

# NOTICE

NOTICE is hereby given that the Tenth Annual General Meeting of the Members of Mundra Port And Special Economic Zone Limited will be held on Monday the 31st day of August, 2009 at 11.00 a.m. at Bhaikaka Bhavan, Law Garden, Ahmedabad - 380 006 to transact the following business:

## **Ordinary Business:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2009 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend on Preference Shares and Equity Shares for the year 2008-09.
3. To declare Final Dividend on Equity Shares.
4. To appoint a director in place of Mr. Rajesh S. Adani, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Mr. Ameet H. Desai, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a director in place of Mr. Arun Duggal, who retires by rotation and being eligible, offers himself for re-appointment.
7. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

## **Special Business:**

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

“RESOLVED THAT Mr. Atanu Chakraborty, IAS 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.”

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

“RESOLVED THAT Dr. Malay Mahadevia 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 Whole Time Director of the Company retiring by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Section 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, consent of the Company be and is hereby accorded to the appointment of Dr. Malay Mahadevia as Whole Time Director of the Company for a period of 5 (Five) years with effect from 20th May, 2009 on the terms and conditions including expressly the remuneration payable to him as Whole Time Director of the Company as set out in the explanatory statement annexed herewith.”

“RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “the Board” which term shall be deemed to include the Remuneration Committee constituted to exercise its powers) be and is hereby authorised to increase, alter and/ or vary the terms and conditions and/or remuneration and perquisites including the monetary value thereof, subject to the limits as prescribed under Section II of Part II of Schedule XIII of the Companies Act, 1956 and as may be permitted or authorised in accordance with the provisions under the Companies Act, 1956, or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 1956 where in any financial year company has no profits or inadequate profit; Dr. Malay Mahadevia will be paid minimum remuneration within the ceiling limit prescribed under Section II of Part II of Schedule XIII of the Companies Act, 1956 or any modification or re-enactment thereof”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

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

“RESOLVED THAT in supercession of the earlier resolution passed at the Extra Ordinary General Meeting dated 31st January, 2007 and pursuant to Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications thereof) and subject to any other approval, if required, consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing by way of loan/debentures (whether secured or unsecured) / bonds / deposits / fund based / non fund based limits/ guarantee 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) or any Financial Institution(s) or any other Institution(s), firm(s), bodies corporate(s), or other person(s) or from any other source in India or outside India whomsoever in addition to the temporary loans obtained from the Company’s Banker(s) 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 aggregate Rs. 7500 Crores (Rupees Seven Thousand Five Hundred Crores only).”

“RESOLVED FURTHER THAT the Board of Directors of the Company including any committee thereof be and are hereby authorized to do all such acts, deeds, as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

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

“RESOLVED THAT in supercession of the resolution passed at the Annual General Meeting held on 26th September, 2008 and pursuant to section 293(1)(e) and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “the Board” which term shall be deemed to include any Committee constituted by the Board) of the Company to contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amount the aggregate of which in any financial year does not exceed Rs. 75 Crores (Rupees Seventy Five Crores Only) or five percent of the Company’s average net profits computed as determined in accordance with the provisions of Sections 349 & 350 of the Companies Act, 1956, during the three financial years immediately preceding, whichever is greater.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

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

“RESOLVED THAT in partial modification of the resolution passed at the Annual General Meeting held on 26th September, 2008 and pursuant to section 61 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “the Board” which term shall be deemed to include any Committee constituted by the Board) of the Company to amend the utilization of the proceeds, arising out of the issue of equity shares allotted pursuant to the Prospectus dated 14th November, 2007 (the “Prospectus”) filed by the Company with the Registrar of Companies, Gujarat, Dadra and Nagar Haveli as under:

Purpose	Amount as stated in the Prospectus	Amended Amount as per resolution dated 26th September, 2008	Proposed Amount
Construction and development of basic Infrastructure and the allied facilities in the Proposed SEZ at Mundra ("SEZ Project")	70,000.00	50,000.00	37,500.00
General Corporate Purpose	27,016.00	40,476.00	52,976.00

"RESOLVED FURTHER THAT Board of Directors will have the flexibility in deploying the Net Proceeds received by the Company from the Issue and to determine the particular composition and schedule of deployment of the investment based on the progress of the development of the Projects."

"RESOLVED FURTHER THAT Board or Committee of the Board be and is hereby authorised to invest the funds, pending utilization for the purpose as described in the Prospectus, in principal protected fund, derivative linked debt instrument, other fixed and variable instrument, index based debt instrument, rated and unrated debenture and bonds and any other interest bearing instruments over and above instruments as stated in the Prospectus including deleting, adding, amending or in any way varying the terms of any object(s) specified in the Prospectus."

"RESOLVED FURTHER THAT the Board or Committee of the Board be and is hereby authorised to do all such acts, deeds, as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

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

"RESOLVED THAT in partial modification of the resolution passed at the Annual General Meeting held on 26th September, 2008 and pursuant to the provisions of Section 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Company hereby approves the variation in the terms and conditions of remuneration paid to Shri Ameet H. Desai, Executive Director of the Company as set out in explanatory statement annexed hereto."

"RESOLVED FURTHER THAT all other terms and conditions of remuneration as approved by the members in their meeting held on 26th September, 2008 will remain unchanged."

"RESOLVED FURTHER THAT the Board of Directors of the Company including any committee thereof be and are hereby authorized to do all such acts, deeds, as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

**By order of the Board**

**Date: 30th July, 2009**

**Place: Ahmedabad**

**Dipti Shah**

**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. The instruments appointing proxy should however be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. The register of members and share transfer books of the Company shall remain closed from Thursday, 20th August, 2009 to Monday, 31st August, 2009 (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 19th August, 2009 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 19th August, 2009, after giving effect to all valid share transfer in physical form received on or before 19th August, 2009.
3. Pursuant to provisions of Section 205C of the Companies Act, 1956 the amount of dividend remaining unclaimed and unpaid for a period of seven years from the date of payment, is required to be transferred to the Investor Education and Protection Fund (IPF). Members who have not yet encashed their dividend warrants are requested to make their claims to the company immediately. Members may please note that no claim shall lie either against the Fund or the Company in respect of dividend which remain unclaimed and unpaid for a period of seven years from the date of payment and no payment shall be made in respect of such claims.
4. Members are requested to notify immediately any change of address:
  - to their Depository Participants (DPs) in respect of their electronic share accounts; and
  - to Registrar and Share Transfer Agent of the Company in respect of their physical shares folios along with Bank particulars.
5. 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 date of Annual General Meeting.
6. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meetings so as to enable the management to keep the information ready.
7. Information under clause 49 of the listing agreement(s) regarding appointment/ re-appointment of Directors and explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of special business are annexed here to.
8. Members are requested to bring their copy of Annual Report at the meeting.
9. 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.
10. The annual listing fees of all the stock exchanges where Company's shares are listed for the year 2009-10 have been paid.



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

### **Item No. 8**

Mr. Atanu Chakraborty, IAS, was appointed as an Additional Director of the Company with effect from 25th October, 2008. Under the section 260 of the Companies Act, 1956, read with Article 140 of the Articles of Association of the Company, Mr. Atanu Chakraborty, IAS continues to hold office as a Director until the conclusion of ensuing Annual General Meeting. However, as required under Section 257, the Company has received a notice from a member signifying his intention to propose Mr. Atanu Chakraborty, IAS as candidate for the office of Director of the Company with the requisite deposit of Rs. 500 along with such notice.

Board recommends the resolution to the members for their approval for his appointment as a Director liable to retire by rotation.

None of the Directors except Mr. Atanu Chakraborty, IAS is interested in the resolution.

### **Item No. 9 & 10**

Dr. Malay Mahadevia is associated with Adani Group since 1992. He has contributed from grass root level in the development of the organization with his rich experience and dedication towards the organization. He has played a vital role in implementation of all infrastructure projects along with Mundra Port & SEZ project. His pioneering efforts and enriched experience will go a long way to the development of Mundra Port. With his broad background in the development of port sector he has been appointed as Additional Director and Whole Time Director of the company with effect from 20th May, 2009.

Under Section 260 of the Companies Act, 1956, read with Article 140 of the Articles of Association of the Company, Dr. Malay Mahadevia continues to hold office as a Director until the conclusion of the ensuing Annual General Meeting. However, as required under Section 257, the Company has received a notice from a member signifying his intention to propose Dr. Malay Mahadevia as a candidate for the office of Director of the Company with the requisite deposit of Rs. 500 along with such notice. On the recommendation of the Remuneration Committee, the Board, at its meeting held on 20th May, 2009 approved the terms and conditions of appointment of Dr. Malay Mahadevia, subject to the approval of the shareholders.

The brief terms regarding remuneration payable to Dr. Malay Mahadevia are as follows:

**Period:** From 20th May 2009 to 19th May, 2014.

#### **Remuneration:**

- I. **Basic Salary:** Rs. 60,00,000/- per annum subject to the Board of Directors reviewing the increase in such salary;
- II. **Other Allowances:** Rs. 74,26,000/- per annum. The employee has the flexibility to apportion this amount amongst HRA, LTA, Reimbursement of driver, car maintenance and fuel, food vouchers and other allowances as per rules of the Company.

III. **Bonus:** 8.33% of Basic Salary

IV. **Medical Benefit and Reimbursement:** Expenditure incurred by the Whole Time Director as per rules of the Company.

V. **Provident Fund, Superannuation Fund & Gratuity:** Contribution to the Provident Fund, Superannuation Fund and payment of Gratuity shall be admissible as per rules of the company.

The nomenclature of allowances / reimbursement and corresponding amount thereof can be revised as per the rules of the company in vogue.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of the Whole Time Director, the Company has no profits or inadequate profits, the Company will pay remuneration by way of Salary, perquisites and allowances specified above as minimum remuneration to the said Whole Time Director subject to the approval of Central Government or maximum limits prescribed under Schedule XIII of the Companies Act, 1956 or such other limits as may be prescribed by the Government from time to time as Minimum Remuneration.

The above remuneration payable to Dr. Malay Mahadevia is subject to the condition that the total remuneration including perquisites shall not exceed 5% of the net profits individually and 10% of the net profits collectively payable to all the Managing Director / Whole Time Director as calculated in accordance with section 198 and 309 of the Act or any amendment thereto or any other provisions as applicable.

Pursuant to Section 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions of the Companies Act, 1956, shareholders' approval is sought for appointment and remuneration of Dr. Malay Mahadevia with effect from 20th May, 2009 for the period of five years. The terms of appointment and remuneration given herein may be fixed, altered, varied and increased from time to time by the Board within the aforesaid scale/limit as it may, at its discretion deem fit, so as not to exceed the limits as prescribed in scheduled XIII of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), or any amendments made thereto from time to time. The Whole Time Director so long as he functions as such shall not be paid any sitting fees for attending the meeting of Board or Committees thereof.

The abstract pursuant to Section 302 of the Companies Act, 1956 has been already sent to the members of the Company. The copy of such abstract is available for inspection at the Registered Office of the Company during office hours on any working day up to the date of the Annual General Meeting.

Board recommends the resolution to the members for their approval for his appointment as a Whole Time Director liable to retire by rotation.

None of the Directors except Dr. Malay Mahadevia is interested in the said resolution.

**Item No. 11**

As per the provisions of section 293(1)(d) of the Companies Act, 1956, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting borrow monies, in excess of the aggregate of the paid-up Capital and Free Reserves of Company. The Shareholders of the Company at their Extra Ordinary General Meeting held on 31st January, 2007, had inter alia, approved borrowings up to Rs. 5,000 Crores apart from the temporary loans obtained/to be obtained from the bankers in the ordinary course of business.

The increasing business operations and future growth plans of the Company would necessitate restructuring of the borrowing limits by authorizing the Board of Directors or Committee thereof to borrow monies for the business of the Company further amounts not exceeding the limit of Rs. 7500 crores in the manner specified in the Resolution.

Your Directors recommend the said resolution for your approval.

None of the Directors of the Company is interested in the said resolution.

**Item No. 12**

Pursuant to Section 293(1)(e) of the Companies Act, 1956, Company can contribute to charitable and other purposes funds not directly relating to the business of the Company or the welfare of its employees in any financial year not exceeding Rs. 50,000/- or five percent of company's average net profits as determined in accordance with the provisions of sections 349 & 350 of the Companies Act, 1956, during the three financial year immediately preceding, whichever is greater. Section 293(1)(e) permits to contribute in excess of these limits, if shareholders approve at the General Meeting. The Shareholders at the Annual General Meeting held on 26th September 2008 had authorised the Board to make such contribution in any financial year up to a limit of Rs. 30 Crores (Rupees Thirty Crores) or five percent of the company's average net profits as determined in accordance with the provisions of Sections 349 & 350 of the Companies Act, 1956, during the three financial years immediately preceding, whichever is greater.

The Company in its pursuit of Corporate Social Responsibility has initiated in the field of higher education and providing medical facilities, through Adani Education and Research Foundation (AERF) and Gujarat Adani Institute of Medical Sciences (GAIMS). The Board of Directors considers that keeping in view the Company's obligations to the society at large and to contribute for the purpose of commencing, operating of the Medical College, upgrading the Hospital, to provide the ancillary facilities thereto and other social welfare activities and charitable funds, the limit provided under section 293(1)(e) of the Companies Act, 1956 requires upward revision to Rs. 75 Crores (Rupees Seventy Five Crores) or five percent of the company's average net profits as determined in accordance with the provisions of Sections 349 & 350 of the Companies Act, 1956, during the three financial years immediately preceding, whichever is greater.

Your Directors recommend the said resolution for your approval.

None of the Directors of the Company is interested in the said Resolution.

**Item No. 13**

The shareholders at the Annual General Meeting held on 26th September, 2008 approved the variation in the utilization of issue proceeds as mentioned in the Prospectus dated 14th November, 2007 as follows:

(Rs. in Lacs)

<b>Purpose</b>	<b>Amount as stated in the Prospectus</b>	<b>Amended as on 26.09.2008</b>
Construction and development of basic Infrastructure and the allied facilities in the Proposed SEZ at Mundra ("SEZ Project")	70,000.00	50,000.00
Contribution towards investment in Adani Logistics Ltd.	2,200.00	4,800.00
Contribution towards investment in Inland Conware Pvt. Ltd.	5,438.00	10,878.00
Issue Expenses	6,500.00	5,000.00
General Corporate Purpose	27,016.00	40,476.00

Slowdown and recession in the global economy has also made a great impact on India. Most of the corporate and business houses have deferred or cut down their capital expenditure, resulted in reduction in SEZ business response of the Company. While many trunk level infrastructure are being developed in SEZ, further development of infrastructure facilities in SEZ will be carried out based on the future requirements of the projects and the need of the Units which are likely to come in the SEZ. In such circumstance, the company feels that the capital expenditure on infrastructure development in SEZ to the extent specified earlier may not be required. Thus the capital expenditure allocation for infrastructure development in SEZ is proposed to be reduced from Rs. 50,000 Lacs to Rs. 37,500 Lacs & consequently, Rs.12,500 Lacs taken to General Corporate purpose. The Expenditure which is being incurred in SEZ development will take care of the completion of facilities which are in construction stage and will cater to the existing need of the SEZ project.

Therefore, it is proposed to amend the utilization of Issue Proceeds as under:

(Rs. in Lacs)

<b>Purpose</b>	<b>Amount as stated in the Prospectus</b>	<b>Amended Amount as per resolution dated 26.09.2008</b>	<b>Proposed Amount</b>
Construction and development of basic Infrastructure and the allied facilities in the Proposed SEZ at Mundra ("SEZ Project")	70,000.00	50,000.00	37,500.00
General Corporate Purpose	27,016.00	40,476.00	52,976.00

As per the provisions of the Companies Act, 1956, the Company requires to obtain the approval of the members for any variation in the usage of Issue Proceeds pending utilization and use of issue proceeds as referred in the Prospectus.



Your Directors recommend the said resolution for your approval.

None of the Directors of the Company is interested in the said Resolution.

**Item No. 14**

Members of the Company at the Annual General Meeting held on 26th September, 2008 had approved revision in remuneration of Mr. Ameet H. Desai as an Executive Director of the Company for the remaining tenure as an Executive Director of the Company.

In view of the growth in the business activities, increased volume of work the Remuneration Committee and subsequently the Board of Directors approved the one time performance incentive of Rs. 1.50 Crores paid to Mr. Ameet H. Desai, Executive Director of the Company.

Shareholders approval is sought for the variation in terms of remuneration of Mr. Ameet H. Desai as an Executive Director of the Company. The one time performance incentive paid to Mr. Ameet H. Desai is within the limits provided under Section 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions of the Companies Act, 1956.

The Executive Director so long as he functions as such shall not be paid any sitting fees for attending the meeting of Board or Committees thereof.

This may be treated as an abstract of the terms and conditions of appointment including remuneration of an Executive Director under the provision of Section 302 of the Companies Act, 1956.

Your Directors recommend the said resolution for your approval.

None of the Directors except Mr. Ameet H. Desai is interested in the said resolution.

**By order of the Board**

**Date: 30th July, 2009**

**Place: Ahmedabad**

**Dipti Shah**

**Company Secretary**

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

Name	Mr. Rajesh S. Adani *	Mr. Ameet H. Desai
Date of Birth	7th December, 1964	4th October, 1963
Date of Appointment	26th May, 1998	1st September, 2005
Qualification	B.Com	B.B.A, M.B.A
Directorships held in other Companies	<ul style="list-style-type: none"> <li>• Adani Enterprises Ltd.</li> <li>• Adani Power Ltd.</li> <li>• Adani Energy Ltd.</li> <li>• Adani Wilmar Ltd.</li> <li>• Swayam Realtors and Traders Ltd.</li> <li>• Adani Power Maharashtra Ltd.</li> <li>• Adani Power Rajasthan Ltd.</li> <li>• Adani Power Dahej Ltd.</li> <li>• Mundra Power SEZ Ltd.</li> <li>• Parsa Kante Collieries Ltd.</li> <li>• Columbia Chrome (India) Pvt. Ltd.</li> <li>• Adani Shipyard Pvt. Ltd.</li> <li>• Baramati Power Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Adani Power Ltd.</li> <li>• Mundra Power SEZ Ltd.</li> <li>• Adani Logistics Ltd.</li> <li>• Adani Power Rajasthan Ltd.</li> <li>• Rajasthan SEZ Pvt. Ltd.</li> <li>• Inland Conware Pvt. Ltd.</li> <li>• Inland Conware (Ludhiana) Pvt. Ltd.</li> <li>• MPSEZ Utilities Pvt. Ltd.</li> </ul>
Memberships/ Chairmanships of Committees across Public Companies	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>• Adani Energy Ltd.</li> <li>• Adani Wilmar Ltd.</li> </ul> <p><b>Shareholders/ Investors Grievance Committee</b></p> <ul style="list-style-type: none"> <li>• Adani Power Ltd.</li> </ul>	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>• Adani Power Ltd.</li> <li>• Adani Logistics Ltd.</li> </ul> <p><b>Shareholders/ Investors Grievance Committee</b></p> <ul style="list-style-type: none"> <li>• Adani Power Ltd.</li> </ul>
Brief Profile covering experience, achievements etc.	<p>Mr. Rajesh S. Adani, a Non-Executive Director of MPSEZL, has been associated with Adani Enterprises Ltd. since its incorporation in 1988. At present he is the Managing Director of Adani Enterprises Ltd. and Adani Power Ltd. He brings his vast experience in variety of Management functions ranging from Finance, Marketing and Business Development, Legal aspects of business and organization building for the development of the MPSEZL. He has a Bachelor of Commerce (B. Com) degree from the Gujarat University.</p>	<p>Mr. Ameet H. Desai is an Executive Director of MPSEZL has more than 20 years of experience in the field of corporate finance, projects and M &amp; A (Mergers and Acquisitions). Prior to joining MPSEZL in 2005, he was Vice President – M &amp; A and Business Planning for Ranbaxy Laboratories Ltd. He established the M &amp; A team at Ranbaxy during his tenure. He led and completed four cross border acquisitions. He was a team member for a global licensing transaction and led the divestment of allied business of Ranbaxy. He was also responsible for the business planning function at Ranbaxy, besides being a member of various executive committee and other panels. He has also worked at Core Healthcare Ltd. where he was involved in corporate finance, restructuring and operations.</p> <p>He holds a Bachelor degree in Business Administration from Sardar Patel University, Vallabh Vidhyanagar, where he secured first rank. He also holds an MBA with specialization in Finance from the B.K. School of Management, Gujarat University, Ahmedabad, where he was a national merit scholar.</p>
Shares held in the Company	Nil	151,865 Equity Shares

\* Mr. Rajesh S. Adani is brother of Mr. Gautam S. Adani

Name	Mr. Arun Duggal	Mr. Atanu Chakraborty, IAS	Dr. Malay Mahadevia
Date of Birth	1st October, 1946	5th April, 1960	3rd May, 1963
Date of Appointment	27th June, 2007	25th October, 2008	20th May, 2009
Qualification	B.Tech in Mechanical Engineering, Post Graduate from IIM	Graduation in Electronics and Communication, Post Graduate Diploma in Business Finance, MBA	B.D.S. & M.D.S. from Nair Hospital Dental College, Ph.D. in Coastal Ecology around Mundra area, Kutch Dist., Gujarat.
Directorships held in other Companies	<ul style="list-style-type: none"> <li>• Zuari Industries Ltd.</li> <li>• Patni Computer Systems Ltd.</li> <li>• Shriram Transport Finance Company Ltd.</li> <li>• Manipal AcuNova Ltd.</li> <li>• Info Edge (India) Ltd.</li> <li>• Shriram EPC Ltd.</li> <li>• Dish TV India Ltd.</li> <li>• Shriram City Union Finance Ltd.</li> <li>• Motrice Ltd.</li> <li>• Jubilant Energy N.V.</li> <li>• Shriram Properties Pvt. Ltd.</li> <li>• Carzonrent (India) Pvt. Ltd.</li> <li>• International Asset Reconstruction Co. Pvt. Ltd.</li> <li>• Blackstone Investment Co. Pvt. Ltd.</li> <li>• Tanglewood Financial Advisors Pvt. Ltd.</li> <li>• The Bellwether Microfinance Fund Pvt. Ltd.</li> <li>• FIL Fund Management Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Gujarat Port Infrastructure &amp; Development Company Ltd.</li> <li>• Alcock Ashdown Gujarat Ltd.</li> <li>• Gujarat Chemical Port Terminal Company Ltd.</li> <li>• Creative Infocity Ltd.</li> <li>• Hazira Port Private Ltd.</li> <li>• Gujarat Pipavav Port Ltd.</li> <li>• Bharuch Dahej Railway Co. Ltd..</li> </ul>	<ul style="list-style-type: none"> <li>• Dholera Port and Special Economic Zone Ltd.</li> <li>• Inland Conware (Ludhiana) Pvt. Ltd.</li> <li>• MPSEZ Utilities Pvt. Ltd.</li> <li>• Rajasthan SEZ Pvt. Ltd.</li> <li>• Adani Shipyard Pvt. Ltd.</li> <li>• Howe (India) Pvt. Ltd.</li> <li>• Mahadevia Dental Hospital Pvt. Ltd.</li> </ul>
Memberships/ Chairmanships of Committees across Public Companies	<b>Audit Committee</b> <ul style="list-style-type: none"> <li>• Zuari Industries Ltd.</li> <li>• Patni Computer Systems Ltd.</li> <li>• Info Edge (India) Ltd.</li> <li>• Dish TV India Ltd.</li> </ul>	Nil	Nil

<p>Brief Profile covering experience, achievements etc.</p>	<p>Mr. Arun Duggal an independent director of MPSEZL, is an experienced international banker advising Corporations on financial strategy, mergers and acquisitions and capital raising areas. He has been an international advisor to a number of corporations, major financial institutions and private equity firms. He is a Chairman of Board of Directors of Shriram Transport Finance Company, Shriram Properties Ltd. Shriram City Union Finance Ltd. and Shriram EPC Ltd. He is the Vice Chairman of International asset reconstruction company. He is on the Board of Directors of Jubilliant Energy Ltd., Patni Computers (Chairman, Audit Committee), Fidelity Fund Management, Manipal Acunova Ltd. Zuari Industries, Info Edge (India), Dish TV India Ltd., Hertz (India) and Motrice Ltd. He is member of the Investment Committee Axis Private Equity. Mr. Duggal had a 26 years career with Bank of America and retired as CEO, India for Bank of America.</p>	<p>Mr. Atanu Chakraborty, IAS Vice Chairman and Chief Executive Officer, Gujarat Maritime Board (GMB) is appointed as GMB nominee on the Board of Directors of Mundra Port And Special Economic Zone Limited. Mr. Atanu Chakraborty has graduated in electronic and communication and has obtained a post graduate diploma in business finance and masters degree in business administration (U.K.). Mr. Atanu Chakraborty has worked in various capacities in the State Government and Central Government.</p>	<p>Dr. Malay Mahadevia has contributed from grass roots to organization development and had played a vital role in implementation of all infrastructure projects along with Mundra Port project. He is M.D.S. from Nair Hospital Dental College, Mumbai of 1989 batch and is gold medalist. Also recently in the year 2008, he has completed his Ph.D. in Coastal Ecology around Mundra area, Kutch Dist., Gujarat. Working both as a practicing dentist and infrastructure developer has resulted in cross fertilization of ideas and practices resulting in continuous improvement, both as a human being and as a professional. He joined Corporate Sector in 1992 with explicit mandate to assess viability of building a captive berth / Jetty for exports. Selected Mundra as a final location for developing a captive jetty, primarily for salt exports. Worked on developing the business model for the port from ground zero.</p>
<p>Shares held in the Company</p>	<p>Nil</p>	<p>Nil</p>	<p>134,893 Equity Shares</p>

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