



MUNDRA PORT AND SPECIAL ECONOMIC ZONE LIMITED

Registered Office: "Adani House", Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad - 380 009

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of Mundra Port and Special Economic Zone Limited will be held on Saturday, the 31st December, 2011 at 10.00 a.m. at Ahmedabad Textile Mills Association (ATMA) Hall, Ashram Road, Navrangpura, Ahmedabad – 380 009 to transact the following business:

Special Business:

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

"RESOLVED THAT pursuant to the provisions of Section 21 and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government, consent of the Company be and is hereby granted for changing the name of the Company from Mundra Port and Special Economic Zone Limited to Adani Ports and Special Economic Zone Limited."

"RESOLVED FURTHER THAT the name Mundra Port and Special Economic Zone Limited wherever it appears in the Memorandum and Articles of Association of the Company or elsewhere, shall be amended to read as Adani Ports and Special Economic Zone Limited."

"RESOLVED FURTHER THAT the Board or Committee thereof/persons authorized by the Board be and is/are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By order of the Board

Dipti Shah
Company Secretary

Date: November 26, 2011

Place: Ahmedabad

NOTES:

1. A member entitled to attend and vote at the Extra Ordinary General Meeting (EGM) 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 48 hours before the commencement of the meeting.
2. The Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 in respect to the above resolution is annexed herewith.
3. 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 their representative to attend and vote on their behalf at the Meeting.

4. 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 EGM.
5. 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 EGM.
6. Pursuant to circular of Ministry of Corporate Affairs (MCA) on Green Initiative in Corporate Governance, the Notice of EGM along with the Explanatory Statement is being sent to the members electronically at their email ids registered with their Depository Participants (DPs). The full text of Notice of EGM has been displayed on the website of the Company www.portofmundra.com. Members who had not registered their email ids are requested to register the same with their respective DPs. In case of any change of email ids request to update the same.

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

Your Company was incorporated on May 26, 1998 under the name 'Gujarat Adani Port Limited' for development of port and related infrastructure facilities. Subsequently in order to reflect the SEZ objects carried out by the Company as SEZ Developer in terms of Government order dated April 12, 2006 the name of the Company was changed from Gujarat Adani Port Limited to Mundra Port and Special Economic Zone Limited (MPSEZL) with effect from July 7, 2006. The Company was operating port only at one location Mundra and thus the name was apt therefore.

MPSEZL thereafter became a subsidiary of Adani Enterprises Limited (AEL) the flagship Company of Adani Group having diversified operations across the globe through its subsidiaries. The Company apart from operating Port at Mundra is also operating Port at Abbot Point, Australia and developing ports at Dahej, Hazira, Mormugao and Visakhapatnam in India.

It is proposed to change the name of the Company from Mundra Port and Special Economic Zone Limited to Adani Ports and Special Economic Zone Limited. The rationale for renaming Mundra Port as Adani Ports is to achieve the last mile brand synergy with global port infrastructure business of the Adani Group and also to give it a singular identity within the Group.

The Registrar of Companies, Gujarat has confirmed the availability of this new name of the Company. The change of name as aforesaid would necessitate amendment in the Memorandum and Articles of Association of the Company. It requires approval of the shareholders by way of Special Resolution pursuant to section 21 of the Companies Act, 1956.

The Board recommends the resolution for approval of shareholders.

None of the Directors of your Company are interested in the proposed resolution, except to the extent of their shareholding in the Company

By order of the Board

Dipti Shah
Company Secretary

Date: November 26, 2011

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FORM OF PROXY

I/ We _____ of _____ being a member / members of the above Company hereby appoint Shri / Smt. _____ of _____ or failing him _____ of _____ as my/our proxy to vote for me/us and on my / our behalf at the Extra Ordinary General Meeting of the Company to be held on Saturday, 31st December, 2011 at 10.00 a.m. and at any adjournment thereof.

Signed this _____ day of _____ 2011.

Affix Re. 1
Revenue
Stamp

Signature _____

Folio No. _____ DPID No.* _____ Client ID No.* _____

*For members holding shares in electronic form.

Note: The Proxy and the Power of Attorney (if any) under which it is signed or a notarially certified copy of that power must be deposited at the Registered Office of the Company at "Adani House", Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad not less than 48 hours before the date and time for holding the Extra Ordinary General Meeting.



ADANI

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ATTENDANCE SLIP

(to be handed over, duly filled in, at the Entrance of the Meeting Place)

Name of the attending Member / Proxy (in block letters): _____

I hereby record my presence at the Extra Ordinary General Meeting on Saturday, 31st December, 2011.

Folio No. _____ DPID No.* _____ Client ID No.* _____

*Applicable for members holding shares in electronic form.

Place: Ahmedabad

Member's / Proxy's Signature

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

BOOK-POST

If undelivered please return to :

LINK INTIME
INDIA PVT LTD



Unit : MUNDRA PORT AND SPECIAL ECONOMIC ZONE LIMITED

C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai - 400 078.