

**3rd ANNUAL REPORT
2000-2001**

Board of Directors

Shri A. K. Pradhan, IAS	<i>Chairman</i>
Shri Gautam S. Adani	<i>Managing Director</i>
Shri P. N. Roychoudhary, IAS	<i>Director</i>
Shri K. N. Venkatasubramanian	<i>Director</i>
Shri Rajesh S. Adani	<i>Director</i>
Shri K. N. Shelat, IAS	<i>Director</i>

Company Secretary

Shri Rakesh Darji

Auditors

M/s. G. K. Choksi & Co.
Chartered Accountants
Ahmedabad.

Bankers

1. State Bank of Hyderabad
2. State Bank of India
3. State Bank of Travancore
4. Canara Bank
5. Bank of Baroda
6. Indusind Bank Ltd.
7. Bank of India
8. Central Bank of India
9. Andhra Bank
10. The Jammu & Kashmir Bank Ltd.
11. UTI Bank Ltd.
12. Centurion Bank Ltd.
13. Punjab National Bank
14. State Bank of Saurashtra

Registered Office

"Adani House"
Mithakhali Six Roads,
Navrangpura,
Ahmedabad - 380 009.

Site

Post Bag No. 1
Mundra - 370 421
Kutch.

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NOTICE

NOTICE is hereby given that Third Annual General Meeting of Gujarat Adani Port Ltd. will be held on Monday the 25th day of February, 2002 at Board Room, Adani House, Mithakhali Six Roads, Navrangpura, Ahmedabad-380009, at 5.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 30th September 2001 alongwith schedules forming part of the same and the Directors' and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. P. N. Roychoudhary, who retires by rotation but being eligible offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Shri A. K. Pradhan, who was appointed as Additional Director by the Board of Directors and who ceased to hold office under section 260 of the Companies Act, 1956 and in respect of whom the Company has received notice in writing proposing his candidature for the office of Director, be and is hereby appointed as Director not retiring by rotation."

5. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT consent of the company under section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 be and is hereby accorded to the Board of Directors of the Company for borrowing for the purpose of the business of the Company any sum or sums of money either in Indian or Foreign Currency from time to time from any Bank(s) and/or any Financial Institution(s) or any other Institution(s), firm(s), body corporate(s), or other person(s) or from any other in India or outside India whomsoever, in addition to the temporary loans obtained from the company's Banker in the ordinary course of business provided that the sum or sums so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate Rs. 700 Crores (Rupees Seven Hundred Crore) in excess of and in addition to the paid-up share capital and free reserves of the company for the time being."

"RESOLVED FURTHER THAT the Board of Directors or committee thereof be and is hereby authorised to do necessary acts, deeds, things as may be deemed expedient to give effect to the above resolution.

6. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT consent of the company under section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 be and is hereby accorded to the Board of Directors of the Company to mortgage and /or charge, in addition to mortgage / charges created / to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine on all or any of the movable and / or immovable properties of the Company, both present

and future, and / or the whole or substantially the whole of the undertaking or any part of properties of the Company where so ever situated, and it would be deemed to include any other units or project acquired or to be acquired after this resolution is passed, togetherwith the power to take over the management of the business and the concern of the Company in certain event of default, in favour of the lender(s), agent and the trustees for securing the borrowings/financial assistance obtained / to be obtained from banks, public financial institutions, Body(ies) Corporate or any other party and/or to give a collateral security for the borrowings/ guarantees of any group/associate company or otherwise to charge the assets of the Company, for monies avail/to be availed by way of loans, (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or Secured/Non-Secured Premium Notes and/or floating rates notes/bonds or, other debt instruments), issued / to be issued by the Company, from time to time, togetherwith interest, at the respective agreed rates, additional interest, compound interest, in case of default, accumulated interest, liquidated damages, commitment charges, premia prepayment, remuneration of the agent(s), Trustee(s), premium if any on redemption, all other cost, charges and expenses including any increase as a result of devaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement, head of agreement, debenture trust deeds or any other documents, entered into/ to be entered into between the Company and the lenders, agents and trustees in respect of the said loans/borrowings/ debentures, and containing such specified terms and conditions and covenants in respect of enforcement of security(ies) as may be stipulated in their behalf and agreed to between the Board of Directors or committee thereof and the lenders, agent(s), trustee(s).

"RESOLVED FURTHER THAT the Board of Directors or committee thereof be and is hereby authorised to do necessary acts, deeds, things as may be deemed expedient to give effect to the above resolution."

By order of the Board

Date : 01/02/2002
Place : Ahmedabad

RAKESH DARJI
(Company Secretary)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER.
2. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business is annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**ITEM NO. 4**

Mr. A. K. Pradhan was appointed as a Director w.e.f. 5/12/01 vide GPIDCL letter No. GPIDCL/11-2001/1 dtd. 30th October 2001 in place of Mr. Balwantsingh. As per Shareholders Agreement he is appointed as director not liable to retire by rotation. Board recommends the resolution to the members for their approval for his appointment as Director not retiring by rotation. Mr. A.K. Pradhan is deemed to be interested in the Resolution for his respective appointment. None of the other Directors are interested in Resolution.

ITEM NO. 5

Pursuant to Section 293 (1) (d) of the Companies Act, 1956 the Board of Directors cannot borrow more than the aggregate amount of the paid up Share Capital of the Company and its Free Reserves (apart from the temporary loans obtained from the Company's Bankers in ordinary course of the Business) without Shareholders' approval. In order to meet the need based financial requirements of the Company, the Company will have to borrow from time to time from Banks / Financial Institutions in excess of paid up share capital and Free Reserves (i.e. reserves not set apart for any specific purpose) up to an aggregate amount of Rs. 700 Crores (Rupees Seven Hundred Crores only). Shareholders' approval is sought for the same.

None of the Directors is interested in the Resolution.

ITEM NO: 6

In order to meet the need based financial requirements of the Company security by way of mortgage/charge on immovable and/or movable properties of the Company may have to be given to Banks(s)/Financial Institutions(s)/any other body corporate or to give a collateral security for the borrowings/guarantees of any group/associate company/ies. Since the creation of mortgage/charge in favour of Banks/Financial Institutions is treated as disposing off the whole or substantially the whole of the undertaking/s of the Company, shareholders' approval is required in the General Meeting under section 293(1) (a) of the Companies Act, 1956. Shareholders' approval is sought for the same.

None of the Directors is interested in the Resolution.