



Ports and
Logistics

Ref No: APSEZL/SECT/2019-20/29

May 30, 2019

BSE Limited

Floor 25, P J Towers,
Dalal Street,
Mumbai – 400001
Scrip Code: 532921

National Stock Exchange of India Limited

Exchange plaza,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400051
Scrip Code: ADANIPTS

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2019

Dear Sir,

Pursuant to SEBI Circular No CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended 31st March, 2019 issued by CS Ashwin Shah, Company Secretary.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

For Adani Ports and Special Economic Zone Limited

Kamlesh Bhagia
Company Secretary



Encl: a/a

CS ASHWIN SHAH

**FCS
COMPANY SECRETARY**

21, DOLLY COMPLEX,
STADIUM CIRCLE, NAVRANGPURA,
AHMEDABAD - 380009.



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Annual Secretarial Compliance Report

Secretarial compliance report of Adani Ports and Special Economic Zone Limited for the year ended 31st March 2019

I have examined:

- (a) all the documents and records made available to us and explanation provided by Adani Ports and Special Economic Zone Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Audit Period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the Audit Period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during the Audit Period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable to the Company during the Audit Period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

Based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / Remarks of the guidelines including specific Practicing clause)	Deviations	Observations Remarks of the Practicing Company Secretary
1	Regulation 17 (1) of SEBI (LODR) Regulations, 2015	Compliance with the requirements pertaining to the Composition of Board	One Independent Director was required to be appointed to make the composition of the Board of Directors in conformity with LODR.

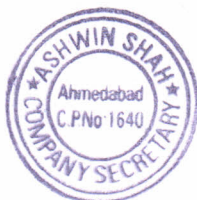


- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of Violation	Details of action taken	Observations Remarks of the Practicing Company Secretary
1	The BSE Limited	Compliance with the requirements pertaining to the Composition of Board	Rs. 944000	Exchanges where the security of the Company is listed have imposed fine for non compliance of provisions of LODR pertaining to composition of Board of Directors in relation to appointment of one Independent Director during the quarter ended 31 st December 2018 and 31 st March 2019
2	National Stock Exchange of India Limited	Compliance with the requirements pertaining to the Composition of Board	Rs. 944000	

Further no action has been taken against the promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder

Ahmedabad
30th May, 2019



Ashwin Shah
CS Ashwin Shah
Company Secretary
C. P. No. 1640

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Ashwin Shah
Company Secretary
22, Dolly Complex, Stadium Circle, Navrangpura, Ahmedabad-380009. t: 2646 77 47.