes casted
Voting through electronic voting system at the venue	30	82,46,56,948	100%
Voting through Postal ballot	4	221	100%
Remote E- voting	280	22,53,72,796	99.9981%
Total	314	1,05,00,29,965	99.9996%

iii. Voted **against** the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted.	% of total number of valid votes casted
Voting through electronic voting system at the venue	0	0	0%
Voting through Postal ballot	0	0	0%
Remote E- voting	16	4,266	0.0019%
Total	16	4,266	0.0004%



iv. **Invalid/Abstain Votes:**

Voting Description	Number of Members who voted	Number of shares for which votes casted.
Voting through electronic voting system at the venue	11	832
Voting through Postal ballot	0	0
Remote E- voting	0	0
Total	11	832

- (xiv) List of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed as Annexure I to VII.
- (xv) All relevant records of the voting conducted through electronic voting system at the venue of the meeting and postal ballots and the e-voting are handed over to the Company Secretary of the Company for safe keeping.


Thanking you,
Yours faithfully,



Scrutinizer
Name : Chirag Shah
Practicing Company Secretary
FCS : 5545; CP : 3498



Countersigned:
For, Adani Enterprises Limited



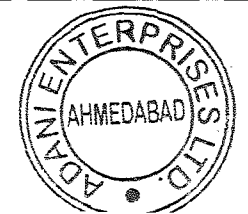
Mr. Justice K. A. Puj
Former Judge of the High Court of
Gujarat
Chairman appointed for the meetings

Place : Ahmedabad
Date : 4th July, 2018

Adani Enterprises Limited

Voting Results as per Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	
Date of AGM/ EGM	3rd July, 2018
Total number of shareholders on Record Date	84028
Nos. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	7
Public	48
Nos. of Shareholders attended the meeting through Video Conferencing :	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable

Resolution No. 1: Approval of the Composite Scheme of Arrangement among Adani Gas Holdings Limited and Adani Gas Limited and Adani Enterprises Limited and their respective shareholders and creditors. ("Scheme").								
Resolution required: (Ordinary/	Special Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	0.0000	0	0	0.0000	0.0000
	Electronic Voting at Venue of the Meeting		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	237827881	224158027	94.2522	224158027	0	100.0000	0.0000
	Electronic Voting at Venue of the Meeting		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		224158027	94.2522	224158027	0	100.0000	0.0000
Public- Non Institutions	E-Voting	38018721	1219035	3.2064	1214769	4266	99.6501	0.3499
	Electronic Voting at Venue of the Meeting		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		221	0.0006	221	0	100.0000	0.0000
	Total		1219256	3.2070	1214990	4266	99.6501	0.3499
Total		1099810083	225377283	20.4924	225373017	4266	99.9981	0.0019





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

Report of Scrutinizer

To,

Mr. Jatin Jalundhwala

Company Secretary

Adani Enterprises Limited having its

Registered Office at "Adani House",

Near Mithakhali Six Roads, Navrangpura,

Ahmedabad – 380009

Sub: Scrutinizer Report with respect to voting by public shareholders of Adani Enterprises Limited through Postal Ballot and E-Voting in terms of the SEBI Circular dated 10.03.2017.

Dear Sir,

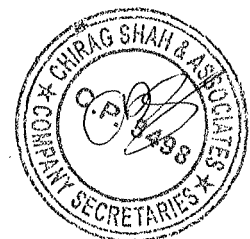
I, Chirag B Shah, Practising Company Secretary (FCS 5545, COP 3498) have been appointed as "the Scrutiniser" for the purpose of conducting the voting done through the postal ballot and e-voting on the resolution seeking approval of the Equity Shareholders of Adani Enterprises Limited to the Composite Scheme of Arrangement among Adani Gas Holdings Limited and Adani Gas Limited and Adani Enterprises Limited and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013 in terms of the Notice dated 30th May, 2018, Convening the said meeting.

I submit my report with regard to the result of the postal ballot and e-voting in respect of public shareholders as under :

- (i) The Company had appointed Central Depository Services Limited ("**CDSL**") as the Agency for providing the e-voting platform to the Equity Shareholders of the Company.
- (ii) The Management of the Company is responsible for ensuring compliance with the requirements relating to voting done through the postal ballot and e-voting on the resolution contained in the Notice of the Meeting.
- (iii) The **Cut-off date** was **Friday, 25th May, 2018** for the purpose of deciding the Equity Shareholders entitled to vote through postal ballot and e-voting on the resolution seeking their approval.



- (iv) The voting through postal ballot and e-voting remained open from Sunday, 2nd June, 2018 at 9.00 a.m. to Monday, 3rd July, 2018 at 5.00 p.m.
- (v) Our responsibility as a Scrutinizer for the voting process (through postal ballot and e-voting) is restricted to scrutinize the postal ballot papers and e-voting process in a fair and transparent manner and to prepare a consolidated Scrutinizers' Report of the votes cast in **Favour** or **Against** resolution stated in the Notice, based on postal ballots and the reports generated from the e-voting system.
- (vi) The Company had, on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, proxy form etc. to the Equity Shareholders of the Company (holding the equity shares as of the cut-off date i.e. Friday, 25th May, 2018 and also published Newspaper Advertisements in English and Gujarati (Regional Language) in The Economics Time (English) and The Economics Time (Gujarati) respectively regarding completion of dispatch of Notice of Postal Ballot along with Postal Ballot Form containing all the matters required under the Companies Act, 2013 and relevant rules made thereunder on 2nd June, 2018 and 4th June, 2018 respectively .
- (vii) The e-voting module was disabled by CDSL for voting after on 2nd July, 2018 at 5:00p.m.
- (viii) The votes were unblocked on 3rd July, 2018 at around 10:55 a.m. in the presence of two witnesses, Mr. Raimeen Maradiya and Mr. Digesh Deshaval who are not in the employment of the Company.
- (ix) The Equity shareholders were required to send the completed and signed postal ballot forms so as to reach me on or before 5.00 p.m. on 2nd July, 2018. I have not accepted any postal ballot from after 5.00 p.m. on 2nd July, 2018.
- (x) The Postal ballot forms, which were incomplete and/or which were *otherwise* found to be defective have been treated as invalid.



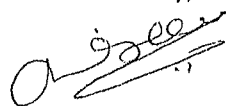
The result of public shareholders voting is as under :

Resolution for approving the Composite Scheme of Arrangement among Adani Gas Holdings Limited and Adani Gas Limited and Adani Enterprises Limited and their respective shareholders and creditors :

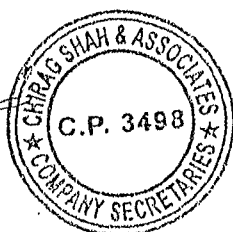
Voting Method	Total valid Votes	Votes in favour of the Resolution			Votes against the resolution			Invalid Votes	
		No of Share Holders	No of Shares	% of total number of valid voters cast	No of Share holders	No. of Shares	% of total number of valid Voters cast	No of Share holders	No of Shares
Remote E-voting	22,53,77,062	280	22,53,72,796	99.9981%	16	4,266	0.0019%	0	0
Voting by Postal ballot	221	4	221	100%	0	0	0%	0	0
Total	22,53,77,283	284	22,53,73,017	99.9981%	16	4,266	0.0019%	0	0

- (xi) List of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution is enclosed as Annexure I and II.
- (xii) The postal ballot and all other relevant records with respect to public shareholders were handed over to the Company Secretary of the Company for safe keeping.

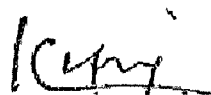
Thanking you,
Yours faithfully,



Scrutinizer
Name : Chirag Shah
Practicing Company Secretary
FCS : 5545; CP : 3498



Countersigned:
For, Adani Enterprises Limited



Mr. Justice K. A. Puj
Former Judge of the High Court of
Gujarat
Chairman appointed for the meetings

Place : Ahmedabad
Date : 4th July, 2018