adani

11th January, 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 Wednesday, 10th January, 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 1st December, 2017 passed by the Hon'ble National Company Law Tribunal ("NCLT Order") a meeting of Equity Shareholders of the Company was held on Wednesday, 10th January, 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 Scheme of Arrangement among Adani Enterprises Limited and Adani Green Energy 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

adani

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) poll at the venue of the meeting held on 10th January, 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) poll 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. AHMEDABAD

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

Annexure-A

Adani Enterprises Limited

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

Date of AGM/ EGM	10th January, 2018
Total number of shareholders on Record Date	77058
Nos. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	7
Public	58
Nos. of Shareholders attended the meeting through Video Conferencing :	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable

Resolution No. 1: Approval of the Scheme of Arrangement among Adani Enterprises Limited and Adani Green Energy Limited and their respective shareholders and creditors ("Scheme").								
Resolution required: (Ordinary/ Special)	Special 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	0.0000	0	0	0.0000	0.0000
	Poll		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**	234042380	205111243	87.6385	205111243	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		**205111243**	**87.6385**	**205111243**	**0**	**100.0000**	**0.0000**
Public- Non Institutions	**E-Voting**	41804222	1196326	2.8617	1196108	218	99.9818	0.0182
	Poll		48764	0.1166	48764	0	100.0000	0.0000
	Postal Ballot (if applicable)		4243	0.0101	3103	1140	73.1322	26.8678
	Total		**1249333**	**2.9885**	**1247975**	**1358**	**99.8913**	**0.1087**
Total		**1099810083**	**1030324055**	**93.6820**	**1030322697**	**1358**	**99.9999**	**0.0001**



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 Poll, Postal Ballot and voting by Electronic Means 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 1st December, 2017 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 Wednesday, 10th January, 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 e-voting 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 poll at the venue of the meeting on the resolution contained in the Notice of the Meeting.

(iii) The **Cut-off date was Monday, 4th December, 2017** for the purpose of deciding the Equity Shareholders entitled to vote through postal ballot, poll and e-voting on the resolution seeking their approval.

(iv) The voting through postal ballot and e-voting had commenced on **Monday, 11th December, 2017 at 9.00 a.m. and ended on Tuesday, 9th January, 2018 at 5.00 p.m.**

(v) Our responsibility as a Scrutinizer for the voting process (through postal ballot, e-voting and poll) is restricted to scrutinize the postal ballot papers, e-voting process and poll 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 Poll 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. 4th December, 2017) and also published Newspaper Advertisements in English and Gujarati (Regional Language) in The Indian Express (English) and Sandesh (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 on 9th December, 2017.

(vii) The votes were unblocked on 9th January, 2018 around 5:30 p.m. in the presence of two witnesses, Mr. Raimeen Maradiya and Mr. Digesh Deshaval who are not in the employment of the Company.

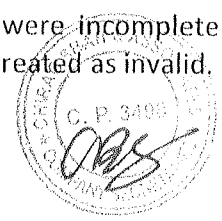
(viii) The Equity shareholders were required to send the completed and signed postal ballot forms on or before 5:00 p.m. on 9th January, 2018. I have not accepted any postal ballot form after 5:00 p.m. on 9th January, 2018.

(ix) On Wednesday, 10th January, 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 poll 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 first counted the votes cast at the venue of the meeting. The votes cast through poll were reconciled with the records maintained by the Company and CDSL and the authorisations/proxies lodged with the Company.

(xi) I then counted the votes cast through the postal ballots and unblocked the votes cast through the e-voting module of CDSL.

(xii) The Postal ballot forms, the e-voting and poll done, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.



(xiii) The consolidated result of the voting seeking approval of the equity shareholders of the Company to the Scheme is as under :

Resolution for approval of the Scheme of Arrangement among Adani Enterprises Limited and Adani Green Energy Limited and their respective Shareholders and Creditors under Sections 230-232 of the Companies Act, 2013:

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

i. Total Valid Votes:

Voting Description	Number of Members who voted	No. of Valid Votes
Voting through Poll Papers	31	82,40,12,243
Voting through Postal ballot	23	4,243
Remote E- voting	244	20,63,07,569
Total	298	1,03,03,24,055

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 Poll Papers	31	82,40,12,243	100%
Voting through Postal ballot	11	3103	73.132%
Remote E- voting	240	20,63,07,351	99.9998%
Total	282	103,03,22,697	99.9998%

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 Poll Papers	0	0	0.00%
Voting through Postal ballot	2	1,140	26.868%
Remote E- voting	4	218	0.0002%
Total	6	1358	0.0001%

iv. Invalid/Abstain Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted.
Voting through Poll Papers	1	214
Voting through Postal ballot	10	5,599
Remote E- voting	0	0
Total	11	5,813

(xiv) List of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

(xv) The polling papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours Faithfully,

CHIRAG SHAH & ASSOCIATES * COMPANY SECRETARIES * C. P. 3498

Chirag Shah
Proprietor
Chirag Shah and Associates
Company Secretaries
COP: 3498
Membership: FCS 5545
Place: Ahmedabad
Date: 10th January, 2018

Counter Signed by

V. Subramanian
Chairman appointed for the NCLT convened meeting
Adani Enterprises Limited
(DIN:00357727)
Date: 11th January, 2018

Annexure - B

Adani Enterprises Limited

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

Date of AGM/ EGM	10th January, 2018
Total number of shareholders on Record Date	77058
Nos. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	7
Public	58
Nos. of Shareholders attended the meeting through Video Conferencing :	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable

Resolution No. 1: Approval of the Scheme of Arrangement among Adani Enterprises Limited and Adani Green Energy Limited and their respective shareholders and creditors ("Scheme").								
Resolution required: (Ordinary/ Special)	Special 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	0.0000	0	0	0.0000	0.0000
	Poll		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**	234042380	205111243	87.6385	205111243	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		**205111243**	**87.6385**	**205111243**	**0**	**100.0000**	**0.0000**
Public- Non Institutions	**E-Voting**	41804222	1196326	2.8617	1196108	218	99.9818	0.0182
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		4243	0.0101	3103	1140	73.1322	26.8678
	Total		**1200569**	2.8719	**1199211**	**1358**	**99.8869**	**0.1131**
Total		**1099810083**	**206311812**	**18.7589**	**206310454**	**1358**	**99.9993**	**0.0007**



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,
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

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 Scheme of Arrangement among Adani Enterprises Limited and Adani Green Energy Limited and their respective Shareholders and Creditors under Sections 230-232 of the Companies Act, 2013 in terms of the Notice dated 6th December, 2017, 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.

CHIRAG SHAH & ASSOCIATES * COMPANY SECRETARIES * C.P. 3498

(iii) The **Cut-off date** was **Monday, 4th December, 2017** 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 Monday, 11th December, 2017 at 9.00 a.m. to Tuesday, 9th January, 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.

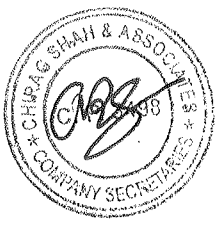
(vi) The Company had, on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, proxy form etc. to the Equity Shareholders of the Company (holding the equity shares as of the cut-off date i.e. 4th December, 2017 and also published Newspaper Advertisements in English and Gujarati (Regional Language) in The Indian Express (English) and Sandesh (Gujarati) respectively regarding dispatch of Notice of Postal Ballot along with Postal Ballot Form containing all the matters required under the Companies Act, 2013 and relevant rules on 9th December, 2017.

(vii) The e-voting module was disabled by CDSL for voting after on 9th January, 2018 at 5:00 p.m.

(viii) The votes were unblocked on 9th January, 2018 around 5:30 p.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 9th January, 2018. I have not accepted any postal ballot from after 5.00 p.m. on 9th January, 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 approval of the Scheme of Arrangement among Adani Enterprises Limited and Adani Green Energy Limited and their respective Shareholders and Creditors under Sections 230-232 of the Companies Act, 2013:

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	20,63,07,569	240	20,63,07,351	99.9998%	4	218	0.0002%	0	0
Voting by Postal ballot	4243	11	3,103	73.132%	2	1,140	26.868%	10	5,599
Total	20,63,11,812	251	20,63,10,454	99.9993%	6	1,358	0.0007%	10	5,599

(xi) List of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution is enclosed.

(xii) The polling papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

CHIRAG SHAH & ASSOCIATES * C. P. 3498 * COMPANY SECRETARIES

Chirag Shah
Proprietor
Chirag Shah and Associates
Company Secretaries
COP: 3498
Membership: FCS 5545
Place: Ahmedabad
Date: 10th January, 2018

Counter Signed by

V. Subramanian
Chairman appointed for the NCLT convened meeting
Adani Enterprises Limited
(DIN: 00357727)
Date: 11th January, 2018