

ADANI MURMUGAO PORT TERMINAL PRIVATE LIMITED

Regd. Office: "Adani House", Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009

NOTICE

NOTICE is hereby given that First Annual General Meeting of Adani Murmugao Port Terminal Private Limited will be held on Saturday, 12th day of June, 2010 at 11:00 a.m. at Board Room, Adani House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad -380 009 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2010, the Profit & Loss Account for the period ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint 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 and to fix their remuneration.

SPECIAL BUSINESS

3. **To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution:**

"RESOLVED THAT Dr. Malay Mahadevia, First Director of the Company by virtue of Memorandum and Articles of Association of the Company who is required to hold office under section 255(2) of the Companies Act, 1956 upto the date of ensuing Annual General Meeting, be and is hereby appointed as Director retiring by rotation."

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

"RESOLVED THAT Mr. Rajeeva Ranjan Sinha, First Director of the Company by virtue of Memorandum and Articles of Association of the Company who is required to hold office under section 255(2) of the Companies Act, 1956 upto the date of ensuing Annual General Meeting, be and is hereby appointed as Director retiring by rotation."

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

"RESOLVED THAT Mr. B. Ravi who was appointed as an Additional Director by the Board of Directors under section 260 of the Companies Act, 1956 and 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."

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6. To consider and if thought fit to pass with or without modification the following Resolution as an Special Resolution:

"RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory enactment, modifications, or re-enactment thereof, for the time being in force) and such other approvals, if any required, the Articles of Association of the Company be and are hereby altered in the manner and to the extent set out below:

After Article 2 the following new Article as Article 2A be added as 'Definition Clause':

Beneficial Owner

- (a) 'Beneficial Owner' shall have the meaning assigned thereto by Section 2 (1) (a) of the Depositories Act, 1996.

SEBI

- (b) 'SEBI' means Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.

Depository

- (c) 'Depository' shall have the meaning assigned thereto by Section 2(1)(e) of the Depositories Act, 1996.

Depositories Act, 1996

- (d) 'Depositories Act, 1996' shall mean Depositories Act, 1996 and include any statutory modification or re-enactment thereof for the time being in force.

Member

- (e) 'Member' means the duly registered holder from time to time of the shares of the Company of any class and includes the subscriber(s) of the Memorandum of the Company and also every person whose name is entered as the beneficial owner of any shares in the records of the Depository.

Security

- (f) 'Security' means such security as may be specified by SEBI from time to time.

ARTICLE 4A BE ADDED

After Article 4 the following new Article as Article 4A be added as 'Dematerialization of Securities'

- (1) The provisions of this Article shall apply notwithstanding anything to the

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contrary contained in any other Article of these Articles.

- (2)(i) The Company shall be entitled to dematerialize its securities and to offer securities in a dematerialized form pursuant to the Depository Act, 1996.

(ii) Option for Investors:-

Every holder of or subscriber to securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities.

If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security.

(iii) Securities on Depositories to be in fungible form:-

All securities of the Company held by the Depository shall be dematerialized and be in fungible form.

Nothing contained in Sections 153, 153A, 153B, 187B, 187C & 372A of the Act shall apply to a Depository in respect of the securities of the Company held by it on behalf of the beneficial owners.

(iv) Rights of Depositories & Beneficial Owners:-

- a. Notwithstanding anything to the contrary contained in the Act a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security of the Company on behalf of the beneficial owner.
- b. Save as otherwise provided in (a) above, the depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the securities held by it.
- c. Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

(v) Service of documents:-

Notwithstanding anything contained in the Act to the contrary, where securities of the Company are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

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(vi) Transfer of Securities:-

Nothing contained in Section 108 of the Act, shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

(vii) Allotment of securities dealt with in a depository:-

Notwithstanding anything contained in the Act, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

(viii) Distinctive numbers of Securities held in a depository:-

Nothing contained in the Act regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

(ix) Register and Index of members:-

The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Section 150 and 151 and other applicable provisions of the Act and the Depositories Act, 1996 with the details of shares held in physical and dematerialized forms in any media as may be permitted by law including in any form of a electronic media.

The Register and Index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, shall be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or country.

"RESOLVED FUTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required in the said connection."

Date: 06.05.2010
Place: Ahmedabad

Regd. Office:
Adani House,
Nr. Mithakhali Six Roads,
Navrangpura,
Ahmedabad – 380 009

By order of the Board



B. Ravi
Director

ADANI MURMUGAO PORT TERMINAL PRIVATE LIMITED

Regd. Office: "Adani House", Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009

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. The instruments appointing proxy should however be deposited at the Registered Office of the Company in not less than 48 hours before the commencement of the meeting.
3. Explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 is annexed hereto.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 3 & 4

Dr. Malay Mahadevia and Mr. Rajeeva Ranjan Sinha were appointed as First Directors by virtue of Memorandum and Articles of Association of the Company. Pursuant to section 255 of Companies Act, 1956 they will hold office upto the ensuing Annual General Meeting. Board considers it desirable that the Company should continue to avail itself of their services. Shareholders approval is sought for the appointment of these directors as directors retiring by rotation.

Dr. Malay Mahadevia and Mr. Rajeeva Ranjan Sinha are deemed to be interested in the Resolution.

ITEM NO. 5

Mr. B. Ravi was appointed as an Additional Director of the Company w.e.f. 31st March, 2010 by the Board of Directors of the Company. According to the provisions of Section 260 of the Companies Act, 1956, he holds office as Director upto the date of ensuing Annual General Meeting. In view of his proficiency, Board considers it desirable that the Company should continue to avail his services.

Mr. B. Ravi is deemed to be interested in the Resolution.

ITEM NO. 6

As per the terms of sanction of financial assistance availed by the Company from Axis Bank Ltd., the Equity Shares are required to be dematerialized. As per statutory requirement, the Articles of Association of the Company is required to be amended. Pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956 Shareholders approval will be required for authorizing Board of Directors to alter the Articles of Association.

None of the Directors is interested in the Resolution.

Date: 06.05.2010
Place: Ahmedabad

Regd. Office:
Adani House,
Nr. Mithakhali Six Roads,
Navrangpura,
Ahmedabad – 380 009

By order of the Board



B. Ravi
Director

ADANI MURMUGAO PORT TERMINAL PRIVATE LIMITED

Regd. Office: "Adani House", Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009

DIRECTORS' REPORT

To,
The Members,

Your Directors present herewith First Annual Report together with the Audited Accounts of the Company for the period ended 31st March, 2010.

Project Implementation:

Letter of Award (LOA) was issued by Mormugao Port Trust to Mundra Special Economic Zone Ltd. (MPSEZL) for the development of Coal handling Terminal at Port of Mormugao, Goa on Design, Build, Finance, Operate and Transfer (DBFOT). Accordingly, Your Company was incorporated on 7th August, 2009 and was promoted by MPSEZL. The Company has signed an agreement on 22nd September, 2009 with Mormugao Port Trust to Design, Build, Finance, Operate and Transfer a Coal handling Terminal at Berth No. 7 in the port of Mormugao, Goa on Build, Own, Operate and Transfer (BOOT) for a period of thirty years.

Financial Highlights:

The first accounting period of the company is from 7th August, 2009 to 31st March, 2010. The project is under implementation and commercial activities are yet to commence. The expenditure incurred during the period under review is Rs. 6,38,297.

Dividend:

As your company has not started commercial activity and project is under implementation, the directors do not recommend any dividend.

Holding Company:

Your company is wholly owned subsidiary of Mundra Port And Special Economic Zone Limited (MPSEZL).

MPSEZL being Subsidiary of Adani Infrastructure Services Private Limited (AISPL). By virtue of section 4 of Companies Act, 1956; AISPL is ultimate Holding Company of your Company.

Share Capital:

During the period under review the authorized share capital of the company was increased from Rs. 50 Lacs divided into 5,00,000 Equity Shares of Rs. 10/- each to Rs. 5 Crores divided into 50,00,000 Equity Shares of Rs. 10/- each.

Fixed Deposits:

During the period under review, your Company has not accepted any deposits from the Public.

ADANI MURMUGAO PORT TERMINAL PRIVATE LIMITED

Regd. Office: "Adani House", Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009

Directors:

Dr. Malay Mahadevia and Mr. Rajeeva Ranjan Sinha were the First Directors of the Company by virtue of Memorandum and Articles of Association of the company. During the period under review, Mr. B. Ravi was appointed as an Additional Director on the Board of the Company.

In terms of Section 260 of the Companies Act, 1956; the term of office of these Directors will expire at the ensuing Annual General Meeting. It will be in the best interest of the Company to appoint them at the ensuing Annual General Meeting.

Directors' Responsibility Statement:

Pursuant to the requirements under 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, your Directors hereby confirm the following:

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanatory statement relating to material departures;
2. That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial period
3. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That the directors have prepared the annual accounts on a going concern basis.

Auditors:

The Company's Auditors' M/s G. K. Choksi & Co., Chartered Accountants, Ahmedabad, will retire on the conclusion of forthcoming Annual General Meeting and being eligible, have expressed their willingness for reappointment.

Auditors' Report:

Notes forming part of accounts are self-explanatory and therefore, do not call for any comments.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & outgo:

As Company has not started any Commercial activity, a statement containing the information as per Section 217(1)(e) of the Companies Act read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 is not appended.

There is no foreign exchange earnings and Outgo.

ADANI MURMUGAO PORT TERMINAL PRIVATE LIMITED

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Personnel:

The particulars of employees as required by Section 217 (2A) of the Companies Act, 1956 and Companies (Particulars of Employees) Rules, 1975 as amended from time to time is not given as no employee is in receipt of remuneration as required under section 217(2A) of the Companies Act, 1956.

Appreciation and Acknowledgement:

Your Directors have pleasure in taking this opportunity to thank the Government Agencies and all other personnel.

For & on behalf of the Board of Directors

Date: 06.05.2010
Place: Ahmedabad


Rajeeva Ranjan Sinha
Chairman

G. K. Choksi & Co.

Chartered Accountants

'Madhuban', Nr. Madalpur Underbridge, Ellisbridge, Ahmedabad - 380 006.
Dial : 91 - 79 - 30012009 Fax : 91 - 79 - 26569929 E-mail : gkchoksi@hotmail.com

AUDITORS' REPORT

To
The Members,
Adani Murmugao Port Terminal Private Limited

1. We have audited the attached Balance Sheet of Adani Murmugao Port Terminal Private Limited as at March 31, 2010, Profit and Loss Account and Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. The requirement of Companies (Auditors' Report) Order, 2003 issued by the Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 are not applicable to the Company.
4. Further we report that:
 - a. we have obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. the Balance Sheet, Profit & Loss account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - d. in our opinion, the Balance Sheet, Profit & Loss account and Cash Flow Statement comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956,
 - e. on the basis of written representations received from the directors of the Company as at March 31, 2010 and taken on record by the board of directors, we report that none of the directors is disqualified from being appointed as director of Company under clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.



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Dial : 91-22-66324446/47 FAX : 91-22-22882133 Email : mumbai@gkcco.com

Branches : 'Surya Bhavan', Station Road, **PETLAD** - 388 450. Dial : 91-2697-224108

'Kirti Kunj', Station Road, **NADIAD** - 387 001. Dial : 91-268-2564279

- f. in our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view; in conformity with the accounting principles generally accepted in India:
- a. in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2010.
 - b. in the case of the profit and loss Account, of the Loss for the year ended on that date;
- and
- c. in the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

FOR G. K. CHOKSI & CO.
Firm Registration No: 101895V
Chartered Accountants

3

Sandip A. Parikh
Partner
Membership No: 40727

Place: Ahmedabad.
Date: May 6, 2010



ADANI MURMUGAO PORT TERMINAL PRIVATE LIMITED
Balance Sheet as at 31st March, 2010

	Schedule	As at 31st March, 2010 Rs.	Rs.
SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	A	5 00 000	
Share Application Money pending allotment		<u>1 14 48 000</u>	1 19 48 000
Total		<u><u>1 19 48 000</u></u>	
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	B	28 263	
Less : Depreciation		<u>19 300</u>	
Net Block		8 963	
Capital Work- in- Progress		<u>96 69 756</u>	96 78 719
Current Assets & Loans and Advances			
Cash and Bank Balances		8 60 819	
Loans and Advances		10 38 404	
		<u>18 99 223</u>	
Less : Current Liabilities and Provisions	D	<u>2 68 239</u>	
Net Current Assets			16 30 984
Profit and Loss Account			6 38 297
Total		<u><u>1 19 48 000</u></u>	
Significant Accounting Policies	F		
Notes forming part of the Accounts	G		

As per our attached Report of even date

FOR G. K. CHOKSI & CO.,
Chartered Accountants

3

Sandip A Parikh
Partner

Membership No.: 40727

Place : Ahmedabad

Date : 6 MAY 2010



FOR ADANI MURMUGAO PORT TERMINAL PVT. LTD.

[Signature]
Director

[Signature]
Director

Place : Ahmedabad

Date 6 MAY 2010

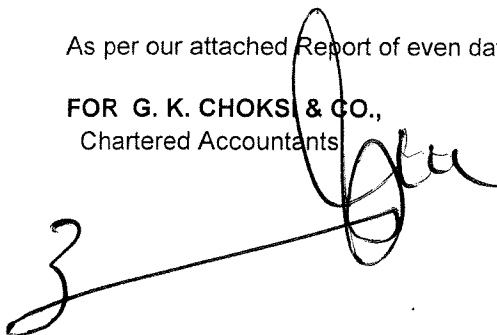
ADANI MURMUGAO PORT TERMINAL PRIVATE LIMITED

Profit and Loss Account for the period ended 31st March, 2010

	Sche- dule	For the period ended 31st March, 2010 Rs.	Rs.
INCOME			
Income From Operations		-	
Other Income		-	
<hr/>			
EXPENDITURE			
Administrative and Other Charges	E	<u>6 38 297</u>	
			<u>6 38 297</u>
Profit/(Loss) Before Tax			(6 38 297)
Provision For Tax			
- Current Tax		-	
- Deferred Tax Charge (Credit)		-	
			<hr/>
Profit after Tax			<u>(6 38 297)</u>
Balance broght forward from Previous Year			-
Balance available for appropriation			<u>(6 38 297)</u>
Balance Carried to Balance Sheet			<u>(6 38 297)</u>
Basic and Diluted Earnings per Share (annualised) See Note 6 of Schedule G			-12.77
Significant Accounting Policies	F		
Notes forming part of the Accounts	G		

As per our attached Report of even date

FOR G. K. CHOKSI & CO.,
Chartered Accountants



Sandip A Parikh
Partner
Membership No.: 40727



Place : Ahmedabad
Date :

6 MAY 2010

FOR ADANI MURMUGAO PORT TERMINAL PVT. LTD.



Director



Director

Place : Ahmedabad
Date

6 MAY 2010

ADANI MURMUGAO PORT TERMINAL PRIVATE LIMITED

Cash flow Statement for the period 07.08.2009 to 31.03.2010

For the Period
07.08.2009 to 31.03.2010

Amount (Rs.)

A. Cash Flow from Operating Activities	
Net Loss	(638,297)
Operating Loss before Working Capital Changes	(638,297)
Adjustments for :	
Increase in Loans and Advances	(1,038,404)
Increase in Current Liabilities and Provisions	268,239
Cash Generated from Operations	(1,408,462)
Direct Taxes paid (Net)	-
Net Cash from Operating Activities	(1,408,462)
B. Cash Flow from Investing Activities	
Purchase of Fixed Assets (including CWIP)	(9,678,719)
Purchase of Investments / Share application money paid	-
Net Cash used in Investing Activities	(9,678,719)
C. Cash Flow from Financing Activities	
Proceeds from Issue of Equity Shares	11,948,000
Net Cash Flow from Financing Activities	11,948,000
D Net Increase in Cash and Cash Equivalents (A+B+C)	860,819
E Cash and Cash Equivalents at start of the period	-
F Cash and Cash Equivalents at close of the period	
Components of Cash & Cash Equivalents	
Cash on Hand	4,140
Balances with Scheduled Banks	
- On Current Accounts	856,679
	860,819

Notes:

- 1 The Cash Flow Statement has been prepared under the Indirect method as set out in Accounting Standard-3 on Cash Flow Statements issued by The Institute of Chartered Accountants of India.

FOR G. K. CHOKSI & CO.,
Chartered Accountants

For and on behalf of the Board of Directors


Sandip A Parikh
Partner
Membership No.: 40727


Director


Director



Place: Ahmedabad

Date: 6 MAY 2010

Place: Ahmedabad

Date: 6 MAY 2010

ADANI MURMUGAO PORT TERMINAL PRIVATE LIMITED

As at 31st March, 2010

Rs.

Rs.

Schedule - 'A' : Share Capital

Authorised

50,00,000 Equity Shares of Rs.10 each		5 00 00 000
		<u>5 00 00 000</u>

Issued and Subscribed

50,000 Equity Shares of Rs.10 each		5 00 000
		<u>5 00 000</u>

[50,000 shares are held by Mundra Port and Special Economic Zone Limited. (Holding Company) and its nominees]

Schedule - 'C' : Current Assets & Loans and Advances

Cash and Bank Balances

Cash on Hand		4 140	
Balances with Scheduled Banks in : Current Accounts		8 56 679	
		<u>8 56 679</u>	
Total			8 60 819

Loans and Advances

(Unsecured, Considered Good)

Advances Recoverable in Cash or in Kind or for Value to be Received		9 45 404	
Deposits		93 000	
		<u>10 38 404</u>	
Total			18 99 223

Schedule - 'D' : Current Liabilities and Provisions

Current Liabilities

Sundry Creditors		99 167	
Other Liabilities		1 69 073	
		<u>2 68 239</u>	
Total			2 68 239

K. CHOCSI & CO. CHARTERED ACCOUNTANTS

ADANI MURMUGAO PORT TERMINAL PRIVATE LIMITED

Schedule - 'B' : Fixed Assets

Description	Addition during the period		Deletions during the period	As at March 31, 2010	For the period	Accumulated depreciation reversed	As at March 31, 2010	Net Block As at March 31, 2010
Furniture & Fixtures	19 238	-	-	19 238	19 238	-	19 238	-
Office Equipments	9 025	-	-	9 025	62	-	62	8 963
Total	28 263	-	-	28 263	19 300	-	19 300	8 963
Capital Work-in-Progress	96 69 756	-	-	96 69 756	-	-	-	96 69 756

Note: Capital Work in Progress include Rs.4,05,000/- on account of Advance against Project Contracts and Rs. 16,54,916/- on account of Expenditure During Construction Period.



ADANI MURMUGAO PORT TERMINAL PRIVATE LIMITED

For the Period ended March 31st, 2010

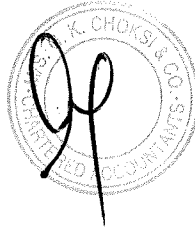
Rs.

Rs.

Schedule - 'F' : Administrative and Other Charges

Preliminary Expenses written off	1 38 297
ROC Fees and Charges	4 75 000
Audit Fees	25 000

6 38 297



ADANI MURMUGAO PORT TERMINAL PRIVATE LIMITED

SCHEDULE - 'F': SIGNIFICANT ACCOUNTING POLICIES

1. General

These financial statements have been prepared to comply in all material respect with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on accrual basis. The accounting policies have been consistently applied in accordance with the requirements of the Companies Act, 1956.

2. Use of Estimates

These financial statements have been prepared on the basis of estimates, wherever necessary, which have an effect on the reported amounts of assets and liabilities as on the date of the statements and the reported amounts of income and expenditure for the reporting period. The difference between actuals and estimates is recognized in the subsequent period when the actuals are known.

3. Fixed Assets and Capital Work-in-Progress

- (i) Fixed Assets are stated at cost less accumulated depreciation. Cost includes the purchase price and any attributable cost to the acquisition of the Fixed Assets, up to the date of their commissioning, and other incidental expenses incurred up to that date.
- (ii) Capital Work-in-Progress includes projects under implementation and other capital work-in-progress, which are carried at cost, comprising cost of land, direct cost, related incidental expenses and attributable interest.

4. Expenditure on new projects and substantial expansion

- (i) Expenditure directly related to construction activity (net of income if any) is capitalized. Indirect expenditure incurred during construction period is capitalized as part of the indirect construction cost to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Income earned during construction period is deducted from the total of the indirect expenditure.
- (ii) All the direct capital expenditure on expansion is capitalized. As regard indirect expenditure on expansion only that portion is capitalized which represents the marginal increase in such expenditure as a result of capital expansion. The same is treated as preoperative expenditure pending allocation to fixed assets/capital work in progress and is shown under "Expenditure during Construction period". The same is transferred to fixed assets on commencement of commercial activities.

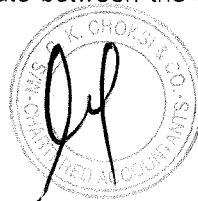
5. Depreciation

- (i) Depreciation on other Fixed Assets is provided on straight line method (SLM) at the rates prescribed under schedule XIV of the Companies Act, 1956, or the rates determined on the basis of useful lives of the respective assets, whichever is higher.
- (ii) Individual assets costing up to Rs.5000/- are depreciated fully in the month of purchase.

6. Foreign Currency Transactions

I. Initial Recognition:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.



II. Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

III. Exchange Differences

Exchange differences arising on the settlement of monetary items or on restatement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise, except exchange differences on transactions relating to fixed assets, which are adjusted to the carrying amount of fixed assets. This is in line with the retrospective amendment (with effect from 7th December 2006) to Accounting Standard (AS 11) on "Effects of Changes in Foreign Exchange Rates" vide GSR Notification 225(E) dated 31st March 2009, the above accounting treatment followed by the Company is consistent with the revised AS 11.

7. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

8. Earning per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

9. Income Taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflect the impact of current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. If the Company has carry forward of unabsorbed depreciation and tax losses, deferred tax assets are recognised only if there is virtual certainty that such deferred tax assets can be realised against future taxable profits. Unrecognised deferred tax assets of earlier years are re-assessed and recognised to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realised.

10. Segment Reporting Policies

The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the geographical location of the customers.

11. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements.



ADANI MURMUGAO PORT TERMINAL PRIVATE LIMITED

SCHEDULE – 'G' : NOTES FORMING PART OF THE ACCOUNTS

1. Nature of Operations

Adani Murmugao Port Terminal Private Limited (hereinafter referred to as 'the Company') has signed an agreement on September 22, 2009 with Mormugao Port Trust to Design, Build, Finance, Operate and Transfer a Coal handling Terminal at Berth No.7 in the port of Murmugao, Goa on Build, Own, Operate and Transfer (BOOT) for a period of thirty years. The company was incorporated on August 7, 2009. Therefore the accounts of the Company have been prepared for the period beginning from August 7, 2009 till March 31, 2010.

2. Contingent Liabilities and Commitments on Capital Account

Particulars	As at 31-03-2010 Rs.
Guarantees	12,60,00,000
Estimated amount of Unexecuted Capital Contracts	4,12,04,773

3. Related Party Disclosures

(a)	List of related parties with whom transactions have taken place during the year and relationship	
Sr. No.	Name of related party	Relationship
(i)	Mundra Port and Special Economic Zone Limited	Holding Company

(b)	Transactions with related parties	
Sr. No.	Nature of transaction	Current Year Rs.
(i)	Capital Contribution	
	- Holding Company	5,00,000
(ii)	Share Application Money	
	- Holding Company	1,14,48,000

The particulars given above have been identified on the basis of information available with the Company.

4. Auditors' Remuneration is made up of

Particulars	Current Year Rs.
Audit Fees	25,000



5. **Dues to Small Scale Industries**

In the absence of necessary information relating to the suppliers registered as Micro, Small and Medium enterprises under Micro, Small and Medium Enterprises Development Act, 2006, the Company has not been able to identify such suppliers and the information required under the said Act could not be disclosed.


6. **Earnings per Share**

Particulars	Current Year
Net Profit for the year	(6,38,297)
Number of Equity Shares #	50,000
Nominal Value of the Shares	10
Earning per Share (Basic and Diluted) (Rs.)	(12.77)

7. In the opinion of the Board of Directors, Current Assets, Loans and Advances have a value on realization in the ordinary course of business at least equal to the amounts at which they are stated in the Balance Sheet. Provision has been made for all known liabilities and the same is adequate and not in excess of the amount considered reasonably necessary.
8. Balances of Sundry Debtors, Creditors, Loans and Advances are subject to confirmation by the parties concerned.
9. Since this is the first year of incorporation, the previous year figures are not given.

As per our attached report of even date



FOR G. K. Choksi & Co.
Chartered Accountants


Sandip A. Parikh
Partner
Membership No.: 40727

Place : Ahmedabad

Date : 6 MAY 2010

For and on behalf of the Board


Director

Director

Place : Ahmedabad

Date : 6 MAY 2010



ADANI MURMUGAO PORT TERMINAL PRIVATE LIMITED

Balance Sheet Abstract and Company's General Business Profile:

I. Registration Details:

Registration No : U61100GJ2009PTC057727
Balance Sheet Date: 31st March 2010

II. Capital Raised during the year

(Rs. Thousands)

Public Issue :	--	Right Issue :	--
Bonus Issue :	--	Private Placement :	500

III. Position of Mobilization and Deployment of funds

(Rs. Thousands)

Total Liabilities	11948	Total Assets	11948
Sources of funds		Application of Funds	
Paid-up Capital	500	Net Fixed Assets	9679
Share Application Money	11448	Deferred Tax Asset	Nil
Secured Loans	--	Net Current Assets	1631
Unsecured Loans	--	Miscellaneous Expenditure	Nil
		Profit & Loss Account	638

IV. Performance of the Company

(Rs. Thousands)

Turnover and Other Income		Total Expenditure	638
Profit/(Loss) before tax	(638)	Profit/(Loss) after tax	(638)
Earning per share	(12.77)	Dividend Rate	--

V. Generic names of three Principal Products/Services of the Company

(As per monetary terms)

Product/Service Description	Item code No.

FOR AND ON BEHALF OF THE BOARD

 Director
  Director

Place : **AMMEDABAD**

Date : **6 MAY 2010**