

NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of Adani Ports and Special Economic Zone Limited will be held on Thursday the 8th day of August, 2013 at 9.30 a.m. at J.B. Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013, Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend on Preference Shares.
3. To declare final dividend on Equity Shares.
4. To appoint a Director in place of Mr. Rajeeva Sinha, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. D. T. Joseph, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Ahmedabad (ICAI Firm Registration No. 101049W), as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company.

Special Business:

7. **To consider and if thought fit, to pass with or without modification(s) if any, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT Mr. G. K. Pillai who was appointed as an Additional Director by the Board of Directors under Section 260 of the Companies Act, 1956 and Article 140 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting be and is hereby appointed as a Director of the Company retiring by rotation."

8. **To consider and if thought fit, to pass with or without modification(s) if any, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT Mr. Sanjay Lalbhai who was appointed as an Additional Director by the Board of Directors under Section 260 of the Companies Act, 1956 and Article 140 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting be and is hereby appointed as a Director of the Company retiring by rotation."

By order of the Board of Directors

**Date: May 15, 2013
Place: Ahmedabad**

Dipti Shah
Company Secretary

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The instrument appointing a proxy must be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the meeting.
2. Corporate members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
3. The register of members and share transfer books of the Company shall remain closed from Thursday, August 1, 2013 to Thursday, August 8, 2013 (both days inclusive) for the purpose of payment of the final dividend. The dividend, if declared at the ensuing Annual General Meeting shall be paid to those members of the Company whose names appear (a) as beneficial owners as on July 31, 2013 as per the list to be furnished by the depositories in respect of the shares held in electronic form; and (b) as members in the register of members of the Company as on July 31, 2013 after giving effect to all valid share transfer in physical form received on or before July 31, 2013. Dividend on the shares, if declared by the Company at the meeting, will be credited/dispatched on or after August 9, 2013.
4. Members are requested to notify immediately any change of address:
 - a) to their Depository Participants (DPs) in respect of their electronic share accounts; and
 - b) to Registrar and Share Transfer Agent of the Company in respect of their physical shares folios along with bank particulars.
5. Members of the Company are informed that pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, the amount of dividend which remains unclaimed/unpaid for a period of 7 years would be transferred to the Investor Education & Protection Fund (IEPF) constituted by the Central Government and the members would not be able to claim dividend so transferred to the Fund. Members who have not yet encashed their dividend warrants are requested to make their claims to the Company or Registrar and Transfer Agents immediately. Members may please note that no claim shall lie either against the Registrar and Transfer Agents or the Company in respect of such unclaimed/unpaid dividend which has been transferred to IEPF.
6. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturdays between 11.00 a.m. to 1.00 p.m. prior to the date of AGM.
7. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
8. Brief resume of Directors seeking appointment/re-appointment as stipulated under Clause 49 of the Listing Agreement and Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 in respect of special business are annexed hereto.
9. Members are requested to bring their copy of Annual Report at the meeting.
10. Members who hold the shares in dematerialized form are requested to bring their Client ID and DP ID for easier identification of attendance at the AGM.
11. The annual listing fees of all the stock exchanges where Company's shares are listed for the year 2013-14 has been paid.

12. The Ministry of Corporate Affairs (MCA), Government of India has by its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively permitted companies to send official documents to their shareholders electronically as part of green initiatives in corporate governance. Further a recent amendment to the Listing Agreement with the Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address. Members are requested to support this Green Initiative by registering/updating e-mail addresses for receiving electronic communications.
13. As per the provisions of Section 109A of the Companies Act, 1956, nomination facility is available to the Members, in respect of the equity shares held by them (Nomination forms are available and can be obtained from the Registrar and Share Transfer Agents).
14. Kindly note that as per SEBI Circular CIR/MRD/DP/10/2013 dated March 21, 2013 it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/Depository Participant, as the case may be.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT TO THE SPECIAL BUSINESS

Item No. 7

Mr. G. K. Pillai was appointed as an Additional Director of the Company w.e.f October 19, 2012. In terms of Section 260 of the Companies Act, 1956, he holds office as a Director until the conclusion of ensuing Annual General Meeting. As required under Section 257 of the Act, the Company has received a notice from the member of the company signifying his intention to propose his appointment as a Director of the Company. It would be in best interest of the Company to appoint him as a Director of the Company liable to retire by rotation.

The Board of Directors of the Company recommends the said resolution for your approval.

None of the Directors except Mr. G. K. Pillai is interested in the said resolution.

Item No. 8

Mr. Sanjay Lalbhai was appointed as an Additional Director of the Company w.e.f December 24, 2012. In terms of Section 260 of the Companies Act, 1956, he holds office as a Director until the conclusion of ensuing Annual General Meeting. As required under Section 257 of the Act, the Company has received a notice from the member of the company signifying his intention to propose his appointment as a Director of the Company. It would be in best interest of the Company to appoint him as a Director of the Company liable to retire by rotation.

The Board of Directors of the Company recommends the said resolution for your approval.

None of the Directors except Mr. Sanjay Lalbhai is interested in the said resolution.

By order of the Board of Directors

Date: May 15, 2013
Place: Ahmedabad

Dipti Shah
Company Secretary

Brief Particulars of Directors being appointed / re-appointed are as under :

Name	Mr. Rajeeva Sinha	Mr. D.T. Joseph
Date of Birth	November 10, 1950	December 21, 1945
Date Appointment	October 12, 2007	September 17, 2007
Qualification	M.B.A., L.L.B., Master of Science in Shipping Management	M.A., IAS
Directorships held in other Companies (As on March 31, 2013)	<ul style="list-style-type: none"> • Adani Logistics Ltd. • Adani Petronet (Dahej) Port Pvt. Ltd. • Mundra International Airport Pvt. Ltd. • Adani Hazira Port Pvt. Ltd. • Adani Murmugao Port Terminal Pvt. Ltd. • Hazira Infrastructure Pvt. Ltd. • Hazira Road Infrastructure Pvt. Ltd. • Adani Vizag Coal Terminal Pvt. Ltd. • Adani Kandla Bulk Terminal Pvt. Ltd. • Mundra Port Pty Ltd., Australia • Mundra Port Holdings Pty Ltd., Australia • Adani Abbot Point Terminal Pty. Ltd., Australia • Adani Abbot Point Terminal Holdings Pty Ltd., Australia 	<ul style="list-style-type: none"> • Shreyas Shipping & Logistics Ltd. • Ocean Sparkle Ltd. • TATA Teleservices (Maharashtra) Ltd. • Shreyas Relay Systems Ltd. • West Asia Maritime Ltd. • Dedicated Freight Corridor Corporation of India Ltd. • Keystone Realtors Pvt. Ltd. • Great Sea Shipping Pvt. Ltd.
Memberships/ Chairmanships of Committees across Public Companies (As on March 31, 2013)	Audit Committee: <ul style="list-style-type: none"> • Adani Logistics Ltd. 	Audit Committee: <ul style="list-style-type: none"> • Shreyas Shipping & Logistics Ltd. • Shreyas Relay Systems Ltd. • West Asia Maritime Ltd. • Dedicated Freight Corridor Corporation of India Ltd.
Brief Profile covering experience, achievements etc.	Mr. Rajeeva Sinha is a Whole Time Director of the Company. He is a graduate of advanced management program from Wharton School, USA. He also holds a Master's degree in science in shipping management (commercial) from the World Maritime University, Malmo, Sweden and is a Fellow of the Institute of Chartered Shipbrokers, United Kingdom. He holds a master's degree in administrative management from the University of Mumbai and is a law graduate. He is a former Indian Administrative Service officer with over 35 years of work experience in public and private sectors. He has in-depth knowledge of shipping and port sectors having worked earlier as Deputy Chairman and Chairman, Mumbai and Murmugao Port Trust as well as CEO, Maharashtra Maritime Board. His expertise spans across the areas of port and shipping management, commercial and labour laws, project and financial management and maritime laws.	Mr. D. T. Joseph is an Independent Director of the Company. He holds a master's degree in English from the University of Madras. He is a former Indian Administrative Service officer. He has served the Government of India and the Government of Maharashtra in various capacities including Secretary Shipping and Director General of Shipping. He was elected as President at the International Maritime Organization's Plenary Conference in February 2004.
Shares held in the Company	4,325 equity shares	Nil

Brief Particulars of Directors being appointed / re-appointed are as under :

Name	Mr. G. K. Pillai	Mr. Sanjay Lalbhai
Date of Birth	November 30, 1949	April 10, 1954
Date Appointment	October 19, 2012	December 24, 2012
Qualification	M.Sc., IAS	B.Sc., M.B.A
Directorships held in other Companies (As on March 31, 2013)	<ul style="list-style-type: none"> • Hindustan Petroleum Corporation Ltd. • Zuari Agro Chemicals Ltd. • IvyCap Ventures Advisors Pvt. Ltd. 	<ul style="list-style-type: none"> • Arvind Ltd. • Arvind Retail Ltd. • Arvind Lifestyle Brands Ltd. • Amol Dicalite Ltd. • Torrent Pharmaceuticals Ltd. • Arvind Brands and Retail Ltd. • Ananya Investments Pvt. Ltd. • Animesh Holdings Pvt. Ltd. • Arvind Worldwide Inc. USA • Arvind Worldwide (Mauritius) Inc. • Arvind Overseas Mauritius Ltd. • Arvind Textile Mills Ltd., Bangladesh • Arvind Spinning Ltd., Mauritius
Memberships/ Chairmanships of Committees across Public Companies (As on March 31, 2013)	Nil	Nil
Brief Profile covering experience, achievements etc.	<p>Mr. G. K. Pillai is an Independent Director of the Company. He is a retired Indian Administrative Services officer. He holds a master's degree in science from the Indian Institute of Technology, Chennai. He started his career as subcollector, Quilon and worked in revenue administration. He has previously held various government positions including special secretary for industries, especially the traditional industries of cashew, coir and handlooms; secretary, health and as principal secretary to the Chief Minister of Kerala, department of Commerce, Ministry of Commerce and Industry. He was the chairman of the board of approvals for special economic zones from 2006 to 2009.</p>	<p>Mr. Sanjay Lalbhai is an Independent Director of the Company. He holds a bachelor's degree in science from Gujarat University and a master's degree in business management from Jamnalal Bajaj Institute of Management Studies. He is the chairman and managing director of Arvind Limited. He is the president of Ahmedabad Education Society and the Ahmedabad University. He is a member of the board of governors of the Indian Institute of Management, Ahmedabad. He is also chairman of Ahmedabad Textile Industries Research Association and a member of the council of management of the Physical Research Laboratory. He is also the chairman of Center for Environmental Planning and Technology. Mr. Sanjay Lalbhai is a member on the governing body of Adani Institute of Infrastructure Management.</p>
Shares held in the Company	Nil	Nil

GREEN INITIATIVE

Dear Shareholder,

RE: Green Initiative in Corporate Governance: Go Paperless

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing paperless compliances by Companies through electronic mode. This move by the Ministry is welcome since it will benefit the society at large through reduction in paper consumption and contribution towards a Greener Environment. It will also ensure prompt receipt of communication and avoid loss in postal transit. All you have to do is to register your e-mail id with your Depository Participant (DP with whom you maintain your Demat Account) to receive communication through electronic mode.

Keeping in view the underlying theme and the circular issued by MCA, we propose to send all documents / notices including Annual Report and those covered under Section 219 of the Companies Act, 1956 (the Act) read with Section 53 of the Act ("these documents") to all shareholders through electronic mode to the email addresses of the shareholders.

Please note that these documents will also be available on the Company's website: www.adaniports.com. Any physical copies of the same will also be available at the Registered Office in Ahmedabad for inspection during office hours.

Please note that as a shareholder, you are entitled to receive all these documents free of cost upon receipt of a requisition from you in physical form.

We are sure, that as a responsible citizen, you will whole-heartedly support this initiative and co-operate with the Company to make it a success.

Best Regards,

Adani Ports and Special Economic Zone Limited



ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED

Registered Office: "Adani House", Near Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009.

Proxy Form

Folio No.

* DP ID

* Client ID

I/We of
..... being a member / members of the above named Company
hereby appoint of or failing
him of as my/our proxy to
vote for me/us on my/our behalf at the FOURTEENTH ANNUAL GENERAL MEETING of the Company to be held at
J. B. Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015 on Thursday, the 8th
August, 2013 at 9.30 a.m. and at any adjournment thereof.

Signed this day of 2013.

Signature

Affix.
₹ 1/-
Revenue
Stamp

* Applicable in case of shares held in Demat.

Note: Proxy Form must reach the Company's Registered Office not less than 48 hours before commencement of the Meeting.

----- (TEAR HERE) -----



ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED

Registered Office: "Adani House", Near Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009.

Attendance Slip

(Duly filled in slip to be handed over at the Entrance of the Meeting Place)

Name of the attending member/s (in Block Letters)	Folio No.	*DP ID	*Client ID
Name of the Proxy (in Block Letters) (To be filled in by the Proxy who attends instead of the Member)			

No. of Shares held

I hereby record my presence at the FOURTEENTH ANNUAL GENERAL MEETING of the Company to be held at J. B. Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015 on Thursday, the 8th August, 2013, at 9.30 a.m.

* Applicable in case of shares held in Demat

Member's/Proxy's/Signature

(To be signed at the time of handing over this slip)

Note : Shareholders / Proxy holders are requested to bring the Attendance Slips with them, duly filled in when they come to the meeting and hand them over at the gate, affixing signature on it.

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14th Annual Report
2012-13



Global
business
dotting
India's
coastline

Forward Looking Statement

This annual report contains forward looking information to enable investors to comprehend company's prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties, and even less than accurate assumptions. Should known or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.