

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchanges

1	Name of the company	Adani Ports and Special Economic Zone Limited
2	Annual financial statements for the year Ended	March 31, 2014
3	Type of Audit observation	Un-qualified
4	Frequency of observation	Not applicable

For S.R. Batliboi & Associates LLP
ICAI Firm Registration Number: 101049W
Chartered Accountants



per Arpit K. Patel
Partner
Membership Number: 34032

For Adani Ports and Special Economic Zone Limited



Gautam S. Adani
Chairman & Managing Director

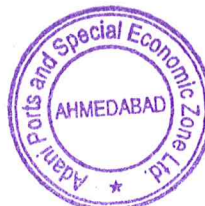


D. T. Joseph
Chairman of Audit Committee



B. Ravi
Chief Financial Officer

Date : May 15, 2014
Place: Ahmedabad



NOTICE

NOTICE is hereby given that the 15th Annual General Meeting of Adani Ports and Special Economic Zone Limited will be held on Saturday, 9th August, 2014 at 9.30 a.m. at J.B. Auditorium Hall, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015 to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Preference Shares.
3. To declare dividend on Equity Shares.
4. To appoint a Director in place of Mr. Rajesh S. Adani (DIN: 00006322), who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. S R B C & CO LLP, Chartered Accountants (Firm Registration No.: 324982E) be and are hereby appointed as Auditors of the Company in place of the retiring Auditors M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No: 101049W), who have expressed their unwillingness to continue as Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration (including fees for Certification) and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Audit Committee / Board of Directors of the Company."

Special Business:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Mr. D. T. Joseph (DIN: 01716572), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period upto September, 2015."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Mr. Arun Duggal (DIN: 00024262), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period upto June, 2015."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Prof. G. Raghuram (DIN: 01099026), a Non-Executive Director of the Company, who has submitted

a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years w.e.f. August 9, 2014."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Mr. G. K. Pillai (DIN: 02340756), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years w.e.f. August 9, 2014."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Mr. Sanjay Lalbhai (DIN: 00008329), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years w.e.f. August 9, 2014."

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

"RESOLVED THAT Mr. A. K. Rakesh, IAS (DIN: 00063819), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. October 25, 2013 pursuant to the provisions of Section 161 of the Companies Act, 2013 (Act) and Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

"RESOLVED THAT Mr. Sudipta Bhattacharya (DIN: 06817333), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. May 15, 2014 pursuant to the provisions of Section 161 of the Companies Act, 2013 (Act) and Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the requisite approvals, if any required, approval of the Company be and is hereby accorded to the appointment of Mr. Sudipta Bhattacharya (DIN: 06817333) as an Whole Time Director of the Company, for a period of 5 (five) years w.e.f. May 15, 2014 on the terms and conditions including terms of remuneration as set out in the explanatory statement attached hereto and

forming part of this notice with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration so as the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Companies Act, 2013 including any Statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board and Mr. Sudipta Bhattacharya."

"RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or inadequate profit, Mr. Sudipta Bhattacharya will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof."

"RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V of the Companies Act, 2013, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, perks and other benefits payable to Mr. Sudipta Bhattacharya within such prescribed limit or ceiling as agreed by and between the Board and Mr. Sudipta Bhattacharya without any further reference to the Company in General Meeting."

"RESOLVED FURTHER THAT the Board of Directors or its Committee thereof be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the requisite approvals, if any required, approval of the Company be and is hereby accorded to the re-appointment of Dr. Malay Mahadevia (DIN: 00064110) as an Whole Time Director of the Company, for a period of 5 (five) years w.e.f. May 15, 2014 on the terms and conditions including terms of remuneration as set out in the explanatory statement attached hereto and forming part of this notice with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration so as the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Companies Act, 2013 including any Statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board and Dr. Malay Mahadevia."

"RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or inadequate profit, Dr. Malay Mahadevia will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof."

"RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V of the Companies Act, 2013, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, perks and other benefits payable to Dr. Malay Mahadevia within such prescribed limit or ceiling as agreed by and between the Board and Dr. Malay Mahadevia without any further reference to the Company in General Meeting."

"RESOLVED FURTHER THAT the Board of Directors or its Committee thereof be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT in supersession of the resolution passed under Section 293(1)(d) of the erstwhile Companies Act, 1956 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to borrow 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), body 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 the aggregate ₹ 25,000 Crores (Rupees Twenty Five Thousand Crores Only)."

"RESOLVED FURTHER THAT the Board of Directors or its Committee thereof be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT in supersession of the resolution passed under Section 293(1)(a) of the erstwhile Companies Act, 1956 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to create such charges, mortgages and hypothecation in such form and manner and with such ranking and at such time and on such terms as the Board may determine on all or any of the movable and/or immovable properties of the Company, both present and future, in favour of the lender(s), agent and the trustees for securing the borrowings/financial assistance obtained/to be obtained from banks, public financial institutions, body(ies) corporate or any other party and/or to give a collateral security for the borrowings/guarantees of any group/associate Company or otherwise to charge the assets of the Company, for monies availed/to be availed by way of loans, (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or Secured/Un-Secured Premium Notes and/or floating rates notes / bonds / fund based / non fund based limits / guarantee or other debt instruments), issued/to be issued by the Company, from time to time, upto value not exceeding limit approved by shareholders under Section 180(1)(c) of the Companies Act, 2013 from time to time, together with interest, at the respective agreed rates, additional interest, compound interest, in case of default, accumulated interest, liquidated damages, commitment charges, premia prepayment, remuneration of the agent(s), trustee(s), premium if any on redemption, all other cost, charges and expenses including any increase as a result of devaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement, heads of agreement, debenture trust deeds or any other documents, entered into/to be entered into between the Company and the lenders, agents and trustees in respect of the said loans/ borrowings /debentures/ bonds and containing such specified terms and conditions and covenants in respect of enforcement of security(ies) as may be stipulated in their behalf and agreed to between the Board of Directors or Committee thereof and the lenders, agent(s), trustee(s).

"RESOLVED FURTHER THAT the Board of Directors or its Committee thereof be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

17. 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 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (the "Companies Act"), the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or restated (the "ICDR Regulations"), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended or restated, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000, as amended or restated, and subject to all other applicable laws, statutes, rules, circulars, notifications, regulations and guidelines of the Government of India, the Securities and Exchange Board of India (the "SEBI"), the Reserve Bank of India (the "RBI"), the Foreign Investment Promotion Board (the "FIPB"), the relevant stock exchanges where the equity shares of the Company are listed (the "Stock Exchanges") and all other appropriate statutory and regulatory authorities, as may be applicable or relevant, whether in India or overseas (hereinafter collectively referred to as the "Appropriate Authorities"), the enabling provisions of the Memorandum and Articles of Association of the Company, as amended, and the listing agreements entered into by the Company with the Stock Exchanges and subject to requisite approvals, consents, permissions and sanctions, if any, of the Appropriate Authorities and subject to such conditions and modifications as may be prescribed by any of them in granting any such approvals, consents, permissions, and sanctions (hereinafter referred as the "Requisite Approvals") which may be agreed to by the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any committee constituted or to be constituted by the Board to exercise its powers including the powers conferred by this resolution, or any person(s) authorised by the Board or its committee for such purposes), consent of the Company be and is hereby accorded to the Board in its absolute discretion, to create, offer, issue and allot, from time to time in either one or more international offerings, in one or more foreign markets, in one or more tranches and/or in the course of one or more domestic offering(s) in India, such number of equity shares and/or any securities linked to, convertible into or exchangeable for equity shares including without limitation through Global Depository Receipts ("GDRs") and/or American Depository Receipts ("ADRs") and/or convertible preference shares and/or convertible debentures (compulsorily and/or optionally, fully and/or partly) and/or Commercial Papers and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants with equity shares of the Company at a later date simultaneously with the issue of non-convertible debentures and/or Foreign Currency Convertible Bonds ("FCCBs") and/or Foreign Currency Exchangeable Bonds ("FCEBs") and/or any other permitted fully and/or partly paid securities/ instruments/ warrants, convertible into or exchangeable for equity shares at the option of the Company and/or holder(s) of the security(ies) and/or securities linked to equity shares (hereinafter collectively referred to as "Securities"), in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad whether rupee denominated or denominated in foreign currency, to such investors who are eligible to acquire such Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, through public issue(s), rights issue(s), preferential issue(s), private placement(s) and / or qualified institutional placement in terms of Chapter VIII of the SEBI (ICDR) Regulations or any combinations thereof, through any prospectus, offer document, offer letter, offer circular, placement document or otherwise, at such time or times and at such price or prices subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, at a discount or premium to market price or prices in such manner and on such terms and conditions including as regards security, rate of interest, etc., as may be deemed appropriate by the Board in its absolute discretion, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, for an aggregate amount, not exceeding ₹ 5,000 Crores (Rupees Five Thousand Crores Only) or foreign currency equivalent thereof, at such premium as may from time to time be decided by the Board and the Board shall have the discretion to determine the categories of eligible investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such offer, issue and allotment

considering the prevailing market conditions and all other relevant factors and where necessary in consultation with advisor(s), lead manager(s), and underwriter(s) appointed by the Company.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue(s) of Securities may, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, have all or any terms, or combination of terms, in accordance with domestic and/or international practice, including, but not limited to, conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever and all other such terms as are provided in offerings of such nature including terms for issue of additional equity shares or variation of the conversion price of the Securities during the duration of the Securities.”

“RESOLVED FURTHER THAT in case of any offering of Securities, including without limitation any GDRs/ ADRs/FCCBs/FCEBs/other securities convertible into equity shares, consent of the shareholders be and is hereby given to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/offering in respect of such Securities and such equity shares shall rank *pari passu* with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or offer letter and/or offering circular and /or listing particulars.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to engage, appoint and to enter into and execute all such agreement(s)/ arrangement(s)/ MoUs/placement agreement(s)/ underwriting agreement(s)/ deposit agreement(s)/ trust deed(s)/ subscription agreement/ payment and conversion agency agreement/ any other agreements or documents with any consultants, lead manager(s), co-lead manager (s), manager(s), advisor(s), underwriter(s), guarantor(s), depository(ies), custodian(s), registrar(s), agent(s) for service of process, authorised representatives, legal advisors / counsels, trustee(s), banker(s), merchant banker(s) and all such advisor(s), professional(s), intermediaries and agencies as may be required or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees and such other expenses as it deems fit, listing of Securities in one or more Indian/ International Stock Exchanges, authorizing any director(s) or any officer(s) of the Company, severally, to sign for and on behalf of the Company offer document(s), arrangement(s), application(s), authority letter(s), or any other related paper(s)/documents(s), give any undertaking(s), affidavit(s), certification(s), declaration(s) including without limitation the authority to amend or modify such document(s).”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, consent of the members of the Company be and is hereby accorded to the Board to do all such acts, deeds, matters and/or things, in its absolute discretion and including, but not limited to finalization and approval of the preliminary as well as final document(s), determining the form, terms, manner of issue, the number of the Securities to be allotted, timing of the issue(s)/ offering(s) including the investors to whom the Securities are to be allotted, issue price, face value, number of equity shares or other securities upon conversion or redemption or cancellation of the Securities, premium or discount on issue /conversion/exchange of Securities, if any, rate of interest, period of conversion or redemption, listing on one or more stock exchanges in India and / or abroad and any other terms and conditions of the issue, including any amendments or modifications to the terms of the Securities and any agreement or document (including without limitation, any amendment or modification, after the issuance of the Securities), the execution of various transaction documents, creation of mortgage/charge in accordance with the provisions of the Companies Act and any other applicable laws or regulations in respect of any Securities, either on a *pari passu* basis or otherwise, fixing of record date or book closure and related or incidental matters as the Board in its absolute discretion deems fit and to settle all questions, difficulties or doubts that may arise in relation to the issue, offer or allotment of the Securities, accept any modifications in the proposal as may be required by the Appropriate Authorities in such issues in India and / abroad and subject to applicable law, for the utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent and

that the members shall be deemed to have given their approval thereto for all such acts, deeds, matters and/or things, expressly by the authority of this resolution."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board is authorised on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid Securities and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the Securities, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Company and/or any agency or body authorised by the Company may, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, issue certificates and/or depository receipts including global certificates representing the Securities with such features and attributes as are prevalent in international and/or domestic capital markets for instruments of such nature and to provide for the tradability or transferability thereof as per the international and/or domestic practices and regulations, and under the forms and practices prevalent in such international and/or domestic capital markets."

"RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body for the issue, upon conversion of the Securities, of equity shares of the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradeability or free transferability thereof as per the international practices and/or domestic practices and regulations, and under the forms and practices prevalent in international and/or domestic capital markets."

"RESOLVED FURTHER THAT the Securities may be redeemed and/or converted into and/or exchanged for the equity shares of the Company (or exchanged for equity shares of another company as permitted under applicable law), subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, in a manner as may be provided in the terms of their issue."

"RESOLVED FURTHER THAT in case of a Qualified Institutional Placement (QIP) pursuant to Chapter VIII of the SEBI (ICDR) Regulations, the allotment of eligible securities within the meaning of Chapter VIII of the SEBI (ICDR) Regulations shall only be made to Qualified Institutional Buyers (QIBs) within the meaning of Chapter VIII of the SEBI (ICDR) Regulations, such securities shall be fully paid-up and the allotment of such securities shall be completed within 12 months from the date of the resolution approving the proposed issue by the members of the Company or such other time as may be allowed by SEBI (ICDR) Regulations from time to time and that the securities be applied to the National Securities Depository Limited and/or Central Depository Services (India) Limited for admission of the eligible securities to be allotted as per Chapter VIII of the SEBI (ICDR) Regulations."

"RESOLVED FURTHER THAT the relevant date for the purpose of pricing of the Securities by way of QIP/ GDRs/ADRs/FCCBs/FCEBs or by way of any other issue(s) shall be the date as specified under the applicable law or regulation or it shall be the date of the meeting in which the Board decides to open the issue."

"RESOLVED FURTHER THAT the Board and other designated officers of the Company be and are hereby severally authorised to make all filings including as regards the requisite listing application/ prospectus/ offer document/registration statement, or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents with the Stock Exchanges (in India or abroad), the RBI, the FIPB, the SEBI, the Registrar of Companies and such other authorities or institutions in India and/or abroad for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above and the Common Seal of the Company be affixed wherever necessary."

"RESOLVED FURTHER THAT such of these Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by law."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred by this resolution on it, to any Committee of directors or the Managing Director or Directors or any other officer of the Company, in order to give effect to the above resolutions."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

18. 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 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (Act), (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Rules made thereunder, as may be amended from time to time, and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and other applicable SEBI regulations and guidelines, the provision of the Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules and regulations and guidelines, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to redeemable secured/unsecured Non Convertible Debentures (NCDs) but not limited to subordinated Debentures, bonds, and/or other debt securities, etc., on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorised to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard."

19. 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 14 and all other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For and on behalf of the Board

Date: May 15, 2014

Place: Ahmedabad

Registered Office:

Adani House,

Nr. Mithakhali Six Roads,

Navrangpura,

Ahmedabad -380 009 Gujarat, India.

CIN : L63090GJ1998PLC034182

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 / HERSELF. THE PROXY NEED NOT BE A MEMBER.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. **THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. As per clause 49 of the listing agreement(s), information regarding appointment/re-appointment of Directors and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business to be transacted are annexed hereto.
4. The Register of members and share transfer books of the Company will remain closed from August 2, 2014 to August 9, 2014 (both days inclusive) to determine the entitlement of the shareholders to receive dividend for the year 2013-14.
5. Shareholders 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.
6. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between 11.00 a.m. to 1.00 p.m. prior to date of Annual General Meeting.
7. Members are requested to bring their copy of Annual Report at the meeting.
8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. **Voting through electronic means:**
The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instructions for e-voting are as under:

SECTION A - E-VOTING PROCESS -

- Step 1 : Open your web browser during the voting period and log on to the e-Voting Website: www.evotingindia.com.
- Step 2 : Click on "Shareholders" to cast your vote(s)
- Step 3 : Select the Electronic Voting Sequence Number (EVSN) i.e. **"140708022"** along with "COMPANY NAME" i.e. **"Adani Ports and Special Economic Zone Limited"** from the drop down menu and click on "SUBMIT".
- Step 4 : Please enter User ID –
 - a. For account holders in CDSL :- Your 16 digits beneficiary ID
 - b. For account holders in NSDL :- Your 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Step 5 : Enter the Image Verification as displayed and Click on Login
- Step 6 : If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

Step 7 : If you are a first time user follow the steps given below:

7.1 Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.

For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

7.2 Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format#

7.3 Enter your Dividend Bank details (Account Number) recorded in the demat account or registered with the Company for the demat account#

Any one of the details i.e. DOB or Dividend Bank details should be entered for logging into the account. If Dividend Bank details and Date of Birth are not recorded with the Depository or Company please enter the number of shares held by you as on the cut off date (record date) i.e. July 4, 2014 in the Dividend Bank details field.

Step 8 : After entering these details appropriately, click on "SUBMIT" tab.

Step 9 : First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

Members holding shares in physical form will then directly reach the Company selection screen.

Step 10 : Click on the EVSN of the Company i.e. **140708022** to vote.

Step 11 : On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.

Step 12 : Click on the Resolution File Link if you wish to view the Notice.

Step 13 : After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

Step 14 : Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- i. The e-Voting period commences on August 3, 2014 (9.00 a.m.) and ends on August 5, 2014 (6.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date (record date) of July 4, 2014 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- iii. CS Chirag Shah, Practising Company Secretary (Membership No.: FCS 5545; CP No: 3498) (Address: 808, Shiromani Complex, Opp. Ocean Park, S.M. Road, Satellite, Ahmedabad – 380 015, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- iv. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forth with to the Chairman of the Company.

- v. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.adaniports.com and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- ix. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details

Company	: Adani Ports and Special Economic Zone Limited Regd. Office: "Adani House ", Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad-380 009, Gujarat, India CIN: L63090GJ1998PLC034182 E-mail ID: dipti.shah@adani.com , kamlesh.bhagia@adani.com
Registrar and Transfer Agent	: Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai-400078 Phone: +91-22-25946970 Fax: +91-22-2594 6969
e-Voting Agency	: Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com
Scrutinizer	: CS Chirag Shah, Practising Company Secretary E-mail ID: pcschirag@gmail.com

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

For Item No. 6 to 10

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. D. T. Joseph, Mr. Arun Duggal, Prof. G. Raghuram, Mr. G. K. Pillai and Mr. Sanjay Lalbhai, as Independent Directors of the Company at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Companies Act, 2013 (Act), which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation. Pursuant to clause 49 of the Listing Agreement with Stock Exchanges (to come into force w.e.f. October 1, 2014), an Independent Director cannot hold office for more than two consecutive terms of five years each and any tenure of an Independent Director on the commencement of the Companies Act, 2013 shall not be counted as a term. Hence, the said Independent Directors are proposed to be appointed for a period as mentioned in the respective resolutions from the conclusion of this AGM.

Mr. D. T. Joseph, Mr. Arun Duggal, Prof. G. Raghuram, Mr. G. K. Pillai and Mr. Sanjay Lalbhai, Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

Mr. D. T. Joseph, Mr. Arun Duggal, Prof. G. Raghuram, Mr. G. K. Pillai and Mr. Sanjay Lalbhai are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. D. T. Joseph, Mr. Arun Duggal, Prof. G. Raghuram, Mr. G. K. Pillai and Mr. Sanjay Lalbhai for the office of Directors of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of the Independent Directors whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith.

Mr. D. T. Joseph, Mr. Arun Duggal, Prof. G. Raghuram, Mr. G. K. Pillai and Mr. Sanjay Lalbhai are deemed to be interested in the resolutions set out at Item no. 6 to 10 of the Notice with regard to their respective appointment.

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

Save and except above, none of the other Directors or key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

For Item No. 11

The Board of Directors at its meeting held on October 25, 2013 appointed Mr. A. K. Rakesh, IAS as an Additional Director of the Company. According to the provisions of Section 161 of the Companies Act 2013, he holds office as Director only up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Companies Act, 2013, notice has been received from a member signifying its intention to propose the appointment of Mr. A. K. Rakesh, IAS as a Director along with the deposit of requisite amount.

Mr. A. K. Rakesh, an IAS officer of the 1989 batch is VC & CEO of GMB. He has held important positions like Collector of various districts, Jt. Commissioner of Sardar Sarovar Narmada Nigam Ltd., Additional Secretary of Finance Department, Managing Director of Civil Supplies Corporation Ltd., Mission Director at the Urban Development and Urban Housing Department.

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

Mr. A. K. Rakesh is deemed to be interested in the said resolution as it relates to his appointment. None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

For Item No. 12 & 13

Mr. Sudipta Bhattacharya graduated in 1989 with a bachelor's degree in Chemical Engineering from the M. S. University of Baroda and also has master's degrees in Engineering from the Indian Institute of Technology and the University of Cincinnati in Ohio. He also has an MBA in Operations Managements and Finance from the University of Cincinnati. He has served on the Executive Board of Directors of the Dallas Regional Chamber of Commerce and was the Chair of its Technology and Innovation Council for the period 2011-12. He is also the former Vice Chairman of the Manufacturing Enterprise Solutions Association (MESA), a standards board focused on improving manufacturing operations through effective application of technology. He has also served as an Advisory Board Member for the University of Texas, Dallas School of Management's Centre for Intelligent Supply Networks.

Considering his versatile and diversified experience, the Board of Directors on the recommendation of Nomination and Remuneration Committee at its meeting held on May 15, 2014 appointed Mr. Sudipta Bhattacharya as an Additional Director and Whole Time Director of the Company for a period of 5 (five) years w.e.f May 15, 2014 at a remuneration of ₹ 3.50 Crores (Rupees Three Crores & Fifty Lacs Only) per annum including salary, perks and other benefits with a liberty to the Board of Directors or Nomination and Remuneration Committee to revise the remuneration without approval of Shareholders within the prescribed ceiling limit of Schedule V and other applicable provisions of the Companies Act, 2013.

In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Sudipta Bhattacharya will be entitled to receive the remuneration, perquisites and benefits as aforesaid, subject to the compliance with the applicable provisions of Schedule V of the Companies Act, 2013.

The Whole Time Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof.

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

Mr. Sudipta Bhattacharya is deemed to be interested in the said resolution as it relates to his appointment. None of the other Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

For Item No. 14

The members at the Annual General Meeting of the Company held on August 31, 2009 appointed Dr. Malay Mahadevia as Whole Time Director for a period of 5 (five) years with effect from May 20, 2009.

Dr. Malay Mahadevia is associated with Adani Group since 1992. He has contributed from grass roots to organization development with his rich experience and dedicated work with organization. He has played a vital role in implementation of all infrastructure projects alongwith Mundra Port project. He holds a master's degree in dental surgery from Nair Hospital Dental College. He was conferred with a doctorate of philosophy in coastal ecology around Mundra area, Kutch District, Gujarat by the Gujarat University in 2008.

Considering his versatile and diversified experience towards growing business activities and the responsibilities shouldered by him, the Board of Directors on the recommendation of Nomination and Remuneration Committee at its meeting held on May 15, 2014, re-appointed Dr. Malay Mahadevia as a Whole Time Director for a further period of 5 (five) years w.e.f. May 15, 2014 at a remuneration of ₹ 3.50 Crores (Rupees Three Crores & Fifty Lacs) per annum including salary, perks and other benefits with a liberty to the Board of Directors or Nomination and Remuneration Committee to revise the remuneration without approval of Shareholders within the prescribed ceiling limit of Schedule V and other applicable provisions of the Companies Act, 2013.

In the event of absence or inadequacy of profits of the Company in any financial year, Dr. Malay Mahadevia will be entitled to receive the remuneration, perquisites and benefits as aforesaid, subject to the compliance with the applicable provisions of Schedule V of the Companies Act, 2013.

The Whole Time Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof.

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

Dr. Malay Mahadevia is deemed to be interested in the said resolution as it relates to his appointment. None of the other Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

For Item No. 15

The members of the Company at its Annual General Meeting held on August 10, 2011 had authorised Board of Directors to exercise borrowing powers the outstanding amount of which at any time shall not exceed in the aggregate of ₹ 20,000 Crores (Rupees Twenty Thousand Crores Only).

Section 180(1)(c) of the Companies Act, 2013 which has replaced Section 293(1)(d) of the Companies Act, 1956 provides that the Board of Directors shall not borrow in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution. Further, as per a clarification issued by the Ministry of Corporate Affairs, the ordinary resolution earlier passed under Section 293(1)(a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013 i.e. upto September 11, 2014.

Accordingly, it is, therefore, necessary for the members to pass a special resolution under Section 180(1)(c) of the Companies Act, 2013, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company.

Further, in view of expanding business operations of the Company, it is necessitated to enhance the borrowing limits by authorizing Board of the Directors or Committee thereof to borrow monies upto ₹ 25,000 Crores (Rupees Twenty Five Thousand Crores Only).

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

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

For Item No. 16

The members of the Company at its Extra Ordinary General Meeting held on January 31, 2007 had authorised Board of Directors to create charge on all or any of the movable or immovable properties of the Company pursuant to Section 293(1)(a) of the Companies Act 1956.

Section 180(1)(a) of the Companies Act, 2013 which has replaced Section 293(1)(a) of the Companies Act, 1956 provides that the Board of Directors shall create charge on all or any of the movable or immovable properties of the Company, except with the consent of the Company accorded by way of a special resolution. Further, as per a clarification issued by the Ministry of Corporate Affairs, the ordinary resolution earlier passed under Section 293(1)(a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013 i.e. upto September 11, 2014.

Accordingly, it is, therefore, necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security upto limit specified in the resolution passed under Section 180(1)(c) of the Companies Act, 2013.

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

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

For Item No. 17

The Company proposes to have flexibility to infuse additional capital, to tap capital markets and to raise additional long term resources, if necessary in order to sustain rapid growth in the business, for business expansion and to improve the financial leveraging strength of the Company. The proposed resolution seeks the enabling authorization of the members to the Board of Directors to raise funds to the extent of ₹ 5,000 Crores (Rupees Five Thousand Crores Only) or its equivalent in any one or more currencies, in one or more tranches, in such form, on such terms, in such manner, at such price and at such time as may be considered appropriate by the Board (inclusive at such premium as

may be determined) by way of issuance of equity shares of the Company ("Equity Shares") and/or any instruments or securities including Global Depository Receipts ("GDRs") and/or American Depository Receipts ("ADRs") and/or convertible preference shares and/or convertible debentures (compulsorily and/or optionally, fully and/or partly) and/or non-convertible debentures (or other securities) with warrants, and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants with equity shares of the Company at a later date simultaneously with the issue of Foreign Currency Convertible Bonds ("FCCBs") and/or Foreign Currency Exchangeable Bonds ("FCEBs") and/or any other permitted fully and/or partly paid securities/instruments/warrants, convertible into or exchangeable for equity shares at the option of the Company and/or holder(s) of the security(ies) and/or securities linked to equity shares (hereinafter collectively referred to as "Securities"), in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad whether rupee denominated or denominated in foreign currency by way of private placement or otherwise.

The Special Resolution also seeks to empower the Board of Directors to undertake a Qualified Institutional Placement (QIP) with Qualified Institutional Buyers (QIBs) as defined by SEBI under Issue of Capital and Disclosure Requirements Regulations, 2009. The Board of Directors may in their discretion adopt this mechanism as prescribed under Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. Further in case the Company decides to issue eligible securities within the meaning of Chapter VIII of the SEBI Regulations to Qualified Institutional Investors, it will be subject to the provisions of Chapter VIII of the SEBI Regulations as amended from time to time. The aforesaid securities can be issued at a price after taking into consideration the pricing formula prescribed in Chapter VIII of the SEBI (ICDR) Regulations. Allotment of securities issued pursuant to Chapter VIII of SEBI Regulations shall be completed within twelve months from the date of passing of the resolution under Section 42 and 62 of the Companies Act, 2013. This Special Resolution gives (a) adequate flexibility and discretion to the Board to finalise the terms of the issue, in consultation with the Lead Managers, Underwriters, Legal Advisors and experts or such other authority or authorities as need to be consulted including in relation to the pricing of the Issue which will be a free market pricing and may be at premium or discount to the market price in accordance with the normal practice and (b) powers to issue and market any securities issued including the power to issue such Securities in such tranche or tranches with/without voting rights or with differential voting rights.

The detailed terms and conditions for the issue of Securities will be determined in consultation with the advisors, and such Authority/Authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The consent of the shareholders is being sought pursuant to the provisions of Section 42, 62 and other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the listing agreement executed by the Company with Stock Exchanges where the Equity Shares of the Company are listed. Since the resolution involves issue of Equity Shares to persons other than existing shareholders, special resolution in terms of Section 42 and 62 of the Companies Act, 2013 is proposed for your approval. The amount proposed to be raised by the Company shall not exceed ₹ 5,000 Crores (Rupees Five Thousand Crores Only).

The Equity shares, which would be allotted, shall rank in all respects pari passu with the existing Equity Shares of the Company, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or offer letter and/or offering circular and/or listing particulars.

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

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

For Item No. 18

As per the provisions of Section 42 of the Companies Act, 2013 (Act) and the rules framed thereunder, a Company offering or making an invitation to subscribe to redeemable secured/ unsecured Non-Convertible Debentures (NCDs) on a private placement basis is required to obtain the prior approval of the members by way of a Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and an invitation for such NCDs to be made during the year.

It is proposed to offer or invite subscriptions for NCDs including subordinated debentures, bonds, and/ or other debt securities, etc., on private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the members, within the overall borrowing limits of the Company, as may be approved by the members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the NCDs, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, the approval of the members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any of the Act and its rules there under.

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

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

For Item No. 19

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AoA by a set of new Articles.

The new AoA to be substituted in place of existing AoA are based on Table 'F' of the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by shares.

The proposed new draft of AoA is being uploaded on the Company's website for perusal by the shareholders.

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

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

For and on behalf of the Board

Date: May 15, 2014
Place: Ahmedabad

Dipti Shah
Company Secretary

Registered Office:
Adani House,
Nr. Mithakhali Six Roads,
Navrangpura,
Ahmedabad -380 009, Gujarat, India.
CIN : L63090GJ1998PLC034182

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronics holding with the Depository through their concerned Depository Participants.

ANNEXURE TO NOTICE

Details of Directors seeking Appointment / Re-appointment

Name of Director	Date of Birth (No. of Shares held)	Qualification	Nature of Expertise	Name of Public Companies in which he holds Directorship (As on March 31, 2014)	Name of Committees of Public Companies of which he holds Membership / Chairmanship* (As on March 31, 2014)
Mr. Rajesh S. Adani	07.12.1964 (Nil)	B.Com	Mr. Rajesh Adani has been associated with Adani Group since its inception. He is in charge of the operations of the Group and has been responsible for developing its business relationships. His proactive, personalized approach to the business and competitive spirit has helped towards the growth of the Group and its various businesses.	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Ltd. Adani Enterprises Ltd. Adani Power Ltd. Adani Gas Ltd. Adani Wilmar Ltd. Adani Welspun Exploration Ltd. Adani Mining Pvt. Ltd. 	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Ltd. Audit Committee (Member) Shareholders / Investors Grievance Committee[^] (Member) Adani Power Ltd. Audit Committee (Member) Shareholders / Investors Grievance Committee[^] (Member) Adani Gas Ltd. Audit Committee (Chairman) Adani Wilmar Ltd. Audit Committee (Member) Adani Welspun Exploration Ltd. Audit Committee (Chairman)
Mr. D. T. Joseph	21.12.1945 (Nil)	M.A., IAS	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.	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Ltd. Shreyas Shipping And Logistics Ltd. Ocean Sparkle Ltd. TATA Teleservices (Maharashtra) Ltd. Shreyas Relay Systems Ltd. 	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Ltd. Audit Committee (Chairman) Shareholders / Investors Grievance Committee[^] (Chairman) Shreyas Shipping And Logistics Ltd. Audit Committee (Member) Shreyas Relay Systems Ltd. Audit Committee (Member)
Mr. Arun Duggal	01.10.1946 (Nil)	B.Tech (Mechanical) IIT, M.B.A. (Finance) IIM-Ahmedabad	Mr. Arun Duggal is an Independent Director of the Company. He holds a bachelor's degree in technology in mechanical engineering from Indian Institute of Technology, Delhi and a post graduate diploma in business administration from Indian Institute of Management, Ahmedabad. He is a chairman of board of the directors of Shriram Transport Finance Company Limited, Shriram City Union Finance Limited and Shriram Capital Limited. He is also the vice chairman of International Asset Reconstruction Company. He is also a visiting professor at Indian Institute of Management, Ahmedabad.	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Ltd. Shriram Transport Finance Company Ltd. Info Edge (India) Ltd. Dish TV India Ltd. Shriram City Union Finance Ltd. Shriram Capital Ltd. Zuari Agro Chemicals Ltd. 	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Ltd. Audit Committee (Member) Info Edge (India) Ltd. Audit Committee (Chairman) Dish TV India Ltd. Audit Committee (Member) Zuari Agro Chemicals Ltd. Audit Committee (Chairman)

Details of Directors seeking Appointment / Re-appointment

Name of Director	Date of Birth (No. of Shares held)	Qualification	Nature of Expertise	Name of Public Companies in which he holds Directorship (As on March 31, 2014)	Name of Committees of Public Companies of which he holds Membership / Chairmanship* (As on March 31, 2014)
Prof. G. Raghuram	20.07.1955 (Nil)	B.Tech, PGDM, Ph.D	Prof. G. Raghuram is an Independent Director of the Company. He holds a bachelor's degree in technology from the Indian Institute of Technology, Madras and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad. He is currently a professor at the Indian Institute of Management, Ahmedabad and specializes in the areas of infrastructure and transportation systems, and supply chain and logistics management. The focus of his research and publications includes railways, ports and shipping, air and road sector, service organizations and issues impacting logistics and supply chain management. He has previously taught at the Northwestern University, Illinois USA and the Tulane University, Louisiana USA. He is also a visiting faculty at several universities in USA, Canada, Yugoslavia, Tanzania, UAE, Singapore and several institutions in India. He has been the Vice Chancellor, Indian Maritime University, Chennai. He is a fellow of the Operational Research Society of India and Chartered Institute of Logistics and Transport.	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Ltd. Take Solutions Ltd. Alcock Ashdown (Gujarat) Ltd. Arshiya Ltd. DARCL Logistics Ltd. Hindustan Petroleum Corporation Ltd. 	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Ltd. Audit Committee (Member) Shareholders / Investors Grievance Committee ^ (Member) Hindustan Petroleum Corporation Ltd. Audit Committee (Member) Shareholders / Investors Grievance Committee ^ (Member)
Mr. G. K. Pillai	30.11.1949 (Nil)	M.Sc., IAS	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 sub-collector, 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.	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Ltd. Hindustan Petroleum Corporation Ltd. Zuari Agro Chemicals Ltd. 	Nil

Details of Directors seeking Appointment / Re-appointment

Name of Director	Date of Birth (No. of Shares held)	Qualification	Nature of Expertise	Name of Public Companies in which he holds Directorship (As on March 31, 2014)	Name of Committees of Public Companies of which he holds Membership / Chairmanship* (As on March 31, 2014)
Mr. Sanjay Lalbhai	10.04.1954 (Nil)	B.Sc., M.B.A.	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 also a member of the board of governors of the Indian Institute of Management, Ahmedabad. He is also chairman of Ahmedabad Textile Industry's 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 S. Lalbhai is a member on the governing body of Adani Institute of Infrastructure Management.	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Ltd. Arvind Ltd. Arvind Lifestyle Brands Ltd. Amol Dicalite Ltd. Arvind Brands and Retail Ltd. 	<ul style="list-style-type: none"> Arvind Ltd. Shareholders / Investors Grievance Committee^ (Member)
Mr. A. K. Rakesh, IAS	21.07.1964 (Nil)	B.Tech (Civil Engineering), IAS	Mr. A. K. Rakesh is a Non Independent and Non-Executive Director of the Company. He as an IAS officer of the 1989 batch is Vice Chairman & Chief Executive Officer of Gujarat Maritime Board is appointed as GMB nominee on the Board of the Company. While holding the additional charge in GMB, he is also Development Commissioner, Government of Gujarat. He brings to the position dynamism and leadership qualities honed by over 20 years of working in various State Government Departments. Beginning his Civil Services career as District Development Officer of Bhavnagar, He has held important positions like Collector of various districts, Jt. Commissioner of Sardar Sarovar Narmada Nigam Ltd., Additional Secretary of Finance Department, Managing Director of Civil Supplies Corporation Ltd., Mission Director at the Urban Development and Urban Housing Department.	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Ltd. Gujarat Chemical Port Terminal Company Ltd. Gujarat Industrial Corridor Corporation Ltd. Gujarat Port Infrastructure and Development Company Ltd. Alcock Asdown (Gujarat) Ltd. Bharuch Dahej Railway Company Ltd. Dahej SEZ Ltd. Gujarat Pipavav Port Ltd. Adani Hazira Port Pvt. Ltd. Hazira Port Pvt. Ltd. 	Nil

Details of Directors seeking Appointment / Re-appointment

Name of Director	Date of Birth (No. of Shares held)	Qualification	Nature of Expertise	Name of Public Companies in which he holds Directorship (As on March 31, 2014)	Name of Committees of Public Companies of which he holds Membership / Chairmanship* (As on March 31, 2014)
Mr. Sudipta Bhattacharya	09.06.1966 (3,400 Equity Shares)	M.E. (IT), M.B.A.	Mr. Sudipta Bhattacharya is Whole Time Director of the Company. He is a graduate with a bachelor's degree in Chemical Engineering from the M. S. University of Baroda and also has master's degrees in Engineering and the University of Cincinnati in Ohio. He also has an MBA in Operations Managements and Finance from the University of Cincinnati. He was the Chief Executive Officer at Invensys, a global leader in plant automation technologies headquartered in Dallas, Texas. He has been the Senior Vice President for supply chain, manufacturing and product lifecycle applications at SAP AG. He has also worked for 10 years for the Tata Group in India (Tata Chemicals and Rallis India) managing chemical plant operations, engineering, and supply chain operations.	<ul style="list-style-type: none"> Adani Ennore Container Terminal Pvt. Ltd. 	Nil
Dr. Malay Mahadevia	03.05.1963 (14,47,765 Equity Shares)	B.D.S. & M.D.S. from Nair Hospital Dental College, Ph.D. in Marine Ecology	Dr. Malay Mahadevia is a Whole Time Director of the Company. He holds a master's degree in dental surgery from Nair Hospital Dental College. He was conferred with a doctorate of philosophy in coastal ecology around Mundra area, Kutch District, Gujarat by the Gujarat University in 2008. He has been working with the Company since 1992 and has worked on the development of the Mundra Port since its conceptualisation. Currently he handles the marine and ports, special economic zones, health care, water supply, education, railway logistics and social infrastructure divisions of our Company. He has been awarded the outstanding manager of the year award of Gujarat by the Ahmedabad Management Association for the year 2002. He was also one of the finalists for 'Lead India' campaign organized by Times of India group in Gujarat. He is member of Gujarat Chamber of Commerce and Industry.	<ul style="list-style-type: none"> Adani Ports and Special Economic Zone Ltd. Adani Logistics Ltd. Mundra LNG Ltd. Aakriti Promotions and Media Ltd. GSPCLNG Ltd. Adani Petronet (Dahej) Port Pvt. Ltd. MPSEZ Utilities Pvt. Ltd. Hazira Infrastructure Pvt. Ltd. Adani Murugao Port Terminal Pvt. Ltd. Mundra International Airport Pvt. Ltd. Adani Vizag Coal Terminal Pvt. Ltd. Adani Kandla Bulk Terminal Pvt. Ltd. Adani Hazira Port Pvt. Ltd. 	<ul style="list-style-type: none"> Adani Logistics Ltd. Audit Committee (Member) GSPCLNG Ltd. Audit Committee (Member)

* Represents Membership / Chairmanship of Committees viz. Audit Committee and Shareholders'/Investors' Grievances Committee as per clause 49 of the Listing Agreement.

^ Nomenclature changed to Stakeholders' Relationship Committee w.e.f. May 15, 2014.



Adani Ports and Special Economic Zone Limited

Regd. Office: "Adani House ", Nr. Mithakhali Six Roads,
Navrangpura, Ahmedabad-380 009, Gujarat, India
CIN : L63090GJ1998PLC034182

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L63090GJ1998PLC034182
Name of the Company : Adani Ports and Special Economic Zone Limited
Registered Office : "Adani House ", Nr. Mithakhali Six Roads, Navrangpura,
Ahmedabad-380 009, Gujarat, India

Name of the member(s) :
Registered address :
E-mail ID :
Folio No/ Client ID :
DP ID :

I / We, being the member(s) of shares of the above named Company, hereby appoint:

1. Name :
Address :
E-mail Id :
Signature : , or failing him

2. Name :
Address :
E-mail Id :
Signature : , or failing him

3. Name :
Address :
E-mail Id :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15th Annual General Meeting of the Company, to be held on Saturday, the 9th day of August, 2014 at 9:30 a.m. at J.B. Auditorium, Hall, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

1. Adoption of Annual Accounts of the Company as on March 31, 2014 (Ordinary Resolution).
2. Declaration of Dividend on Preferences Shares (Ordinary Resolution).
3. Declaration of Dividend on Equity Shares (Ordinary Resolution).
4. Re-appointment of Mr. Rajesh S. Adani who retires by rotation (Ordinary Resolution).
5. Appointment of M/s. S R B C & CO LLP, Chartered Accountants, as Auditors of the Company and fixing their remuneration (Ordinary Resolution).

Special Business

6. Appointment of Mr. D. T. Joseph as an Independent Director (Ordinary Resolution).
7. Appointment of Mr. Arun Duggal as an Independent Director (Ordinary Resolution).
8. Appointment of Prof. G. Raghuram as an Independent Director (Ordinary Resolution).
9. Appointment of Mr. G. K. Pillai as an Independent Director (Ordinary Resolution).
10. Appointment of Mr. Sanjay Lalbhai as an Independent Director (Ordinary Resolution).
11. Appointment of Mr. A. K. Rakesh, IAS as a Director liable to retire by rotation (Ordinary Resolution).
12. Appointment of Mr. Sudipta Bhattacharya as a Director liable to retire by rotation (Ordinary Resolution).
13. Appointment of Mr. Sudipta Bhattacharya as Whole Time Director of the Company (Special Resolution).
14. Re-appointment of Dr. Malay Mahadevia as Whole Time Director of the Company (Special Resolution).
15. Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013 (Special Resolution).
16. Creation of charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013 (Special Resolution).
17. Approval of offer or invitation to subscribe to Securities for an amount not exceeding ₹ 5000 Crores (Special Resolution).
18. Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement basis (Special Resolution).
19. Adoption of new Articles of Association of the Company (Special Resolution).

Signed this day of 2014.

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix 1 ₹
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

Adani Ports and Special Economic Zone Limited

Regd. Office: "Adani House ", Nr. Mithakhali Six Roads,
Navrangpura, Ahmedabad-380 009, Gujarat, India
CIN : L63090GJ1998PLC034182

adaniTM

ATTENDANCE SLIP

Full name of the member attending _____

Full name of the joint-holder _____

(To be filled in if first named Joint – holder does not attend meeting)

Name of Proxy _____

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the Annual General Meeting held at J.B. Auditorium Hall, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015 on Saturday, 9th August, 2014 at 9.30 a.m.

Folio No _____ DP ID No. * _____ Client ID No.* _____

*Applicable for members holding shares in electronic form.

No. of Share(s) held _____

Member's / Proxy's Signature

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Adani Ports and Special Economic Zone Limited

15th Annual Report
2013-14

It needs
courage
to sail
the seas.

15TH ANNUAL REPORT 2013-14

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Gautam S. Adani, Chairman & Managing Director
 Mr. Rajesh S. Adani
 Dr. Malay Mahadevia, Whole Time Director
 Mr. Rajeeva Sinha, Whole Time Director (upto 16.05.2014)
 Mr. Sudipta Bhattacharya, Whole Time Director (w.e.f. 15.05.2014)
 Mr. Arun Duggal
 Mr. D. T. Joseph, IAS (Retd.)
 Prof. G. Raghuram
 Mr. G. K. Pillai, IAS (Retd.)
 Mr. Sanjay Lalbhai
 Mr. A. K. Rakesh, IAS

COMPANY SECRETARY

Ms. Dipti Shah

AUDITORS

M/s. S. R. Batliboi & Associates LLP
 Chartered Accountants,
 Ahmedabad

REGISTERED OFFICE

"Adani House", Nr. Mithakhali Six Roads,
 Navrangpura, Ahmedabad-380009
 CIN : L63090GJ1998PLC034182

BANKERS AND FINANCIAL INSTITUTIONS

Axis Bank Ltd.
 Canara Bank
 DEG-Deutsche Investitions-Und Entwicklungsgesellschaft MBH
 DZ Bank
 HDFC Bank Ltd.
 HSH Nord Bank AG
 ICICI Bank Ltd.
 IndusInd Bank Ltd.
 ING Vysya Bank Ltd.
 Japan Bank of International Cooperation
 Ratnakar Bank Ltd.
 Life Insurance Corporation of India
 Mizuho Corporate Bank, Ltd.
 Oesterreichische Entwicklungsbank AG,
 State Bank of India
 Standard Chartered Bank
 The Bank of Tokyo - Mitsubishi UFJ, Ltd.
 UCO Bank
 Yes Bank

REGISTRAR AND TRANSFER AGENT

M/s. Link Intime India Private Limited
 C-13, Pannalal Silk Mills Compound,
 L.B.S. Marg, Bhandup (W),
 Mumbai-400078.
 Phone: +91-22-25946970
 Fax: +91-22-2594 6969

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IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronic holding with the Depository through their concerned Depository Participants.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the Fifteenth Annual Report alongwith the audited accounts of your Company for the financial year ended on March 31, 2014.

Financial Results:

The summarized financial highlight is depicted below:

(₹ in Crore)		
Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
Income from operations	4,345.78	3,361.05
Other Income	679.75	203.24
Total Income	5,025.53	3,564.29
Operating & Administrative Expenses	1,605.71	890.82
Operating Profit before Interest, Depreciation and Tax	3,419.82	2,673.47
Interest and Financial Charges	753.86	441.90
Depreciation / Amortization	455.71	342.38
Profit Before Tax and Prior Period Adjustment	2,210.25	1,889.19
Provision for tax (including deferred tax)	194.08	135.01
Profit after tax	2,016.17	1,754.18
Surplus brought forward from previous year	3,545.67	2,270.54
Balance available for appropriation	5,561.84	4,024.72
Appropriations:		
Dividend on Preference Shares	*	*
Tax on Dividend on Preference Shares (including surcharge)	*	*
Proposed Final Dividend on Equity Shares	213.67	200.34
Tax on Final Dividend (including surcharge)	36.31	34.05
Transfer to Capital Redemption Reserve	0.14	0.14
Transfer to General Reserve	201.62	175.42
Transfer to Debenture Redemption Reserve	69.10	69.10
Balance carried to Balance Sheet	5,041.00	3,545.67

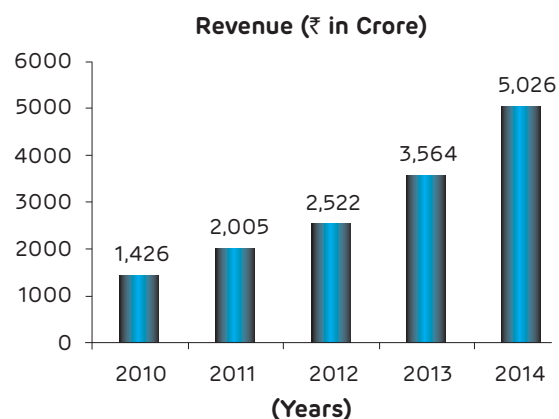
* Figures being nullified on conversion to ₹ in Crore

Operational Highlights:

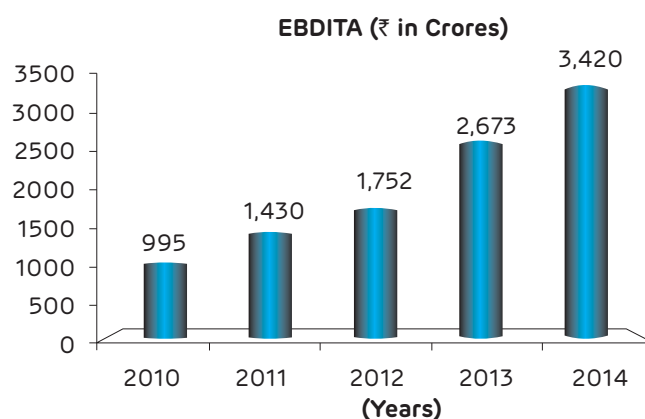
Your company has created a milestone in Indian commercial ports history by handling more than 100 mtpa of cargo. This achievement is indeed a fulfilling one. This is notwithstanding the general economic climate and slowdown experienced by various industrial sectors. The year under review has witnessed robust growth and impressive performance of your company.

Mundra Port continues to rank 1st in terms of cargo handling and 2nd in terms of container cargo during the year under review. Dahej and Hazira, other operational ports developed by your company continue to demonstrate strong growth with promising future.

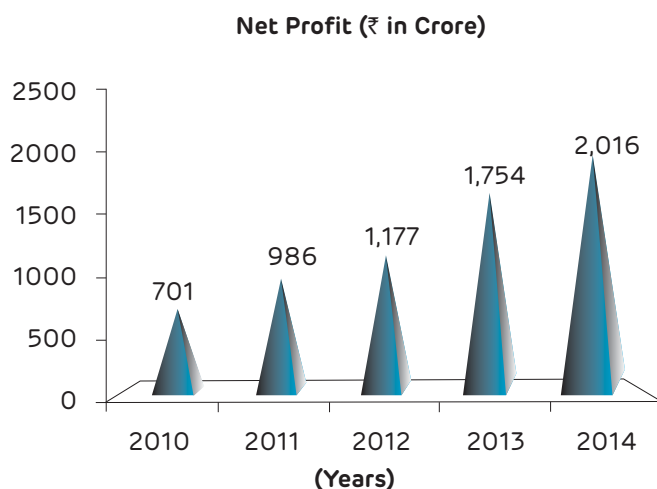
The key aspects of your Company's performance during the financial year 2013-14 are as follows:



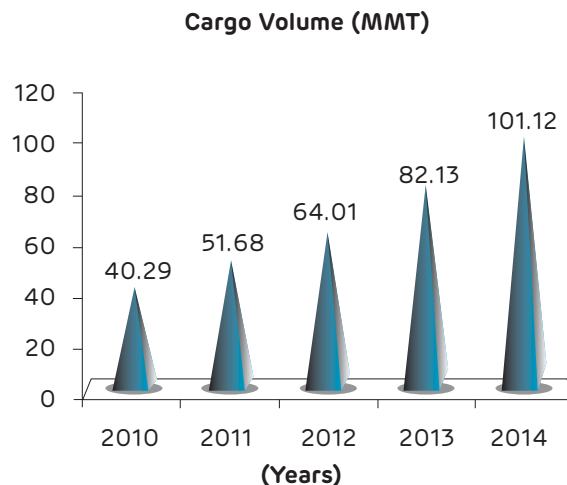
Total revenue increased by 41% from ₹ 3,564 crore in FY 2012-13 to ₹ 5,026 crore in FY 2013-14.



The earnings before interest, depreciation and tax for the FY 2013-14 stood at ₹ 3,420 crore as compared to ₹ 2,673 crore in FY 2012-13 registering growth of 28%.



Net Profit for the FY 2013-14 stood at ₹ 2,016 crore as compared to ₹ 1,754 crore in FY 2012-13 registering growth of 15%.



Cargo volume increased by 23% from 82.13 million tonnes in FY 2012-13 to 101.12 million tonnes in FY 2013-14.

The detailed Operational Performance of the Company has been comprehensively discussed in the Management Discussion and Analysis Report which forms part of Directors' Report.

Consolidated financial Statements:

The audited Consolidated financial statements of your Company as on 31st March, 2014, which form part of the annual report, have been prepared pursuant to Clause 41 of the Listing Agreement with the Stock Exchanges, in accordance with provisions of the Companies Act, 1956, the Accounting Standards AS-21 on Consolidated Financial Statements read with Accounting Standard 23 on Accounting for investments in Associates and AS-27 on Financial Reporting of Interest in Joint Ventures.

Dividend:

Your Directors have recommend a dividend of 50% (₹ 1 per equity share of ₹ 2 each) on the equity shares and 0.01% dividend on 0.01% Non Cumulative Redeemable Preference Shares of ₹ 10 each for the financial year

2013-14. The said dividend, if approved by the shareholders, would involve a cash outflow of ₹ 249.98 crore including tax thereon.

Fixed Deposits:

During the year under review, your Company has not accepted any fixed deposits within the meaning of Section 58A of the Companies Act, 1956 and the rules made there under.

Raising of funds pursuant to Institutional Placement Programme:

In order to comply with the regulatory requirement of limiting promoter holding to 75% your company has successfully raised ₹ 999.86 crore by issuing equity shares to qualified investors through institutional placement program (IPP). Your Company has issued 66,657,520 equity shares of face value of ₹ 2 each, at a premium of ₹ 148 per share. The IPP received overwhelming response from global and domestic institutional investors. The issue size amounting to 2.5% of the post-issue revised paid-up share capital saw active participation from a mix of global and domestic institutional investors. The IPP was subscribed 2.26 times of the issue size and had received applications worth ₹ 2,260 crore. Upon issue and allotment of equity shares under the IPP, the shareholding of the promoter, Adani Enterprises Limited in Company has been reduced from 77.50% to 75% in line with the conditions prescribed by SEBI.

Subsidiary Companies:

As on March 31, 2014 your Company had sixteen (direct and indirect) subsidiaries:

1. Adani Ennore Container Terminal Pvt. Ltd.
2. Adani Hazira Port Pvt. Ltd.
3. Adani Hospitals Mundra Pvt. Ltd.
4. Adani Kandla Bulk Terminal Pvt. Ltd.
5. Adani Logistics Ltd.
6. Adani Murmugao Port Terminal Pvt. Ltd.
7. Adani Petronet (Dahej) Port Pvt. Ltd.
8. Adani Shipyard Pvt. Ltd.
9. Adani Vizag Coal Terminal Pvt. Ltd.
10. Adani Warehousing Services Pvt. Ltd.
11. Hazira Infrastructure Pvt. Ltd.
12. Hazira Road Infrastructure Pvt. Ltd.
13. Karnavati Aviation Pvt. Ltd.
14. MPSEZ Utilities Pvt. Ltd.
15. Mundra International Airport Pvt. Ltd.
16. Mundra SEZ Textile and Apparel Park Pvt. Ltd.

During the year under review, two subsidiaries namely Adani Hospitals Mundra Pvt. Ltd. and Adani Ennore Container Terminal Pvt. Ltd., were incorporated as wholly owned subsidiaries.

The statement pursuant to section 212(1)(e) of the Companies Act, 1956, containing details of subsidiaries of the Company forms part of the Annual Report.

Pursuant to the General Exemption under Section 212(8) of the Companies Act, 1956 granted by Ministry of Corporate Affairs vide its circular no. 02/2011 dated February 8, 2011 and in compliance with the conditions enlisted therein, the Audited Statement of Accounts and the Auditor's Reports thereon for the financial year ended March 31, 2014 along with the Reports of the Board of Directors of the Company's subsidiaries have not

been annexed. However, as directed by the Ministry of Corporate Affairs, some key information has been disclosed in a brief abstract forming part of this Annual Report.

Accordingly, the Annual Report of the Company contains the consolidated audited financial statements prepared pursuant to clause 41 of the listing agreement as prescribed by SEBI and prepared in accordance with the accounting standards prescribed by the Institute of Chartered Accountants of India (ICAI).

The annual accounts and related detailed information of the subsidiary companies shall be made available to the shareholders of the holding and subsidiary companies seeking such information on all working days during business hours. The annual accounts of the subsidiary companies shall also be kept for inspection by any shareholder/s during working hours at the Company's registered office and that of the respective subsidiary companies concerned. Details of developments of subsidiaries of the Company are covered in Management's Discussion and Analysis Report forming part of the Annual Report.

Directors:

Mr. A. K. Rakesh, IAS, Vice Chairman & CEO, Gujarat Maritime Board was appointed as an Additional Director of the Company w.e.f October 25, 2013 to hold office upto the ensuing Annual General Meeting.

Mr. Sudipta Bhattacharya was appointed as an Additional Director and Whole Time Director of the Company w.e.f May 15, 2014 to hold office upto the ensuing Annual General Meeting.

The Company has received a notice in writing from members signifying the intention to propose Mr. A. K. Rakesh, IAS and Mr. Sudipta Bhattacharya to be appointed as Directors retiring by rotation. Board welcomes them and looks forward to their valued contribution in meeting the long term objectives of your Company.

The Board of Directors has reappointed Dr. Malay Mahadevia as Whole Time Director for a tenure of 5 years w.e.f May 15, 2014 subject to approval of shareholders.

Mr. Rajeeva Sinha, Whole Time Director of the Company has resigned w.e.f. May 16, 2014. The Board places on record its deep appreciation of the valuable services and guidance provided by Mr. Rajeeva Sinha during his tenure.

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered into with Stock Exchanges, appointed Mr. D. T. Joseph, Mr. Arun Duggal, Mr. G. K. Pillai, Mr. Sanjay Lalbhai and Prof. G. Raghuram as Independent Directors of the Company. As per Section 149(4) of the Companies Act, 2013, which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors.

In accordance with the provisions of Section 149 of the Companies Act, 2013, these Directors are being appointed as Independent Directors to hold office as per their tenure of appointment mentioned in the Notice of the forthcoming Annual General Meeting of the Company.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

Pursuant to the requirements of the Companies Act, 2013 and Articles of Association of the Company, Mr. Rajesh S. Adani is liable to retire by rotation and being eligible offer himself for re-appointment. Board recommends the appointment of the Director of the Company.

Brief details of Directors proposed to be appointed/re-appointed as required under Clause 49 of the Listing Agreement are provided in the Notice of Annual General Meeting forming part of this Annual Report.

Directors' Responsibility Statement:

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, the Directors confirm:

- The applicable accounting standards have been followed and there are no material departures from the same;
- Accounting Policies selected have been applied consistently and estimates made are reasonable and prudent, so as to give a true and fair view of the state of affairs of your Company as at March 31, 2014 and of the profit of your Company for the year ended on that date;
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- The annual accounts have been prepared on a going concern basis.

Insurance:

The Company continues to carry adequate insurance for all assets against foreseeable perils.

Formation of various committees:

Details of various committees constituted by the Board of Directors as per the provision of Clause 49 of the Listing Agreement and Companies Act, 2013 are given in the Corporate Governance Report and form part of this report.

Corporate Social Responsibility:

The details of Corporate Social Responsibility (CSR) carried out by the Company is appended in the Annexure to the Director's Report.

The particulars of the CSR committee constituted by the company pursuant to the provisions of Section 135 of the Companies Act, 2013 and the rules forming part of the same are included in the Corporate Governance Report annexed and forming part of this Annual Report.

Corporate Governance and Management Discussion and Analysis Report:

A separate report on Corporate Governance compliance and a Management Discussion and Analysis Report as stipulated by the Clause 49 of the Listing Agreement forms part of the Annual Report along with the required Certificate from a Practicing Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated by Clause 49 of the Listing Agreement.

In compliance with Corporate Governance requirements as per Clause 49 of the Listing Agreement, your Company has formulated and implemented a Code of Business Conduct and Ethics for all Board members and senior management personnel of the Company, who have affirmed the compliance thereto.

Business Responsibility Report:

SEBI, vide its Circular CIR/CFD/DIL/8/2012 dated August 13, 2012, mandated the top 100 listed entities, based on market capitalisation at BSE and NSE, to include Business Responsibility Report (BRR) as part of the Annual Report describing the initiatives taken by the companies from Environmental, Social and Governance perspective.

Accordingly, the Business Responsibility Report is attached and forms part of the Annual Report.

Quality, Health, Safety and Environment:

At Adani Ports and Special Economic Zone Limited (APSEZL), Quality, Health, Safety and Environmental (QHSE) responsibilities are integral to operations. Your Company has acquired International Standards ISO 9001:2008, ISO 14001:2004, OHSAS 18001:2007, ISO 28000:2007 certifications specifying the requirements for an Integrated Management System (IMS) as part of its objective to improve quality, health, safety and environment in the work place.

Further, the Company believes in Goal Zero, which is a strong, simple and memorable aim that has helped to achieve significantly enhanced safety performance. Besides, the company has taken following major initiatives to advance the QHSE commitment:

- World Environment Day celebrated on June 5, 2013.
- International Day of Forest 2014 celebrated on March 21, 2014.
- Mock-drills conducted for disaster management to increase safety standards, commissioning of Nitrogen Plant at Liquid Terminal.

Auditors & Auditors' Report:

M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No: 101049W), Statutory Auditors of the Company, holds office until the conclusion of the ensuing Annual General Meeting have expressed their unwillingness for re-appointment as Statutory Auditors at the ensuing Annual General Meeting.

Your directors recommend the appointment of M/s. S R B C & CO LLP, Chartered Accountants (Firm Registration No.: 324982E) as Statutory Auditors of the Company, subject to approval of the members at the ensuing Annual General Meeting. The Company has received letter from M/s. S R B C & CO LLP, Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under section 141 of the Companies Act, 2013 and that they are not disqualified for such appointment.

The necessary resolution seeking your approval for appointment of Statutory Auditor has been incorporated in the Notice convening the Annual General Meeting.

Notes to the financial statements, as referred in the Auditors Report, are self-explanatory and therefore do not call for any further comments and explanations under section 217(3) of the Companies Act, 1956.

Information Technology: an enabler for Growth:

Your company continues to pioneer usage of innovative and modern IT solutions to drive the operations in an efficient and effective manner. The company deploys best in class applications and systems which streamline business processes, improve performance and reduce costs. These systems provide seamless integration across modules and functions resulting into strong MIS platform and informed decision-making by the Management.

Awards, Certifications and Accreditations:

During the year under review, your Company had won the following awards:

- Health, Safety and Environment Award at Gujarat Junction 2014.
- Non Major Port of the Year at Maritime and Logistics Awards 2013 (MALA 2013).
- IT Excellence CIO Award for implementation of ACTOS (Terminal Operating System) at CT2 Live Terminal within 22 days without disturbing the operation.

- Won a total of 27 awards at the 24th State Level Annual Convention on Quality Circle held in Vadodara (Vadodara Chapter Convention on Quality Circle 2013).
- Successfully completed external surveillance audit#1 (by IRQS) for ISO 28000:2007 in April, 2013.
- Successfully completed external surveillance audit#2 (by IRQS) for ISO 9001, ISO 14001 & OHSAS 18001 in October, 2013.

Particulars of Employees:

The information required under section 217(2A) of the Companies Act, 1956 and the rules made there under, in respect of the employees of the Company is provided in the Annexure forming part of this Directors Report. In terms of section 219(1)(b)(iv) of the Companies Act, 1956, the Annual Report excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. Any member interested in obtaining a copy of such particulars may write to the Company Secretary at the Registered Office of the Company. The said information is also available for inspection by any member at the Registered Office of the Company.

The Company maintained healthy, cordial and harmonious industrial relations at all levels.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

The particulars, as prescribed under clause (e) of sub-section (1) of Section 217 of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 as amended from time to time are appended in the Annexure to the Directors' Report.

Acknowledgment:

Your Directors are highly grateful for all the guidance, support and assistance received from the Government of India, Government of Gujarat, Gujarat Maritime Board, Financial Institutions and Banks. Your Directors thank all shareowners, esteemed customers, suppliers and business associates for their faith, trust and confidence reposed in the Company.

Your Directors wish to place on record their sincere appreciation for the dedicated efforts and consistent contribution made by the employees at all levels, to ensure that the Company continues to grow and excel.

For and on behalf of the Board of Directors

Place : Ahmedabad
Date : May 15, 2014

Gautam S. Adani
Chairman & Managing Director

ANNEXURE TO THE DIRECTORS' REPORT

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars pursuant to Section 217(1)(e) of the Companies Act, 1956.

Information as required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are set out as under:

A. Conservation of Energy:

a) The following energy conservation measures have been taken:

- Augmentation of Electric Power facility at berth T2 for Liebherr cranes.
- Introduction of Diverter Gate at TT8 – Elimination of Idle running of BC 8I resulting in saving of ₹ 48.9 lac p.a.
- Power Factor has been maintained at ~0.98
- Energy Saving LED Lamps have been introduced.
- To enhance locomotive's tractive effort, fuel injection pump calibration machine was developed in-house. This will ensure quality maintenance by providing rated horse power of locomotive.
- Stopping of despatch conveyors at West Basin during SILO high: savings of approx. ₹ 70 lac p.a.

b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy:

In its quest to sustainable usage of energy and consequent environment conservation, your company puts great emphasis on continuously devising methods of reduction of energy consumption. Some of key areas being explored towards this objective are as below:

- Reducing / eliminating idle runs of conveyors / motors on mechanized cargo receiving and dispatch systems

c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods.

- Savings in operating costs as outlined above and efficient use of resources

d) Total energy consumption and energy consumption per unit of production as per Form A in respect of industries specified in the schedule thereto:

Not applicable to the Company.

B. Technology Absorption:

- Corrosion control of annular plate by product selection & implementation of Belzona coating to enhance service life of annular plate of Liquid Tank: 23 Nos of Tank Completed in FY 13-14.
- Change over from Mineral oil to Synthetic oil for AD conveyors: leads to Reduced operating temperature; Increased gearbox life and Oil replacement frequency reduced by 300%.
- Implementation of Wagon loading conveyors at Fertilizer Cargo Complex (FCC) resulted into efficiency improvements in labour, lower labour fatigue, faster turn-around of rakes and savings in costs.
- Bucket elevator facility for bagging of cargo inside the godown, occupies less area and improves utilization of covered area of the godown.

- Rail Track cleaning machine: The machine can reach to any place on rail track and spilled cargo can be collected easily by reducing the manual shifting of coal from rail line area.
- Bucket Replacement in Excavator: After replacing the conventional bucket with clamshell grab, the machine can be used to remove cargo from congested areas and also a lot of help for removing big size coal from the wagons during wagon cleaning.
- Modification in Excavators for filling of Diesel: This improved the safety and reduced the fuel filling time.

C. Foreign Exchange Earnings and Outgo:

Foreign Exchange earned and used for the year ended March 31, 2014

(₹ in Crore)

Particulars	2013-14	2012-13
Foreign Exchange Earnings	1.05	4.93
Foreign Exchange outgo	402.80	1,021.36

ANNEXURE TO THE DIRECTORS' REPORT

CORPORATE SOCIAL RESPONSIBILITY

Adani Foundation is the Corporate Social Responsibility (CSR) arm of Adani Group of Companies implementing Corporate Social Responsibility activities. Adani Foundation with a clear long term vision to improve lives of people at the bottom of the pyramid continuously marches ahead with its developmental projects in core areas; with more focus on sustainability, encompassing larger geographical coverage and introducing innovative projects.

Our projects are concentrated in four core sectors:

- Primary Education
- Primary Health Care
- Sustainable Livelihood Development
- Rural Infrastructure Development

We are a leading player in education, health and creating employability & respectability with our vigorous, committed efforts at grass root level; making a difference where it is needed the most. We also develop replicable model for others to follow. All our energies are geared towards "Igniting minds for Nation Building". We will be introducing "Rural Sport" as an important sector to inculcate value of team work, leadership, patriotism and for healthy lives.

CSR projects for the year 2013-14 aimed at improving Quality of Life making it more sustainable. Our approach to CSR projects has always been participatory, need based, bottom to top, inclusive and integrated. Adani Foundation values are aligned with Adani Group values.

CSR and Group Values:

- Courage** : To embrace new and Innovative ideas for betterment of people.
- Trust** : Believe in all stakeholders.
- Commitment** : Stand by our promises and adhere to high standard of work in all CSR activities.

CSR and Group Culture: (PRIDE)

- Passion** : Performing with Enthusiasm and Energy and true passion.
- Results** : Consistently achieve goals, Resourcefulness which brings desired results.
- Integration** : Working across sectors and businesses to create Synergy with integrity.
- Dedication** : Working with commitment in the pursuit of our aim.
- Entrepreneurship** : Seizing opportunity with initiative and ownership while evolving replicable models.

Primary Education:

Primary Education Initiatives aim at enhancing the Quality of Education. We have two pronged approach. We established and run **Adani Vidya Mandir and Adani Vidyalaya**. Adani Vidya Mandir – Ahmedabad (AVM-A) is a flagship school with a difference; for kids coming from underprivileged background. **AVM-A is providing complete cost free quality education, preparing students for global competition.** Currently, we are replicating this model at two other places Bhadreshwar in Kutch and Surguja, Chhattisgarh transforming lives of more than 1,000 needy students and thereby their families too. At AVM- Ahmedabad first batch 12th will pass out this year. Seven years of journey has been very rewarding with each child representing one flower blooming experience. AVM- Bhadreshwar is completing second year and development in each child is drastically improved. AVM- Surguja is at threshold of completing one year. Adani Vidyalaya model provides subsidized Education at extremely remote rural locations. Adani DAV Public School at Mundra is an example which has completed 13 years and can boast of many academic and extra-curricular achievements.

Another prong is to extend support to the Government Schools to improve the Quality of Education with special emphasis on Girl Child Education. These Education initiatives aim at enhancing teachers' effectiveness with

- i) Teacher support in terms of human resource, technology (e-learning soft & hard ware support) and material (teaching learning material);
- ii) Teachers' training, motivation and exposure;
- iii) Increase community participation through parents meet, mothers' meet and empowering School Management Committees;
- iv) Make school environment child centric and conducive to learning through Infrastructure and material support and
- v) Offer wide range of activities such as Bal Melas, science & maths fair, various competitions, talent hunt, education & vocation guidance fair etc. These supports range in three categories. The programme support e.g. Gyan Mitra supports to upgrade quality of education as well as grading of the schools, take remedial classes and work with parents. Second form is material support which includes e-learning software support uniforms, child friendly furniture reading corners and libraries etc. Third form is infrastructure support. This year major focus was on converting schools to more children friendly and conducive to learning with use of Building as Learning Aid (BaLA) concept. This initiative helps us to ignite minds of large number of students coming from very humble back ground supporting more than 250 schools. All together we have touched lives of 1,29,000 students from 1,400 schools/educational institutes.

Udaan project have inspired more than 41,000 young minds this year to start dreaming and envisioning about their careers. This is a unique project where students get an opportunity to visit and explore Adani Businesses in all three areas Logistics, Resources, Energy at Mundra via meticulously planned exposure tour. The department of Education of the State initiates the request, the schools get scheduled for the exposure visits, all necessary approvals are sought; air-conditioned comfortable bus picks up students from the school, taken to Mundra where State of the art lodging boarding is provided to top the guided tours to Adani Port, Adani Wilmar edible oil Refinery and Adani Power Plant. From the inception of the project in December 2010, more than 1,00,000 students from 1,200 plus education institutions from Ahmedabad, Kutch, Anand, Kheda districts have been benefitted. This project has attracted equal appreciation from students, teachers as well as parents. We will be extending this project to other districts too. There is always a waiting list of two to three months for these visits.

Community Health:

Community Health Initiatives aim at taking basic health care and preventive services to unreached population. This is achieved through Mobile Health Care Units, Rural Clinics and general and specialty camps. Currently, Adani Foundation runs five Mobile Health Care Units reaching to 1.28 Lac patients a year. We are running eight Rural Clinics to bridge the gap in Public Health Care services. Our need based innovative projects include Health card to Senior Citizens and Kidney stone Awareness and Care projects in Mundra, Anemia Reduction Programme at Tiroda and Curbing Malnutrition amongst children and mothers at all sites. Supporting patients coming from marginalized family for health is one way we show care and respect very silently. Adani Foundation very humbly contributed to more than two Lac lives to live healthy.

Health Card to Senior Citizens Project at Mundra needs a special mention as we are completing the pilot phase of three years. The objective of this project was not only to provide much needed health care services but to make them aware about the preventive aspects of health and be proactive. It is a great pride that we bestowed in our team that their committed efforts could cover more than 85% of senior citizens in this project. Learning from this pilot project, project has been modified strategically to make it a universally replicable model.

Our Anemia Reduction Programme at Tiroda is noteworthy too. When we started the programme more than 85% women were anemic while 30% were severely anemic. This is a multi-layered programme with series of interventions. Ongoing awareness creation, counselling for getting Hemoglobin (Hb) checked, supplementary nutrition, kitchen garden support at individual and group level, counselling and demonstrations for healthy food/cooking, empowering of women to use nutritive food themselves and special counselling to women diagnosed with Sickle Cell Anemia. All together more than 1,100 women have benefitted from these interventions. On an average 50% women/adolescent girls have moved to higher bracket of Hb and 25% women also have maintained their higher Hb level. These interventions were also aimed at and have achieved financial freedom amongst women by selling extra vegetables and improved position in decision making of the family.

Sustainable Livelihood Development:

Sustainable Livelihood Development Initiatives range from fodder distribution and fodder cultivation, support encompassing entire life cycle approach to Fisher Folk community for improving Livelihood, Skill & Entrepreneurial Development initiatives such as Crane Operators, checkers, computer plus trainings, Natural Resource Management through bio gas, LPG support and vermi-compost, Cow Based livelihood activities etc. Here beneficiary/community participation and contribution at every step of the process is a key to make it sustainable. We have our own Adani Skill Development center as well as are on Institutional Management Committee (IMC) of numbers of Industrial Training Institutes. During the year, we have been successful in transforming more than 17,725 lives by providing better opportunities to create self-reliant future.

A pilot Project was taken up under Natural Resource Management at Tiroda site i.e. introduction of Bio-Gas in lieu of Fire wood. The major occupation of this area is agriculture and animal husbandry. 50 households are benefitted. Ownership of Bio-Gas plants are given to a lady of the house. Each household has contributed in terms of financial and in kind. We have tie up with Khadi Village Industry Commission for this project for financial subsidy and technical & after service support. On an average two hours' time and energy saved/drudgery is reduced. Five tons fire wood would be saved every year per household and so is smoke produced influencing health of women adversely. 2-3 hours drudgery; that is toil to collect, cut, segregate & clean vessels after cooking is reduced for each woman who participated in this programme leading to their empowerment. Besides all these benefits Bio-Gas slurry is used as manure in agriculture.

Skill Development Initiative of Crane Operator Training and Checkers' Training are appreciated a lot and has almost 80% placement ratio.

1,000 man fodder support was extended every day for more than 22,800 cattle covering 24 villages in and around Mundra block. 53 farmers' livelihood was strengthened as fodder was directly purchased from them.

Initiatives for Fisher Folk Communities - A special Project:

Interventions to support Fisher Folk Communities have 360 degree approach. Interventions range from facilitating immunizations of pregnant women and infants, Early Childhood Education/School preparedness Programme, Primary and High school Education support, Skill Development of youth, Income Generation activities, Equipment support for making fishing more productive, improvement in living condition, potable drinking water, sanitation, electrification/solar lights, Mobile Health Care units, Health card to senior Citizens etc. Innovative Project of getting Mangrove Nursery Developed and plantation through Fishermen & women has yield very positive results.

In order to upgrade the living condition of Fisherman families to provide them assistance for all season dwelling was initiated in the year 2012 and 121 dwellings were completed with community sanitation facility at Old Mundra Port. The habitation was provided with facilities like all-weather road connectivity, water supply, building for Balwadi, fish landing platforms. This benefited more than 600 fisher folks.

Rural Infrastructure Development:

Rural Infrastructure Development projects aim at bridging the Gap in existing infrastructure needs without duplicating the Government efforts and thus creating better living conditions. This includes projects in areas of Water conservation/recharge, Drinking Water availability, Education, Health & Hygiene and Community Development related infrastructures in Rural India.

In Water Conservation Efforts total eleven more ponds were deepened increasing water storage capacity by more than 2.60 Lac cubic meter and constructed seven farm ponds benefitting 43 farmers at Tiroda site for improving accessibility of drinking water 19 bore wells and a water tank were added this year benefitting 65,000 plus beneficiaries.

Three Primary Health Care Centers were constructed at three different sites catering to 32,500 plus people. As a part of Education initiative construction of school building measuring 2,180 sq. mt. area in 8,000 sq. mt. land area was completed for Adani Vidya Mandir at Bhadreshwar to facilitate quality education to under privileged children of fisher folks and rural area of Mundra Taluka. Similarly school building for Village School at Tunda (Taluka Mundra) measuring 436 sq. mt. and school building at Tiroda were completed during the year. Under other Education related infrastructure, we constructed two more Anganwadis, 10 class rooms at various schools and added/improved need based infrastructure at 21 education institutions.

Other community Infrastructure includes five community halls/prayer halls, three Gram Panchayat offices, internal village roads, minor bridges, ghats, shraddhdhanjali sheds etc.

Adani Institute of Infrastructure Management (AIIM) caters to the real time need for preparing well equipped professionals for country's Infrastructure Development needs. During July 2013, fifth batch of PGPIM with 19 participants is underway. Adani Foundation is expanding its base with a vision to include AIIM with its future plans.

Gujarat Adani Institute of Medical Sciences (GAIMS) is a unique and first of its kind PPP model in a Health Care Education. The main purpose is to avail State of the art Health Care facility to underprivileged population of Kutch district. Some of the salient features are:

- Only Medical College in Kutch District
- Number of students in the college - 750
- First Batch pass out in February, 2014
- 150 doctors will attend internship program in rural areas of Kutch District.

GAIMS also conducts medical and specialty camps for rural population of Kutch district and has benefitted thousands of poor patients. More than 100 patients were operated free of cost following these camps.

A new Medical College and State of the art Hospital is envisaged which will admit first batch of students in 2017. This will be an ultimate benchmark in health care education reaching out to needy populous.

In all Adani Foundation's spread has augmented now across seven states, more than 1,400 villages/towns/city touching lives of approximately 2,75,000 families. Our journey to ignite minds for better tomorrow continues....

ANNEXURE TO THE DIRECTOR'S REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

The discussion hereunder covers the financial results and its subsidiaries development of Adani Ports and Special Economic Zone Ltd. (APSEZL) for the financial year 2013-14 and its business outlook for the future. This outlook is based on assessment of the current business environment and Government policies. The change in future economic and other developments are likely to cause variation in this outlook.

Economic Outlook :

The global economy continues to face the aftermath of a challenging financial crisis with a subdued economic growth of 2.1% in 2013 though there was some turnaround in 2013-14 and recorded a marginal improvement in growth. The euro area appears to have come out of a protracted recession, with gross domestic product (GDP) for the region as a whole starting to grow again; the economy of the United States of America continues to recover with its supportive monetary condition and fiscal consolidation; and a few large emerging economies, including China, seem to have stopped a further slowdown. IMF estimates that the global economy is poised to grow at 3.6% and 3.9% in 2014-15 and 2015-16 respectively. Indian economy passed through a difficult phase in 2013-14 with slowing growth amidst high inflation. In addition, high fiscal deficit and tighter monetary stance have put additional pressure on investment growth. After witnessing a decline in GDP growth in two consecutive years, a modest recovery in Indian economy was seen in FY 2013-14. As per the advanced estimate of Asian Development Bank, Indian GDP is expected to grow at 5.5% in FY 2014-15. Improved agricultural output driven by good monsoon, pre-election higher spending the government on the welfare projects and softening of interest rates are expected to accelerate growth in the Indian economy.

Multilateral development institutions estimate that the growth in GDP is expected to recover to around 6.0 to 6.4% by 2015-16 on the assumption that over the next one year the recovery in advance economies will start driving demand and the Government will take stringent actions to overcome the critical issues that have hampered growth in India.

Investment demand in India is likely to pick in FY 2014-15. Fast clearances and tracking of the project will boost the construction sector, thereby creating more employment opportunities as well as creating demand and growth in cement, steel and machinery sector.

Inflation is likely to be lower and remain in control which will drive the growth of manufacturing activity. The mining sector, industrial sector is expected to return to growth. Due to El Nino effect, monsoon is going to be weak in FY 2014-15, which will impact the growth of agricultural sector.

To summarize, the global economy is on path to modest and gradual recovery in 2014. Indian economy is expected to be accelerating on its fast track growth as the new government will take its seat at the Centre.

Industry Structure :

Ports:

Indian Scenario :

India has around 7,517 Km of natural coastline with 13 Major Ports and 187 non-major and intermediates ports operating in eastern and western coasts of the country.

Indian seaports have played a pivotal role in the development of maritime trade and economy. Indian seaports act as gateways to the International trades and accounts for over 95% of India's total cargo volumes and 70% in terms of value. Backed by increased need for import energy commodities like coal and crude oil as well as increase in containerization level, cargo volumes at Indian seaport will continue to grow in future.

Indian ports sector saw tremendous growth in capacity in last 10 years. The capacity of seaports increased from 258 MMTPA in FY 2000 to more than 1,250 MMTPA in FY 2013.

Major ports in India handled about 555 MMT in FY 2013-14, registering a meager growth of 1.8% as compared to 545 MMT in FY 2012-13. Cargo traffic at non-major ports in Gujarat grew by 8% from 294 MMT in FY 2012-13 to 310 MMT in FY 2013-14 and accounts for more than 70% of the total cargo handled by non-major ports in India. (Source: GMB Report)

Mundra Port become the first commercial port in India to achieve the milestone of handling 100 MMT of cargo, thereby joining the elite club of global ports who have reached this milestone. Mundra port ranks 1st in term of total cargo handled in FY 2013-14 in India, amongst Commercial Port.

Special Economic Zone:

The Special Economic Zone Policy was framed in April, 2000 with an objective to increase the exports, attract Foreign Direct Investment and to accelerate the economic growth of the country. Your company's Multiproduct SEZ at Mundra is the largest notified SEZ in the country with notified area of 6456.3349 Hectares. Exports from Mundra SEZ upto March, 2014 was about ₹ 9193 crore (cumulative). Mundra SEZ with its multi-modal connectivity including road, rail, sea port and airport is expected to attract more and more investments in the coming years.

Further, based on approval from Government of India (GoI), your company has set up a Free Trade Warehousing Zone (FTWZ) in an area of 168.41 Hectares at Mundra. The development activities in the FTWZ SEZ have been initiated.

Performance Overview:

During the year under review the performance of your Company is encouraging. The company has been leading across all the fronts and Mundra Port has now become the largest commercial port in India. Indeed, Mundra Port has become the first ever commercial port in India to cross 100+ MMT cargo handling.

Your company maintained excellent growth record and registered a 23% growth in cargo volumes in FY 2013-14 as compared to FY 2012-13. The company would continue to lead innovative practices, adoption of technology and setting examples of efficient port operations.

Performance Highlights:

Your company has developed and operates 10 terminals having 28 berths to handle bulk and container cargo; and 2 single point mooring facilities at the ports of Mundra, Dahej and Hazira. The port of Mundra has 4 bulk terminals having 15 berths to handle dry as well as liquid bulk cargo, 3 container terminals having 6 berths and 2 offshore single point mooring facilities for handling crude cargo. At the port of Dahej your company has developed and operates a dry bulk cargo terminal having 2 berths. Your company has also developed and operates 1 bulk terminal having 3 berths to handle dry as well as liquid bulk cargo and 1 container terminal having 2 berths to handle container cargo at the port of Hazira.

Your company's three operational facilities on the west coast of India are capable of handling cape size bulk cargo vessels and more than 16,000 TEUs container vessels. The Company also provides other services, including infrastructure leasing and logistics services at the Mundra Port through its surrounding infrastructure, including the Mundra SEZ, which the Company has developed and operates. Mundra SEZ is one of the largest operating port-based multi-product special economic zones in India.

Three broad categories of cargo handled at our ports are bulk container and crude oil cargo. Your Company's port services include marine, handling intra-port transport, storage, other value-added and evacuation services for a diverse range of customers, primarily terminal operators, shipping lines and agents, exporters, importers and other port users. This helps your Company to diversify its income sources, reduce financial risk and compete more effectively. Consequently, your company's cargo and service mix has a significant effect on its results of operations.

Our key performance highlights for the year under review are as under:

Bulk Cargo - Dry:

- In order to make MPT free from coal handling, coal was shifted from MPT to West basin. Due to this dry cargo handled decreased to 10.85 MMT in FY 2013-14 from 16.72 MMT in FY 2012-13.
- Handled Red Lentils for the first time at Mundra Port.

West Basin:

- Achieved the highest ever discharge on a vessel in single day 151299 MT for MV Cape Fushen on September 10, 2013 making it a record. Previous high was 115119 MT on MV Rahi on January 21, 2012.

- Total cargo handled at West basin has grown from 20.66 MMT in 2012-13 to 32.99 MMT in 2013-14, marking growth of 59.68%.
- The vessel productivity has been improved 10% over the previous year.
- Rake operations at West Basin assumed full swing during the year and number of rakes shot to 1336 in 2013-14 from 391 in 2012-13.

Liquid Cargo:

- Liquid cargo volume increased slightly from 2.10 MMT to 2.15 MMT due to fall in POL export.
- Successfully handled Refined bleached de-odorized palm stearin for the first time at Mundra.

Container Cargo:

- Mundra Port handled 2.39 million TEUs against 1.74 million TEUs in 2012-13 marking 37.54% growth over last year. This also makes Mundra Port second largest in the country in terms of container throughput.
- Adani Mundra Container Terminal (AMCT) (including South Basin) registered a 14% growth in Inland Container Depot (ICD) throughput over the previous financial year.

Marine:

- Handled the highest nos. vessels in financial year 2013-14. A total 2897 vessels handled surpassing the previous record of 2668 vessels in 2012-13. This translates in to an increase of 7.9%.
- M.V. MSC VALERIA / LOA 367 / Beam 51.2 m / Capacity 14000 TEU's were handled on June 4, 2013. This is largest container vessel to ever call at an Indian Port. Mundra Port is geared to handle largest container vessel afloat in the World.
- M.V. MSC SUSANNA, a 336 meter long container vessel, called Mundra Port with a draft of 15.30 meters and was safely berthed at SB-7 on March 22, 2014. Previous to this, the deepest arrived container vessel was M.V. MSC METHONI which called Mundra on April 27, 2013, with a draft of 14.68 meters

Railway:

- Mundra Port Railway has achieved new milestone of dealing with more than 10,000 loaded rakes in a year. Total 10,211 loaded rakes were handled in the year 2013-14. Last financial year total 9,505 loaded rakes were handled at Mundra Port.
- Highest ever dealing with container trains in a day: 30 container trains (17 in and 13 out) on August 4, 2013; surpassing previous best of dealing with 27 container trains (17 In and 10 Out) on April 7, 2012.
- Highest ever outward loading trains in a day by loading 27 rakes (coal-10, fertilizers -4, wheat-1 and container-12) on October 2, 2013.
- Highest ever trains in a day: 39 trains (27 outward and 12 inward) on October 2, 2013.

New Ports:

Significant expansion plans of your Company have been completed and your company is in process of implementing certain other expansion projects. Your Company has completed construction of Coal Handling Terminal at Murmugao and Vizag Ports. Your Company is in process of developing Bulk Terminal at Kandla Port and has recently been awarded a concession to develop Container Handling Terminal at Ennore Port, Tamil Nadu over 6 years of time.

Special Economic Zone:

Your Company had been focusing on development of robust infrastructure for supporting the industrial development within the Special Economic Zone (SEZ). This SEZ, one of the largest port based multi-product SEZ in the Country, has almost all infrastructure facilities i.e. multimodal connectivity (Rail/Road/Sea/Air), Utilities (power generation, distribution network, water supply, sewage & effluent treatment facilities etc.), warehousing/storage/logistic facilities, Port facilities for handling all types of cargo and social infrastructure (housing, hospital, school etc.) required for setting up businesses.

Till March 31, 2014, 27 Units were approved by the office of Development Commissioner. Some of them have already started operations & export activities. Some are still under construction. These units have already invested over ₹ 1670 crore.

Other Group Developments:

- Adani Petronet (Dahej) Port Private Limited, a JV company with Petronet LNG Ltd., is the developer of Solid Cargo Port Terminal at Dahej in Gujarat. The cargo handling operations at the port is highly mechanized. The port is well connected with road and railway. Cargo handling at port increased by 4% from 7.56 MMT in FY 2012-13 to 7.89 MMT in FY 2013-14.
- Adani Hazira Port Private Limited had commenced commercial operations last year. It handles 3.73 MMT in FY 2013-14 as compared to 1.02 MMT in last year. The master plan provides for 13 berths to be developed in a phased manner.
- The construction of Adani Murmugao Port Terminal Private Limited's Terminal has been completed during the year.
- The construction of Adani Vizag Coal Terminal Private Limited's Terminal has been completed during the year.
- Adani Kandla Bulk Terminal Private Limited is developing bulk terminal on build, operate and transfer basis at Tekra off Tuna, outside Kandla Creek. This terminal will have a capacity of 20 MMT with 4 berths length admeasuring 600 mtrs x 60 mtrs on both sides and a backup area of 80 hectares allotted by Kandla Port Trust. It is on schedule.
- Adani International Container Terminal Private Limited, a 50:50 Joint Venture between Mediterranean Shipping Company Group and the Company is engaged in developing, operating and maintaining Container Terminal-III (two container berths with total length of 810 metres) at Mundra Port. It has handled 5,81,663 TEUs during the nine month cargo handling operations starting from July 1, 2013. The terminal is one of the most mechanized container terminal of India and boasts at handling the largest container vessel ever to visit Indian Ports.

Competition:

APSEZL's Mundra Port faces competition from multiple ports which cater to the northern and north-western hinterland. In case of dry bulk, break bulk and liquid cargo, APSEZL faces competition mainly from Kandla Port and other non-major GMB ports.

In case of containers, the competitors include JNPT, Mumbai Port, Pipavav Port and Kandla Port. However, with APSEZL handling more than 16,000 TEU vessels and special long haul rails connecting Mundra to the northern and central India, APSEZL has emerged as the torch bearer in the container cargo handling in India.

APSEZL is able to compete against state-run as well as private ports because of factors such as state-of-art port infrastructure facilities including deep draft direct berthing facilities, domain expertise in the port services industry, established customer relationships and ability to facilitate port based development, consistent high-quality service and our ability to flexibly meet our customers' requirements including flexibility in tariffs. Despite common hinterland in northwest India which is shared with these ports, APSEZL has been successful in attracting substantial cargo increase year after year and the trend is expected to continue in the future as well. With its state of art container handling, storage and evacuation infrastructure, APSEZ's Mundra and Hazira Ports have emerged as preferred 'Port of Call' to key global liners.

Risk, Opportunity and Threats:

APSEZL has a formal risk assessment and management system which periodically identifies risk areas, evaluates their consequences, initiates risk mitigation strategies and implements corrective actions where required. The Audit Committee reviews the report on risk management on quarterly basis and recommends corrective actions for implementation. The risk assessment developed at APSEZ as per OHSAS 18001 standards are reviewed regularly or as and when any change in system/ process takes place or any incident takes place.

The Port Sector in India offers immense growth potential based on the anticipated growth in international trade and coastal shipping in India. With increased vessel sizes, liners prefer ports with deep draft, longer quay, lengths, high mechanization and developed evacuation infrastructure. For an integrated ports development and operation like APSEZ, there are ample opportunities to grow organically as well as inorganically.

Management control, internal control and internal audit system and their adequacy:

The company has in place an adequate system of internal control. It has documented procedures covering all

financial and operating functions. Internal audit programme of the company is designed based on complexity of Port / SEZ operation and nature of business activities covering major risk factors related to business process and port operations. The internal audit programme is duly approved by the Audit Committee. A well established multidisciplinary Management Audit & Assurance Services team exists consisting of professionally qualified accountants, engineers and SAP experienced executives. The team carries out extensive audit throughout the year across all functional areas and submits its reports to Management and Audit Committee about the compliance with internal controls and efficiency and effectiveness of operation and key process risk.

Audit Committee of the Board of Directors regularly reviews the adequacy and effectiveness of Internal audit environment and monitor implementation of internal audit recommendations including those relating to strengthening of company's risk management policies and systems.

Human Resource Development:

APSEZL being the largest private port developer and operator is a premier workplace that attracts talent from all over the country. The company provides a conducive work environment which motivates employees to put in their best efforts to achieve our ambitious targets and growth plans. Their talent and commitment fuel our vision to handle 200MMT of volumes by the year 2020.

Human Resource Department is instrumental in building employees capabilities through structured talent acquisition and its development through technical and need based training. APSEZL enjoys harmonious employee relations which have been built over the years by taking various HR initiatives to enhance the employee morale.

Standalone Financial Performance with respect to operation performance:

Your Company has recorded total income to the tune of ₹ 5,025.53 crore during the financial year 2013-14 compared to ₹ 3,564.29 crore in the corresponding previous financial year, an increase of 41%.

Net Block of fixed assets of the Company as on March 31, 2014 is ₹ 8,537.24 crore as compared to ₹ 7,768.42 crore as on March 31, 2013 an increase of 10% in the corresponding period in the previous year.

During the year, your Company generated earnings before interest, depreciation and tax (EBIDTA) of ₹ 3,419.82 crore as compared to ₹ 2,673.47 crore in the previous year, showing growth of 28%.

Net profit after tax is ₹ 2016.17 crore in the financial year 2013-14 as compared to ₹ 1,754.18 crore in the previous financial year, an increase of 15%.

Earnings per share increased by 12% to ₹ 9.8 on face value of ₹ 2 each.

Consolidated Financial Performance of the Company:

Your Company has recorded total income to the tune of ₹ 5,507.62 crore during the financial year 2013-14 compared to ₹ 3,841.07 crore in the corresponding previous financial year, an increase of 43%.

During the year, your Company generated earnings before interest, depreciation and tax (EBIDTA) of ₹ 3,603.98 crore compared to ₹ 2,640.42 crore in the previous year, an annualized growth of 36%.

Net profit after tax is ₹ 1,739.64 crore in the financial year 2013-14, as compared to ₹ 1,623.22 crore in the previous financial year, an increase of 7%.

Earnings per share increased by 4% to ₹ 8.45 on face value of ₹ 2 each.

Cautionary Note:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations and others may constitute "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results may differ from those expressed or implied. Several factors that could significantly impact the Company's operations include economic conditions affecting demand, supply and price conditions in the domestic and overseas markets, changes in the Government regulations, tax laws and other statutes, climatic conditions and such incidental factors over which the Company does not have any direct control.

The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

ANNEXURE TO THE DIRECTORS' REPORT

CORPORATE GOVERNANCE REPORT

1. Company's philosophy on code of governance

Corporate Governance is about ensuring transparency, disclosure and reporting that conforms fully to the existing laws of the country and to promote ethical conduct of business throughout organization. At Adani Group, governance standards are initiated by senior management which percolate down throughout the organization. The philosophy of the Company in relation to corporate governance is to ensure transparency in all its operations, make disclosures and enhance shareholder value without compromising on compliance of with the laws and regulations.

Sound corporate governance is critical to enhance and retain trust of stakeholders. The Board of Directors fully supports corporate governance practices in your Company with appropriate checks and balances at right places and at right intervals. The Company has complied with all the requirements of Corporate Governance under clause 49 of listing agreement and listed below is the status with regard to same.

2. Board of Directors

a) Composition of the Board:

The Board of Directors of your Company as on March 31, 2014 comprises of ten Directors out of which seven Directors are Non-Executive Directors. Non-Executive Independent Directors consist of professionals drawn from diverse fields that bring in a wide range of skills and experience to the Board. No Director is related to each other except Mr. Gautam S. Adani and Mr. Rajesh S. Adani, who are related to each other as brothers.

The following composition of the Board of Directors is as on May 15, 2014 and number of other Directorship & Memberships / Chairmanships of Committees as on March 31, 2014:

Name of Director	Category of Directorship	Directorship in other Companies	Details of Committee	
			Chairman	Member
Mr. Gautam S. Adani (Chairman & Managing Director) DIN : 00006273	Promoter & Executive Director	2	-	-
Mr. Rajesh S. Adani DIN : 00006322	Promoter & Non-Independent Director	6	2	3
Dr. Malay Mahadevia DIN : 00064110	Executive Director	12	-	2
Mr. Rajeeva Sinha ¹ DIN : 00102787	Executive Director	9	1	-
Mr. Arun Duggal DIN : 00024262	Independent & Non Executive Director	6	2	1
Mr. D. T. Joseph DIN : 01716572	Independent & Non Executive Director	4	-	2
Prof. G. Raghuram DIN : 01099026	Independent & Non Executive Director	5	-	2
Mr. G.K. Pillai DIN : 02340756	Independent & Non Executive Director	2	-	-
Mr. Sanjay Lalbhai DIN : 00008329	Independent & Non Executive Director	4	-	-

Name of Director	Category of Directorship	Directorship in other Companies	Details of Committee	
			Chairman	Member
Mr. A. K. Rakesh, IAS ² DIN : 00063819	GMB Nominee	9	-	-
Mr. Sudipta Bhattacharya ³ DIN : 06817333	Executive Director	1	-	-

¹Ceased to be an Whole Time Director w.e.f May 16, 2014 ²Appointed as an Additional Director w.e.f October 25, 2013

³Appointed as an Additional Director & Whole Time Director w.e.f May 15, 2014

Other directorships do not include alternate directorship, directorship of Private Limited Companies, Section 25 Companies of the Companies Act, 1956 and of Companies incorporated outside India. Chairmanship/Membership of Board Committees include membership of Audit and Stakeholder Relationship Committees in other Public Limited Companies.

b) Board Procedure:

Board met four times during the year under review on May 15, 2013, August 1, 2013, October 25, 2013 and January 27, 2014. The criteria of maximum time gap between any two consecutive meetings shall not exceed four months has been followed by the Company.

The information as required under Annexure IA to Clause 49 of the Listing Agreement is made available to the Board. The agenda and the papers for consideration at the Board Meeting are circulated to the Directors in advance. Adequate information is circulated as part of the Board Papers and is also available at the Board Meeting to enable the Board to take decisions. As required under Clause 49 of Listing Agreement, the Board periodically reviews compliances of various laws applicable to the Company.

The attendance of each Director at the Board Meetings and last Annual General Meeting held during the year under review are as under:

Name of Director	Meetings		Attendance at last AGM held on August 8, 2013
	Held	Attended	
Mr. Gautam S. Adani	4	3	Yes
Mr. Rajesh S. Adani	4	4	Yes
Dr. Malay Mahadevia	4	4	Yes
Mr. Rajeeva Sinha	4	4	Yes
Mr. Arun Duggal	4	4	No
Mr. D. T. Joseph	4	4	Yes
Prof. G. Raghuram	4	4	Yes
Mr. G. K. Pillai	4	4	No
Mr. Sanjay Lalbhai	4	2	Yes
Mr. A. K. Rakesh, IAS#	2*	-	-

Appointed as an Additional Director w.e.f. October 25, 2013. * Details provided from the date of appointment.

c) Code of Conduct:

Company's Board has laid down a Code of Business Conduct and Ethics (the "Code") for all the Board Members and Senior Management of the Company. The Code is available on the website of the Company www.adaniports.com. All Board Members and Senior Management Personnel have affirmed compliance of the Code of Conduct. A declaration signed by the Chairman and Managing Director to this effect is attached at the end of this report.

d) Disclosures regarding appointment/re-appointment of Directors:

Mr. Rajesh S. Adani, Director is retiring at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

Mr. A. K. Rakesh, IAS, Vice Chairman & CEO, Gujarat Maritime Board was appointed as Additional Director w.e.f October 25, 2013 and Mr. Sudipta Bhattacharya was appointed as Additional Director and Whole Time Director w.e.f May 15, 2014. They will retire at the ensuing Annual General Meeting. The Company has received notice from the member of the company signifying his intention to propose their appointment as Directors of the Company.

Board of Directors had reappointed Dr. Malay Mahadevia as Whole Time Director of the Company for a further period of 5 years w.e.f May 15, 2014 subject to the approval of shareholders at the ensuing Annual General Meeting.

In accordance with the provisions of Section 149 of the Companies Act, 2013, Mr. D. T. Joseph, Mr. Arun Duggal, Mr. G. K. Pillai, Mr. Sanjay Lalbhai and Prof. G. Raghuram, Directors are being appointed as Independent Directors to hold office as per their tenure of appointment mentioned in the Notice of the forthcoming Annual General Meeting of the Company.

The brief resume and other information required to be disclosed under this Section is provided in the Notice of the Annual General Meeting.

3. Committees of the Board**A) Audit Committee:****a) Constitution & Composition of Audit Committee:**

The Audit Committee of the Company was constituted on September 22, 2001 and subsequently reconstituted from time to time to comply with statutory requirement.

During the year under review Audit Committee Meetings were held four times on May 15, 2013, August 1, 2013, October 25, 2013 and January 27, 2014. Composition of the Audit Committee and details of attendance of the members at the committee meetings during the year are given below:

Name	Category	No. of Meetings during the year	
		Held	Attended
Mr. D. T. Joseph, Chairman	Non-Executive & Independent Director	4	4
Mr. Rajesh S. Adani	Non-Executive & Non-Independent Director	4	4
Mr. Arun Duggal	Non-Executive & Independent Director	4	4
Prof. G. Raghuram	Non-Executive & Independent Director	4	3

The Chief Financial Officer, representatives of statutory auditors, internal audit and finance & accounts department are invited to the meetings of the Audit Committee.

Ms. Dipti Shah, Company Secretary and Compliance Officer acts as Secretary of the Committee.

The Chairman of the Committee was present at the last Annual General Meeting held on August 8, 2013.

The Committee discharges such duties and functions generally indicated in Clause 49 of the Listing Agreement with the stock exchanges and such other functions as may be specifically delegated to the Committee by the Board from time to time.

b) Broad Terms of reference:

The Terms of Reference of Audit Committee cover the matters specified for Audit Committee under Clause 49 of the Listing Agreement as well as in Section 177 of the Companies Act, 2013. The power and role of Audit Committee is as prescribed under Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013.

B) Nomination & Remuneration Committee:

a) Constitution & Composition of Nomination & Remuneration Committee:

The Nomination & Remuneration Committee of the Company was constituted on September 3, 2005 and subsequently reconstituted from time to time to comply with statutory requirement. As per the provisions of the Companies Act, 2013, the Nomenclature of the Committee has been changed from Remuneration Committee to Nomination & Remuneration Committee.

During the year under review Nomination & Remuneration Committee Meetings were held on May 15, 2013 and January 27, 2014.

The composition of the Nomination & Remuneration Committee and details of meetings attended by the members are given below:

Name	Category	No. of Meetings during the year	
		Held	Attended
Mr. D. T. Joseph, Chairman	Non-Executive & Independent Director	2	2
Mr. Rajesh S. Adani	Non-Executive & Non-Independent Director	2	2
Mr. Arun Duggal	Non-Executive & Independent Director	2	2

b) Brief Terms of reference:

The brief terms of reference of Nomination & Remuneration Committee are as under:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
5. To recommend / review remuneration of the Managing Director(s) and Whole-time Director(s)/Executive Director(s) based on their performance and defined assessment criteria;
6. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

c) Remuneration Policy:

i. Remuneration to Non-Executive Directors

The Non-Executive Independent Directors of the Company are paid/payable commission of ₹ 3 Lac per quarter for a period of five years commencing from April 1, 2012, as approved by the shareholders at the Annual General Meeting held on August 9, 2012 within the overall limit of 1% of the Net Profit of the Company. In addition to commission, Non-Executive Directors are

paid ₹ 20,000 as sitting fees and reimbursement of expenses for attending each meeting of the Board and Committee.

ii. Remuneration to Executive Directors

The Board in consultation with the Nomination & Remuneration Committee decides the remuneration structure for Executive Directors. On the recommendation of the Nomination & Remuneration Committee the Remuneration paid/payable is approved by the Board of Directors and by the members in the General Meeting in terms of provisions applicable from time to time.

d) Details of Remuneration:

i) Non-Executive Directors:

The details of sitting fees and commission paid to Non-Executive Directors during the financial year 2013-2014 is as under:

(₹ in Lac)

Name	Commission	Sitting Fees
Mr. Rajesh S. Adani	-	5.80
Mr. Arun Duggal	12.00	2.00
Mr. D. T. Joseph	12.00	2.80
Prof. G. Raghuram	12.00	2.00
Mr. G.K. Pillai	12.00	0.80
Mr. Sanjay Lalbhai	-	0.40
Mr. A. K. Rakesh, IAS* (Nominee of Gujarat Maritime Board)	-	-

* Appointed as an Additional Director w.e.f. October 25, 2013.

There was no other pecuniary relationship or transaction of Non-Executive Directors vis-à-vis the Company.

ii) Executive Directors:

Details of remuneration paid/payable to Chairman & Managing Director and Whole Time Directors during the financial year 2013-14 is as under:

(₹ in Lac)

Name	Salary	Perquisites, Allowances & other Benefits	Commission*	Total
Mr. Gautam S. Adani	180.00	-	100.00	280.00
Mr. Rajeeva Sinha	82.93	124.41	-	207.34
Dr. Malay Mahadevia	137.60	206.40	-	344.00**

* Payable in financial year 2014-15

** Variable components are not included

iii) Details of shares of the Company held by Directors as on March 31, 2014 are as under:

Name	No. of shares held
Mr. Rajeeva Sinha	4,325
Dr. Malay Mahadevia	14,47,765

The Company does not have any Employees' Stock Option Scheme and there is no separate provision for payment of Severance Fees.

C) Stakeholder Relationship Committee:**a) Constitution & Composition of Stakeholder Relationship Committee:**

The Stakeholder Relationship Committee of Directors was constituted on January 30, 2007 and subsequently reconstituted from time to time to comply with statutory requirement. As per the provisions of the Companies Act, 2013, the Nomenclature of the Committee has been changed from Shareholders/Investors Grievance Committee to Stakeholder Relationship Committee.

During the year under review Stakeholder Relationship Committee Meeting were held four times on May 15, 2013, August 1, 2013, October 25, 2013 and January 27, 2014.

The composition of the Stakeholder Relationship Committee and details of meetings attended by the members are given below:

Name	Category	No. of Meetings	
		Held	Attended
Mr. D. T. Joseph, Chairman	Non-Executive & Independent Director	4	4
Mr. Rajesh S. Adani	Non-Executive & Non-Independent Director	4	4
Prof. G. Raghuram	Non-Executive & Independent Director	4	3

Ms. Dipti Shah, Company Secretary and Compliance officer acts as Secretary of the Committee.

b) Brief terms of reference:

The brief terms of reference of Stakeholder Relationship Committee are as under:

1. To look into the redressal of shareholders and investors complaints like transfer of shares, non-receipt of Annual Report, non-receipt of declared dividend, revalidation of dividend warrant or refund order etc.
2. To consider and resolve the grievances of security holders of the company.

c) Details of complaints received and redressed during the year:

Opening Balance	During the year		Pending Complaints
	Received	Resolved	
-	44	44	Nil

D) Transfer Committee:**a) Constitution & Composition of Transfer Committee**

The Transfer Committee of the Company was constituted on September 25, 2000 and subsequently reconstituted from time to time to comply with statutory requirement.

The composition of the Transfer Committee and details of meetings attended by the members of the Transfer Committee are given below:

Name	Category	No. of Meetings	
		Held	Attended
Mr. Rajesh S. Adani, Chairman	Non-Executive & Non-Independent Director	2	2
Dr. Malay Mahadevia	Executive Director	2	2
Mr. Sudipta Bhattacharya*	Executive Director	-	-

* Appointed as Member w.e.f. May 15, 2014

During the year under review Transfer Committee Meeting were held on July 4, 2013 and September 16, 2013.

b) Brief terms of reference:

1. To approve and register transfer and/or transmission of equity and preference shares and debentures.
2. To subdivide, consolidate and issue equity and preference share certificates and/or debenture certificate on behalf of the Company.
3. To affix or authorise fixation of common seal of the Company on the equity, preference share certificates and debenture certificate of the Company.
4. To issue duplicate equity and preference share certificates and debenture certificate.
5. To apply for dematerialization of the equity, preference shares and debentures.
6. To do all such acts, deeds or things as may be necessary or incidental to the exercise of above powers.

E) Corporate Social Responsibility Committee:

- a) Considering the requirements of the Companies Act, 2013, the Board of Directors of the Company at its meeting held on May 15, 2014 constituted the Corporate Social Responsibility Committee.

Composition of the Committee

Sr. No.	Name of the Member(s)	Designation(s)	Category
1.	Mr. Rajesh S. Adani	Chairman	Non-Executive & Non-Independent Director
2.	Dr. Malay Mahadevia	Member	Executive Director
3.	Mr. Sanjay Lalbhai	Member	Non-Executive & Independent Director

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of "Corporate Social Responsibility Policy", observe practices of Corporate Governance at all levels, and to suggest remedial measures wherever necessary.

The Committee's constitution and terms of reference meet with the requirements of the Companies Act, 2013.

b) Terms of reference of the Committee, inter alia, includes the following:

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013 and rules made there under;
2. To recommend the amount of expenditure to be incurred on the CSR activities.
3. To monitor the implementation of framework of CSR Policy.
4. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

4. Subsidiary Companies:

None of the subsidiaries of the Company come under the purview of the material non-listed subsidiary as per criteria given in Clause 49 of Listing Agreement. The Audit Committee of the Company reviews the financial statements and investments made by unlisted subsidiary Companies and the minutes of the unlisted subsidiary Companies are placed at the Board Meeting of the Company.

5. General Body Meetings:

a) Annual General Meetings:

The date, time and location of the Annual General Meetings held during the preceding 3 years and special resolutions passed thereat are as follows:

Financial Year	Date	Location of Meeting	Time	No. of special Resolutions passed
2010-2011	10-08-2011	J. B. Auditorium Hall, AMA Complex, Atira, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015	9:30 a.m.	2
2011-2012	09-08-2012	J. B. Auditorium Hall, AMA Complex, Atira, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015.	10.00 a.m.	2
2012-2013	08-08-2013	J. B. Auditorium Hall, AMA Complex, Atira, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015	9:30 a.m.	Nil

b) Whether special resolutions were put through postal ballot last year, details of voting pattern:

No

c) Whether any resolutions are proposed to be conducted through postal ballot:

No Special Resolution requiring a Postal Ballot is being proposed at the ensuing Annual General Meeting of the Company.

d) Procedure for postal ballot:

Prescribed procedure for postal Ballot as per the provisions contained in this behalf in the Companies Act, 2013 and the rules made there under as amended from time to time shall be complied with whenever necessary.

6. Disclosures:

- There were no materially significant Related Party Transactions and pecuniary transactions that may have potential conflict with the interest of the Company at large. The details of Related Party Transactions are disclosed in financial section of this Annual Report.
- In the preparation of the financial statements, the Company has followed the accounting policies and practices as prescribed in the Accounting Standards.
- The implementation of the risk assessment and minimization procedure containing the project/potential risk areas, its intensity, its effects, causes and measures taken by the Company are reviewed by the committee periodically.
- Management Discussion and Analysis Report is set out in a separate section included in this Annual Report and forms part of this Report.
- There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority.
- The Chief Executive Officer and the Chief Financial Officer have furnished a Certificate to the Board for the year ended on March 31, 2014 in compliance with Clause 49 of Listing Agreement.

- g) A qualified Practicing Company Secretary carried out a reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The secretarial audit confirms that the total issued/paid-up capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
- h) The designated Senior Management Personnel of the Company have disclosed to the Board that no material, financial and commercial transactions have been made during the year under review in which they have personal interest, which may have a potential conflict with the interest of the Company at large.

7. Means of Communication:

The quarterly, half-yearly and annual results are published in widely circulating national and local dailies such as 'The Indian Express' in English and 'Financial Express' in Gujarati. These results are not sent individually to the shareholders but are put on the website of the Company.

The Company's financial results, Press release, official news and presentations to investors are displayed on the Company's web site www.adaniports.com.

Your Company has maintained consistent communication with investors at various forums organized by investment bankers and by organizing investors visit to the port and SEZ site.

8. General Shareholders Information:

a) Company Registration details:

The Company is registered in the State of Gujarat, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L63090GJ1998PLC034182.

b) Date, time and venue of the 15th Annual General Meeting:

Saturday, the August 9, 2014 at 9.30 a.m. at J. B. Auditorium Hall, Ahmedabad Management Association, AMA Complex, Atira, Dr. Vikaram Sarabhai Marg, Ahmedabad - 380 015.

c) Registered Office:

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

d) Financial Year:

Financial year is 1st April to 31st March and financial results will be declared as per the following schedule.

Particulars	:	Tentative Schedule
Quarterly Results		
Quarter ending on June 30, 2014	:	On or before August 14, 2014
Quarter ending on September 30, 2014	:	On or before November 14, 2014
Quarter ending on December 31, 2014	:	On or before February 14, 2015
Annual Result of 2014-15	:	Within 60 days from March 31, 2015

e) Book closure date

The Register of Members and Share Transfer Books of the Company will be closed from Saturday, August 2, 2014 to Saturday, August 9, 2014 (both days inclusive) for the purpose of 15th Annual General Meeting and entitlement of dividend.

f) Unclaimed Shares Lying in the Escrow Account:

The Company entered the Capital Market with initial public offer through 100% book building

process for 4,02,50,000 equity shares of ₹ 10 each at a premium of ₹ 430 per share. In light of SEBI's notification No. SEBI/CFD/DIL/LA/2009/24/04 on April 24, 2009, the Company has opened separate demat account in the name of "Adani Ports and Special Economic Zone Limited – IPO Escrow Account" in order to credit the unclaimed shares which could not be allotted to the rightful shareholder due to insufficient/ incorrect information or any other reason. The voting rights in respect of the said shares are frozen till the time rightful owner claims such shares. Details of shares in Adani Ports and Special Economic Zone Limited - IPO Escrow Account are as under:

Sr. No.	Particulars	No. of shareholders	No. of shares
(i)	Aggregate number of shareholders and the outstanding shares in the suspense account lying in IPO Escrow Account as on April 1, 2013	373	27975
(ii)	Number of shareholders who approached issuer for transfer of shares from suspense account during the year	2	150
(iii)	Number of shareholders to whom shares were transferred from suspense account during the year	2	150
(iv)	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	371	27825

g) Listing on Stock Exchanges:

The Company's shares are listed on the following stock exchanges:

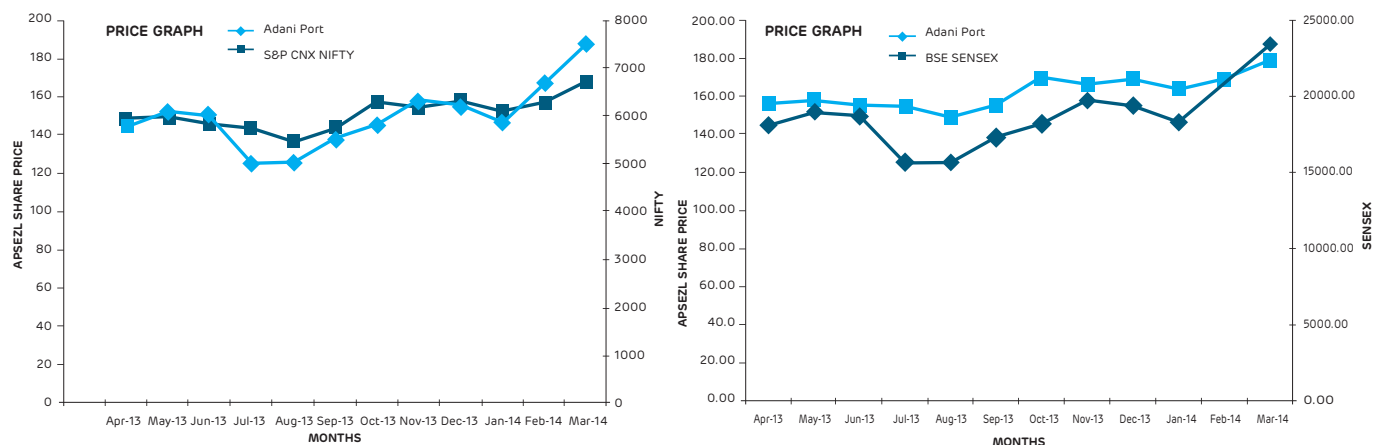
Name of Stock Exchange	Address	Code
BSE Limited	Floor 25, P. J Towers, Dalal Street, Mumbai - 400 001	532921
National Stock Exchange of India Limited	Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	ADANI PORTS

Annual listing fees for the year 2014-15 have been paid by the Company to BSE and NSE.

h) Market Price Data:

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2013	154.50	137.75	154.40	137.35
May, 2013	175.00	144.50	175.00	144.15
June, 2013	160.35	136.50	160.35	136.40
July, 2013	154.70	119.00	154.80	116.65
August, 2013	149.70	118.00	148.40	117.95
September, 2013	143.50	118.00	143.50	118.70
October, 2013	164.30	136.95	164.40	136.60
November, 2013	162.40	140.95	162.40	140.60
December, 2013	169.00	151.35	169.15	150.50
January, 2014	159.30	141.00	159.40	141.00
February, 2014	170.65	142.00	170.70	141.95
March, 2014	192.85	167.55	192.80	167.40

i) Performance of the share price of the Company in comparison to BSE Sensex and S&P CNX



j) Registrar & Transfer Agents:

Name & Address : Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West),
Mumbai - 400 078

Tel. : +91-22-2594 6970

Fax. : +91-22-2594 6969

E-mail : rnt.helpdesk@linkintime.co.in

Contact Person : Mr. Mahesh Masurkar

Website : www.linkintime.co.in

k) Transfer to Investor Education and Protection Fund (IEPF)

In terms of the Section 205C of the Companies Act, 1956, the amount of dividend that remained unclaimed for a period of seven years is required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government.

During the year under review, the unclaimed dividend amount for the year 2005-06 was transferred to the IEPF established by the Central Government under applicable provisions of the Companies Act.

l) Share Transfer Procedure:

All the transfers are processed by the Registrar and Share Transfer Agents and are approved by the Transfer Committee.

Pursuant to Clause 47(c) of the Listing Agreement with the stock exchanges, the Company obtains a Certificate from a Practicing Company Secretary on half yearly basis, for due compliance of share transfer formalities. Pursuant to SEBI (Depositories and Participants) Regulations, 1996, a certificate have also been obtained from a Practicing Company Secretary for timely dematerialization of the shares of the Company and for conducting secretarial audit on a quarterly basis for reconciliation of the share capital of the Company. The Company files copy of these certificates with the stock exchange as required.

m) Shareholding as on March 31, 2014.

(a) Distribution of Shareholding as on March 31, 2014:

No. of shares	No. of shares	% to Shares	Total no. of accounts	% total accounts
1-500	2,53,65,782	1.23	2,79,534	96.84
501-1000	37,14,041	0.18	4,899	1.70
1001-2000	27,51,488	0.13	1,909	0.66
2001-3000	17,19,712	0.08	681	0.23
3001-4000	10,15,813	0.05	291	0.10
4001-5000	13,29,168	0.06	278	0.10
5001-10000	26,53,199	0.13	372	0.13
10001 & above	2,03,15,02,417	98.14	700	0.24
Total	2,07,00,51,620	100.00	2,88,664	100.00

(b) Shareholding Pattern as on March 31, 2014:

Category	No. of shares held		Total No. of Shares	% of Holding
	Physical	Electronic		
Promoter Holding	-	1,55,25,38,715	1,55,25,38,715	75.00
Mutual Funds	-	5,32,57,943	5,32,57,943	2.57
Banks/FI/Central Govt./State Govt./ Trusts & Insurance Companies	-	1,35,38,845	1,35,38,845	0.65
Foreign Institutional Investors	-	36,19,41,476	36,19,41,476	17.48
NRI	-	7,88,677	7,88,677	0.04
Foreign Companies	-	20,00,025	20,00,025	0.10
Other Corporate Bodies	-	2,59,90,950	2,59,90,950	1.26
Clearing Member	-	17,39,054	17,39,054	0.08
Directors/Relatives of Director	-	15,27,715	15,27,715	0.07
Indian Public	265	5,67,27,955	5,67,28,220	2.74
Total	265	2,07,00,51,355	2,07,00,51,620	100.00

n) Dematerialization of Shares and Liquidity:

The Company's shares are compulsorily traded in dematerialized form. Equity shares of the Company representing 99.99% of the Company's share capital are dematerialized as on March 31, 2014.

The Company's shares are regularly traded on the 'BSE Limited' and 'National Stock Exchange of India Limited'.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE742F01042.

o) Listing of Debt Securities:

The Secured Redeemable Non-Convertible Debentures issued on private placement basis by the Company are listed on the Wholesale Debt Market (WDM) of BSE Limited (BSE).

p) Debenture Trustees (for privately placed debentures)

IDBI Trusteeship Services Limited
Asian Building, Ground Floor,
17, R. Kamani Marg, Ballard Estate,
Mumbai - 400 001

q) Outstanding GDRs/ADRs/Warrants or any convertible instrument, conversion and likely impact on equity: Nil

r) Site location:

"Adani House", Navinal Island,
Mundra - 370 421, Kutch, Gujarat.

s) Address for Correspondence:

- i) Ms. Dipti Shah,
Company Secretary & Compliance Officer
"Adani House", Nr. Mithakhali Six Roads,
Navrangpura, Ahmedabad -380 009
Tel.: +91-79-2656 5555, Fax: + 91-79-2656 5500
E-mail: dipti.shah@adani.com, kamlesh.bhagia@adani.com
- ii) For transfer/dematization of shares, change of address of members and other queries.
Mr. Mahesh Masurkar
Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West),
Mumbai – 400 078
Tel. : +91-22-2594 6970
Fax. : + 91-22-2594 6969
E-mail : rnt.helpdesk@linkintime.co.in

t) Non-mandatory Requirements:

The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

1. The Board:

Your Company has an Executive Chairman and hence, the need for implementing this non-mandatory requirements does not arise.

2. Remuneration Committee:

The Company has constituted 'Nomination and Remuneration Committee' meeting the requirements of Clause 49 of the Listing Agreement and the Companies Act, 2013.

3. Shareholders' Right:

The quarterly, half-yearly and annual financial results of your Company are published in newspapers and posted on Company's website www.adaniports.com. The same are also available on the sites of stock exchanges where the shares of the Company are listed i.e. www.bseindia.com and www.nseindia.com.

4. Audit Qualifications:

There are no qualifications in the Auditor's Report on the financial statements to the shareholders of the Company

5. Whistle Blower Policy

The Company encourages an open door policy where employees have access to the Head of the Business / Function. In terms of the ADANI Code of Conduct, any instance of non-adherence to the Code or any other observed unethical behaviour is to be brought to the attention of the immediate reporting authority, who is required to report the same to the Head of Corporate Human Resources Department.

6. Training of Board Members

All the Non-Executive Directors have rich experience and expertise in their functional areas. During Audit and Board Meetings, the Management and the Executive Directors give extensive presentations and briefings to the Board Members on the business of the Company.

DECLARATION

I, Gautam S. Adani, Chairman and Managing Director of Adani Ports and Special Economic Zone Limited hereby declare that as of March 31, 2014, all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Business Conduct and Ethics for Directors and Senior Management Personnel laid down by the Company.

For Adani Ports and Special Economic Zone Limited

Place : Ahmedabad
Date : May 15, 2014

Gautam S. Adani
Chairman & Managing Director

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Adani Ports and Special Economic Zone Limited

We have examined the compliance of Corporate Governance by Adani Ports and Special Economic Zone Limited ("the Company") for the year ended on March 31, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of procedures and implementations thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad
Date: May 15, 2014

CS Ashwin Shah
Company Secretary
C. P. No. 1640

CERTIFICATE OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

We have reviewed the financial statements and the cash flow statements for the year ended March 31, 2014 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2014 which are fraudulent, illegal or violation of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal control system and that we have evaluated the effectiveness of the internal control system of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal control system, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that we have indicated to the auditors and the Audit Committee:
 - a) There have been no significant changes in internal control system during the year;
 - b) There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) There have been no instances of significant fraud of which we have become aware, involving management or an employee having a significant role in the Company's internal control system.

Place : Ahmedabad
Date: May 15, 2014

Gautam S. Adani
Managing Director

B. Ravi
Chief Financial Officer

BUSINESS RESPONSIBILITY REPORT

Section A: General Information about the Company

1. **Corporate Identity Number (CIN)** : L63090GJ1998PLC034182
2. **Name of the Company** : Adani Ports and Special Economic Zone Limited
3. **Registered Address** : "Adani House", Nr. Mithakhali Six Roads,
Navrangpura, Ahmedabad 380 009, Gujarat, India
4. **Website** : www.adaniports.com
5. **Email id** : dipti.shah@adani.com
6. **Financial Year reported** : April 1, 2013 to March 31, 2014
7. **Sector(s) that the Company is engaged in (industrial activity code-wise):**
 Service category (ITC 4 digit) code 9967
 Service category (ITC 8 digit) code 99675111
 Description of service category Port Services
 As per National Industrial Classification - Ministry of Statistics and Programme Implementation
8. **List three key products that the Company manufactures/provides (as in balance sheet):**
 The company is in the business of development, operations and maintenance of port infrastructure facilities and linked multi product Special Economic Zone (SEZ) and related infrastructure contiguous to Mundra Port.
9. **Total number of locations where business activity is undertaken by the Company:**
 The Company's business activity is undertaken at Mundra Port (in Kutch, Gujarat).
 Adani Ports and Special Economic Zone Limited operates a dry bulk terminal at the port of Dahej, bulk and container handling terminal at the port of Hazira, Gujarat, a coal handling terminal at the port of Mormugao, Goa and Visakhapatnam in Andhra Pradesh. The Company is developing a bulk cargo handling facility in Tuna Tekra (Kandla Port) in Gujarat and a container terminal at Ennore in Tamil Nadu.
 The Adani Group companies have presence in a total of 32 locations in India and 7 international locations (including offices).
10. **Markets served by the Company** : State, National, International

Section B: Financial Details of the Company

1. **Paid up capital (INR)** : ₹ 416.82 crore
2. **Total turnover (INR)** : ₹ 5,025.53 crore
3. **Total profit after taxes (INR)** : ₹ 2,016.17 crore
4. **Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax:**
 The Company has spent ₹ 25.36 crore on CSR activities. This amounts to 1.26 % of Profit After Tax (PAT) of the Financial Year 2013-14.
5. **List of activities in which expenditure in 4 above has been incurred:**
 The major activities in which Corporate Social Responsibility was undertaken are Education Initiatives, Community Health Initiatives, Water Resource Development, Sustainable Livelihood Development Projects, Rural Infrastructure Development and Community Environment Projects, charity and other donations.

Section C: Other Details

1. Does the Company have any subsidiary company / companies?

Yes, the Company has 16 subsidiary companies (including step-down subsidiaries) as on March 31, 2014.

2. Do the subsidiary company / companies participate in the Business Responsibility (BR) initiatives of the parent Company?

Business Responsibility initiatives of the parent company are applicable to the subsidiary companies to the extent that they are material in relation to the business activities of the subsidiaries.

3. Do any other entity / entities that the Company does business with participate in the BR initiatives of the Company?

No other entity / entities participate in the BR initiatives of the Company.

Section D: BR Information

2. Principle-wise (as per NVGs) BR Policy / policies (Reply in Y/N):

1. Details of Director / Directors responsible for BR:

a) Details of the Director / Directors responsible for implementation of the BR policy/ policies:

DIN Number : 06817333

Name : Mr. Sudipta Bhattacharya

Designation : Whole Time Director

b) Details of the BR head:

DIN Number (if applicable) : N.A.

Name : Mr. Gudena Rao

Designation : Designated Director (Ports)

Telephone Number : 079- 255558509

Email Id : Gudena.Rao@adani.com

Sr. No.	Questions	Business Ethics	Product Life Responsibility	Employee Wellbeing	Stakeholder Engagement	Human Rights	Environment	Policy Advocacy	Inclusive Growth	Customer Value
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/policies for....	Y	Y*	Y	Y	Y	Y	Y	Y	Y
2	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national /international standards? If yes, specify?	All the policies are compliant of respective principles of NVG guidelines								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/owner/CEO/ appropriate Board Director?	Y	-	-	-	-	-	-	-	-
5	Does the company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	#	-	@	-	@	-	-	-	-
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies have been communicated to key internal Stakeholders. The communication is an ongoing process to cover all internal and external stakeholders.								

Sr. No.	Questions	Business Ethics	Product Life Responsibility	Employee Wellbeing	Stakeholder Engagement	Human Rights	Environment	Policy Advocacy	Inclusive Growth	Customer Value
		P1	P2	P3	P4	P5	P6	P7	P8	P9
8	Does the company have in-house structure to implement the policy/policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	-	-	Y	-	-	-

* While the Company does not manufacture any products, the policy addresses the aspects of health, safety and environmental protection in the Company's operations and services.

<http://www.adaniports.com/investor%20relations>

@ Policies pertaining to our human resources are available on the Company's internal web portal.

2a. If answer to S. No. 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The Company has not understood the principle	Not Applicable								
2	The Company is not at stage where it finds itself in a position to formulate and implement the policies on specified principle									
3	The company does not have financial or manpower resources available for the task									
4	It is planned to be done within next six month									
5	It is planned to be done within next one year									
6	Any other reason (please specify)									

3. Governance related to BR:

- (i) **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year:**

The Board of Directors assesses the Company's Business Responsibility performance on a quarterly basis along with CSR activities.

- (ii) **Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

This report comprises the Company's second Business Responsibility Report as per the National Voluntary Guidelines on Social, Environmental and Economic Responsibility of Business (NVG) which is published as a part of Annual Report. The Company currently does not publish a separate Sustainability Report.

Section E: Principle-wise Performance

Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability

- 1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/No. Does it extend to the Group / Joint Ventures /Suppliers/ Contractors/ NGOs/Others ?**

The Company has adopted a Code of Conduct for its Directors and Senior Management. Additionally, the Policy on Code of Conduct for Employees applies to all employees of Adani Group companies. It does not extend to other entities.

- 2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

No stakeholder complaints pertaining to the above Codes were received in the past financial year.

Principle 2: Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle

- 1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

The Company does not manufacture any product. However several of our port operations have incorporated energy efficiency and conservation activities which are described under Principle 6 in this section of the Business Responsibility Report. The Company has received various awards and recognition, including:

- Health, Safety and Environment Award at Gujarat Junction 2014.
- Won a total of 27 awards at the 24th State Level Annual Convention on Quality Circle held in Vadodara (Vadodara Chapter Convention on Quality Circle 2013).

- 2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc) per unit of product (optional):**

- I. Reduction during sourcing / production / distribution achieved since the previous year through the value chain:

The Company does not manufacture any product, hence this is not applicable.

- II. Reduction during usage by consumers (energy, water) achieved since the previous year?

The Company does not manufacture any product, hence this is not applicable.

- 3. Does the Company have procedures in place for sustainable sourcing (including transportation)?**

The Company does not have any manufacturing operations; hence procurement is not a material aspect to its business.

- 4. Has the Company undertaken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve the capacity and capability of local and small vendors?**

The Company encourages procurement of goods from locally based vendors, thereby creating indirect economic impact in the surrounding region. Additionally, the Company also procures various services (civil work, man power supply, maintenance work etc) from local contractors, which has led to creation of employment opportunities and skill development of the local population.

- 5. Does the company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste? If yes, what is the percentage of recycling of products and waste (Separately as < 5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

There are no specific initiatives to recycle waste, however the Company complies with all applicable regulatory requirements pertaining to waste disposal as prescribed by the regulatory agencies.

Principle 3: Business should promote the wellbeing of all employees

1. Please indicate total number of employees:

The Company has a total of 1029 employees as on March 31, 2014.

2. Please indicate total number of employees hired on temporary/contractual/casual basis:

The Company has a total of 1431 employees hired on contractual basis as on March 31, 2014.

3. Please indicate the number of permanent women employees:

The Company has 11 women employees as on March 31, 2014.

4. Please indicate the number of permanent employees with disabilities.

The Company has one permanent employee with disabilities as on March 31, 2014.

5. Do you have an employee association that is recognized by the Management?

The Company does not have an employee association recognized by the Management.

6. What percentage of permanent employees who are members of this recognized employee association?

Not applicable.

7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and those pending as on the end of the financial year.

There were no complaints of this nature during the financial year.

8. What percentage of under mentioned employees were given safety and skill up-gradation training in the last year? (Permanent employees, permanent women employees, causal/subcontracted employees, employees with disabilities).

Employee training and skills development is an integral aspect of the Company's human resources strategy. The Company's training programs extend to all permanent and contractual employees, which are rolled out as per the annual training calendar and individual employee training needs, covering a significant percentage of employees. All contractual employees are given mandatory safety training on induction as well as on the job skills related training through the Contractors and the Company.

Principle 4: Business should respect the interest of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

1. Has the company mapped its internal and external stakeholders?

Yes, the Company's key stakeholders include employees, suppliers, customers, business partners, regulatory agencies and local communities around its sites of operations.

2. Out of the above, has the company identified the disadvantaged, vulnerable and marginalized stakeholders?

Yes, the Company has identified the disadvantaged, vulnerable and the marginalized sections within the local communities around its sites of operations.

3. Special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders:

The Company, through the Adani Foundation, has undertaken several initiatives to engage with and ensure sustainable development of the marginalized groups in the local communities. Key initiatives include:

- (i) Adani Vidyamandir, Ahmedabad and Bhadrashwar for the students who come from economically challenged background which provides excellent educational and extracurricular opportunities in the state of art facility absolutely free of cost.

- (ii) A very structured multi-pronged project have been planned and implemented for fisher folk communities around Mundra, Hazira and Dahej.
- iii) As part of income generating activities fishing equipment and training is provided to fisher folk families of Dahej, Hazira and Mundra.
- iv) Health Cards and cashless treatment for senior citizens in Mundra (Gujarat).
- v) Special campaign is started to tackle issue of addiction in Dahej and Hazira region. This camp will be shaped more structured and strategic in coming years.
- vi) Door step health facility is provided through Mobile Health Care Unit in Mundra. The facility is also extended to fisher folk communities living at coastal area of Mundra region.
- vii) A school has been adapted in Hazira which provides best quality education along with different curricular activities to students of nearby villages.
- viii) Support to malnourished kids, adolescent girls and women in terms of additional nutritional food, awareness and medical care is provided at Mundra, Hazira and Dahej.
- ix) Diagnosis, Treatment and Awareness building for kidney stone problem in the highly saline coastal areas of Mundra (Gujarat).
- x) Infrastructure Development for basic amenities for, Education, Health Care, Potable water, Solar Lights as well as Sustainable Livelihood Development support to improve the Quality of Life for fishing communities in the coastal zones of Mundra, Dahej and Hazira (Gujarat).
- xi) Education grants and medical support is provided to the needy people.

Principle 5: Business should respect and promote human rights

1. Does the Company's policy on human rights cover only the company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others?

The Company has put in place a Human Rights policy applicable to all Adani Group Companies. The Company strictly adheres to all applicable labour laws and other statutory requirements in order to uphold the human rights within its organizational boundary.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the Management?

No stakeholder complaints were received during the last financial year.

Principle 6: Business should respect, protect, and make effort to restore the environment

1. Does the policy pertaining to this Principle cover only the Company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others?

The Company has adopted an Occupational Health, Safety and Environment Policy as these aspects are integral to the Company's business values. The Policy covers only the Company.

2. Does the company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc? Y / N. If yes, please give hyperlink for webpage etc.

Yes, the Company is continually doing several initiatives to address global environmental issues such as climate change and global warming in three different ways (i) through self-actions (ii) through awareness creation and (iii) through providing support for energy efficient products. The main objective behind all initiatives is to use and promote energy efficient technologies to reduce the energy consumption and related emission reduction. Being a port logistic company, the Company has installed and converted all diesel operated cranes in to electric mode which has helped reduce substantial amount of GHG emissions.

3. Does the Company identify and assess potential environmental risks? Y/N

Yes, the Company regularly identifies and assesses environmental risk during all stages of its existing and planned projects. The Company is carrying out detailed environmental impact assessment studies to assess all the likely impacts due to project and also prepare environment management plan to mitigate those impacts.

The Company is performing regular environmental monitoring of all the environmental parameters to assess the environmental status on a regular basis. Additionally, the Company is also carrying out other scientific studies including marine modelling studies to assess the response of marine components and parameters to evaluate the marine operations safety.

4. Does the Company have any project related to Clean Development Mechanism (CDM)? If so provide details thereof, in about 50 words or so. Also, If Yes, whether any environmental compliance report is filed?

No, the Company does not have any projects related to Clean Development Mechanism (CDM).

5. Has the Company undertaken any other initiatives on - clean technology, energy efficiency, renewable energy etc? Y/N. If yes, provide hyperlink to web page etc.

The Company is constantly and continuously working for improving energy efficiency either through improved operations or through adoption of better technologies. The Company has converted all its diesel operated cranes into electric mode and saved huge amount of emissions. Additionally, the Company has also installed and operating regenerative crane system which reduces the demand for energy consumption and thus reduces related emission reduction.

6. Are the Emissions / Waste generated by the Company within the permissible limits given by CPCB / SPCB for the financial year being reported?

Yes, the emissions / waste generated are within the permissible limits given by CPCB/SPCB.

7. Number of show cause / legal notices received from CPCB / SPCB which are pending as of end of financial year.

There are no show cause / legal notices received from CPCB/SPCB which are pending as of end of financial year.

Principle 7: Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner**1. Is your Company a member of any trade and chambers of association? If Yes, name only those major ones that your business deals with.**

Yes, the Company is a member of the following key associations, either directly or through its parent company (Adani Enterprises Limited):

- (i) Confederation of Indian Industry (CII)
- (ii) Federation of Indian Chamber of Commerce and Industry (FICCI)
- (iii) Independent Power Producers Association of India
- (iv) Gujarat Chamber of Commerce and Industry (GCCI)
- (v) Ahmedabad Management Association (AMA)

- 2. Have you advocated / lobbied through above associations for the advancement or improvement of public good? Yes/No; If yes specify the broad areas (Governance and Administration, Economic Reform, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others):**

Yes, through its membership in the above bodies, the Company has advocated on the key areas of energy security and electricity pricing, food security with respect to edible oil and pulses, increasing the productivity of coal mining, and improving the logistics and rail connectivity of ports.

Principle 8: Business should support inclusive growth and equitable development

- 1. Does the company have specified programme / initiatives/ projects in pursuit of the policy related to principle 8? If yes details thereof.**

Adani Foundation, the Corporate Social Responsibility (CSR) wing of Adani Group, is dedicated to undertake various activities for the sustainable development of communities around the sites of operations of the Group companies. The Foundation works in four core areas i.e.

- Education with special focus on quality education and girl child education
- Community Health
- Sustainable Livelihood Development
- Rural Infrastructure Development.

It lays a special focus on the marginalized sections of the communities. Through its activities in the above areas, the Adani Foundation reaches to 7 States, more than 1400 villages/towns and over 275000 families touching their lives to make a positive difference.

- 2. Are the programmes/projects undertaken through in-house team / own foundation /external NGO/Govt. structure /any other organisation?**

Adani Foundation is the well structured and developed Corporate Social Responsibility (CSR) arm of Adani Group. The CSR programs are carried out by and large through Adani Foundation (AF) and AF has created few very meaningful. partnership with several government agencies, government supported organizations, non-governmental organizations, community service organizations and the CSR network of other corporate houses.

- 3. Have you done any impact assessment of your initiative?**

Yes, impact assessments and SROI (Social Returns on Investment) analysis of the ongoing CSR programs are conducted at regular intervals to evaluate and continually improve the program implementation and outcomes.

- 4. What is the Company's direct monetary contribution to community development projects and details of projects undertaken?**

The Company's monetary contribution to community development projects in FY 2013-14 was ₹ 25.36 Crores. The focus areas of the Company's community development projects are outlined in response to Question 5 under Section B.

- 5. Have you taken steps to ensure that community development initiative is successfully adopted by the community? Please explain in 50 words.**

Community participation is encouraged at all stages of our community development / CSR initiatives, including program planning, monitoring, implementation and assessment / evaluation. Our community engagement is strengthened through conducting third-party need assessment surveys, participatory rural appraisals as well as formation of Village Development Committees (VDCs) and Cluster Development

Advisory Committee (CDAC), and Advisory Council with representation from the community, government and the Company. This high level of engagement and participation of community members lead to a greater sense of ownership among the people, ensuring successful adoption and sustained outcomes.

Principle 9: Business should engage with and provide value to their customers and consumers in a responsible manner

1. What Percentage of customer complaints / consumer cases are pending as on the end of financial year 2013-14?

There are no customer complaints / consumer cases pending as of end of financial year 2013-14.

2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks (additional information)

The Company does not manufacture any product, hence this is not applicable.

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as of end of FY 2014?

There are no such pending cases against the Company in a court of law.

4. Did your company carry out any consumer survey / consumer satisfaction trends?

The Company conducted a two Customer Satisfaction Surveys during financial year 2013-14. The first survey covered a total of 100 customers across various verticals viz. marine, dry cargo, liquid cargo and containers. The key objectives of this survey were to assess customer satisfaction and expectations towards the port services provided by the Company as well as to identify critical process improvement areas. The survey output shall help the Company identify competitive strengths and weaknesses, thereby providing a strategic tool for developing an action plan to effectively grow and strengthen its current market position.

The second survey was rolled out with the objective of gauging the sentiments of transporters / truckers towards the services and infrastructure provided. The survey covered 32 respondents who form the backbone of the logistics supply chain evacuating or carting cargo to the port. The output of the survey was in form of concise actionable points and the same helped the port improvise the services and infrastructure provided by the port to various port users.

Independent Auditors' Report

To
The Members of
Adani Ports and Special Economic Zone Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Adani Ports and Special Economic Zone Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards notified under the Companies Act, 1956 read with General Circular 8/2014 dated April 4, 2014, issued by the Ministry of Corporate Affairs. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Companies Act, 1956 ("the Act") 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, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, 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 purpose 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, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with General Circular 8/2014 dated April 4, 2014, issued by the Ministry of Corporate Affairs;
 - (e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For S.R. Batliboi & Associates LLP
Firm Registration Number: 101049W
Chartered Accountants

per Arpit K. Patel
Partner
Membership Number: 34032

Place : Ahmedabad
Date: May 15, 2014

Annexure referred to in paragraph 1 on other legal and regulatory requirement of our report of even date

Re: Adani Ports and Special Economic Zone Limited ('the Company')

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has regular programme of physical verification of its fixed assets through which all the fixed assets are verified in a phased manner, over a period of three years. In our opinion, physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) There was no disposal of a substantial part of fixed assets during the year.
- (ii) (a) The inventory of stores and spares, fuel and lubricants has been physically verified by the management during the year. In our opinion, the frequency of such physical verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) (a) The Company has granted loan to fifteen companies covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount outstanding during the year was ₹ 4,118.91 crore and the year end balance of loans granted to such parties was ₹ 2,974.67 crore.
- (b) The Company has given interest-free loans of ₹ 961.04 crore to certain subsidiaries and an associate company. According to the information and explanations given to us, and having regard to management's representation that the interest free loans are given to subsidiaries of the Company in the interest of the Company's business, the rate of interest and other terms and conditions for such loans are not prima facie prejudicial to the interest of the Company.
- (c) In respect of loan granted, repayment of the principal amount is as stipulated except where loan granted are repayable on demand. The Interest (excluding interest free loan) is generally payable annually except where the Company has discretion.
- (d) There is no overdue amount of loans granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- (e) The Company had taken loan from one company covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 223.00 crore and the year end balance of loans taken from such party was ₹ Nil.
- (f) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for such loans are not prima facie prejudicial to the interest of the Company.
- (g) In respect of loans taken, repayment of the principal amount is as stipulated and payment of interest has been regular.
- (iv) Part of the Company's purchases of fixed assets and sale of services are stated to be of unique and specialized nature, and hence, in such cases, the comparison of prices with the market rates or with purchases from/sales to other parties cannot be made. Read with the above, in our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory

and fixed assets and for the sale of services. The activities of the Company do not involve sale of goods. During the course of our audit, we have not observed any major weakness or continuing failure to correct major weakness in internal control system of the company in respect of these areas.

- (v) (a) According to the information and explanations provided by the management, we are of the opinion that there are no particulars of contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(v)(b) of the Companies (Auditor's Report) Order, 2003 (as amended), are not applicable to the Company and hence not commented upon.
- (vi) The Company has not accepted any deposits from the public.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956, related to the processing activity pertaining to harboring, berthing, docking, elevating, towing, handling and warehousing products, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (ix) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income tax, wealth tax, service tax, sales tax, customs duty, excise duty and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanation given to us, the dues outstanding of service tax, customs duty, excise duty and income tax on account of any dispute, are as follows:

(₹ In Crore)

Name of the statute	Nature of Tax	Amount reported in FY 2014	Period to which the amount relates	Forum where dispute is pending
Customs Act, 1962	Custom Duty	2.00	June, 2008	Commissioner of Customs and Central Excise, Ahmedabad
Customs Act, 1962	Custom Duty	0.27	November, 2004	Customs, Excise and Service Tax Appellate Tribunal, Mumbai
Customs Act, 1962	Custom Duty	0.14	July, 2003	Assistant Commissioner of Customs, Mundra
Customs Act, 1962	Custom Duty	0.25	August, 2007	Deputy Commissioner of Customs, Mundra
Finance Act, 1994	Service Tax	6.72	December, 2004 to March, 2006	High Court of Gujarat

(₹ In Crore)

Name of the statute	Nature of Tax	Amount reported in FY 2014	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994	Service Tax	0.56	October, 2003 to August, 2005	Commissioner (Appeals) Rajkot
	Service Tax	42.51	April, 2006 to September, 2006	Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad
	Service Tax	33.48	October, 2007 to September, 2008	Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad
	Service Tax	38.77	October, 2008 to September, 2009	Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad
	Service Tax	0.61	October, 2009 to March, 2010	Commissioner of Service Tax, Ahmedabad
	Service Tax	58.44	October, 2009 to September, 2011	Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad
	Service Tax	31.08	April, 2011 to March, 2012	Commissioner of Service Tax, Ahmedabad
Finance Act, 1994	Service Tax	6.72	April, 2004 to August, 2009	High Court of Gujarat
	Service Tax	0.15	April, 2009 to March, 2010	Commissioner of Service Tax, Ahmedabad
	Service Tax	0.02	Financial year 2010-11	Commissioner of Service Tax, Ahmedabad
Income Tax Act, 1961	Income Tax	9.74	AY 2009-10	Commissioner of Income Tax (Appeals)
	Income Tax	0.92	AY 2010-11	
	Income Tax	51.77	AY 2011-12	

- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (xi) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, banks or debenture holders.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause (xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause (xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.

- (xv) According to the information and explanations given to us, the Company has given guarantees for loans taken by others from banks, the terms and conditions whereof, in our opinion, are not prima-facie prejudicial to the interest of the Company.
- (xvi) Based on information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained, though idle/surplus funds which were not required for immediate utilization have been invested in Fixed Deposits and given as Inter-Corporate deposits.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) According to information and explanation given to us and based on records, the Company has created security in respect of debentures issued.
- (xx) The Company has not raised any money through a public issue during the year.
- (xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

For S.R. Batliboi & Associates LLP
ICAI Firm Registration Number: 101049W
Chartered Accountants

Place of Signature : Ahmedabad
Date: May 15, 2014

per Arpit K. Patel
Partner
Membership Number: 34032

Balance Sheet as at March 31, 2014

PARTICULARS	Notes	As at March 31, 2014 (₹ in Crore)	As at March 31, 2013 (₹ in Crore)
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	3	416.82	403.49
Reserves and Surplus	4	8,919.07	6,300.48
Sub Total		9,335.89	6,703.97
NON-CURRENT LIABILITIES			
Long-term Borrowings	5	7,861.22	7,404.61
Deferred Tax Liabilities (Net)	6	670.79	552.97
Other Long term liabilities	7	886.34	576.82
Long-Term Provisions	8	281.03	46.58
Sub Total		9,699.38	8,580.98
CURRENT LIABILITIES			
Short Term Borrowings	9	405.55	394.70
Trade Payables	10	216.67	129.75
Other Current Liabilities	11	942.74	2,147.05
Short Term Provisions	8	304.15	298.84
Sub Total		1,869.11	2,970.34
Total		20,904.38	18,255.29
ASSETS			
NON CURRENT ASSETS			
Fixed assets			
Tangible Assets	12	8,481.42	7,709.37
Intangible Assets	12	55.82	59.05
Capital Work-In-Progress	34	661.49	1,131.69
Fixed asset held for sale	33	-	1,013.38
		9,198.73	9,913.49
Non-Current Investments	13	1,786.26	1,207.29
Loans and Advances	14	4,326.14	2,067.38
Trade Receivables	17	440.61	81.58
Other Non-Current Assets	18	370.15	354.66
Sub Total		16,121.89	13,624.40
CURRENT ASSETS			
Current Investments	15	-	120.01
Inventories	16	143.03	87.29
Trade Receivables	17	829.42	721.17
Cash and Bank Balances	19	399.83	593.59
Loans and Advances	14	2,840.60	1,645.35
Other Current Assets	18	569.61	1,463.48
Sub Total		4,782.49	4,630.89
Total		20,904.38	18,255.29
Summary of significant accounting policies.	2.1		

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S.R. BATLIBOI & ASSOCIATES LLP

Firm Registration No.: 101049W

Chartered Accountants

per Arpit K. Patel

Partner

Membership No.: 34032

Place : Ahmedabad

Date : May 15, 2014

For and on behalf of the Board of Directors

Gautam S. Adani

Chairman and Managing Director

Dr. Malay R. Mahadevia

Wholetime Director

Place : Ahmedabad

Date : May 15, 2014

Rajesh S. Adani

Director

B Ravi

Chief Financial Officer

Dipti Shah

Company Secretary

Statement of Profit and Loss for the year ended March 31, 2014

PARTICULARS	Notes	For the Year ended March 31, 2014 (₹ in Crore)	For the Year ended March 31, 2013 (₹ in Crore)
Revenue from Operations	20	4,345.78	3,361.05
Other Income	21	679.75	203.24
Total Revenue		5,025.53	3,564.29
Expenses			
Operating Expenses	22	1,271.50	644.00
Employee Benefits Expenses	23	117.00	104.38
Other Expenses	24	217.21	142.44
Finance Costs	25	753.86	441.90
Depreciation and Amortization Expense		455.71	342.38
Total Expenses		2,815.28	1,675.10
Profit for the year before taxation		2,210.25	1,889.19
Tax Expense:			
- Current Tax (MAT) (Refer note 32)		463.63	377.36
- MAT Credit Entitlement		(387.37)	(365.58)
- Deferred Tax Charge		117.82	123.23
Profit for the year		2,016.17	1,754.18
Earning per Equity Share (in ₹) face value of ₹ 2 each	26		
- Basic		9.80	8.76
- Diluted		9.80	8.76
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S.R. BATLIBOI & ASSOCIATES LLP

Firm Registration No.: 101049W

Chartered Accountants

per Arpit K. Patel

Partner

Membership No.: 34032

Place : Ahmedabad

Date : May 15, 2014

For and on behalf of the Board of Directors

Gautam S. Adani

Chairman and Managing Director

Dr. Malay R. Mahadevia

Wholetime Director

Place : Ahmedabad

Date : May 15, 2014

Rajesh S. Adani

Director

B Ravi

Chief Financial Officer

Dipti Shah

Company Secretary

Cash Flow Statement for the year ended March 31, 2014

PARTICULARS	For the Year ended March 31, 2014 (₹ in Crore)	For the Year ended March 31, 2013 (₹ in Crore)
A. Cash Flow from Operating Activities		
Net profit before tax	2,210.25	1,889.19
Adjustments for :		
Depreciation and Amortisation	455.71	342.38
Unclaimed liabilities / excess provision written back	(5.33)	(1.25)
Cost of Land Leased	0.35	2.57
Amortisation of Amounts Received under Long Term Land Lease / Infrastructure Usage Agreements	(45.56)	(28.40)
Finance Cost	497.68	418.79
Unrealised Foreign Exchange (Gain) / Loss	62.34	(19.26)
Unrealised derivate (Gain / Loss)	249.91	(7.73)
Interest Income	(538.99)	(114.52)
Profit on sale of Current Investments	-	(70.00)
Dividend Income from long term and current investments	(11.84)	(6.95)
(Profit) on sale of Fixed Assets	(109.97)	5.27
Bad Debts/ Provision for Doubtful Debts	-	(0.02)
Profit on sale of Current Investments	-	(0.03)
Operating Profit before Working Capital Changes	2,764.55	2,410.04
(Increase) in Trade Receivables	(467.28)	(468.88)
(Increase) in Inventories	(55.74)	(24.77)
(Increase) in Other Current Assets	(9.83)	(94.92)
Decrease / (Increase) in Other Non Current Assets	26.95	(99.15)
(Increase) in Short Loans and Advances	(35.06)	(7.03)
(Increase) in Long Term Loans and Advances	(341.05)	(3.98)
Increase in Provision	4.89	0.89
Increase / (Decrease) in Trade Payables	86.23	(40.31)
(Decrease) / Increase in Other Current Liabilities	(241.40)	57.22
Increase / (Decrease) in Long Term Liabilities	355.08	(4.04)
Cash Generated from Operations	2,087.34	1,725.07
Direct Taxes (paid) / Refund (Net)	(485.73)	(355.23)
Net Cash from Operating Activities	1,601.61	1,369.84
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(408.32)	(918.05)
Investments made in Subsidiaries / Joint Venture Company / Share application money paid (including acquisition from third parties)	(326.11)	(639.90)
Refund of share application money	19.93	-
Proceed from sale of Investments	1,238.08	0.34
Inter-corporate deposit/ loans given	(5,755.31)	(3,250.37)
Inter-corporate deposit/ loans received back	2763.16	1,462.86
Proceeds from / (Deposits in) Fixed Deposits with a maturity period of more than 90 days (net)	(304.46)	284.72
Purchase of Investments in Mutual Fund	(5,001.48)	(2,393.84)
Proceed from sale of Investments in Mutual Fund	5,121.51	2,273.85
Proceeds from sale of fixed assets	142.89	676.69
Dividend Income	11.84	6.95
Interest Received	184.64	50.89
Net Cash used in Investing Activities	(2,313.63)	(2,445.86)

Cash Flow Statement for the year ended March 31, 2014

PARTICULARS	For the Year ended March 31, 2014 (₹ in Crore)	For the Year ended March 31, 2013 (₹ in Crore)
C. Cash Flow from Financing Activities		
Receipt of Long Term Borrowings	472.58	3,902.31
Repayment of Long Term Borrowings (including Debentures)	(489.23)	(1,310.71)
Receipt of Short Term Borrowings	1,068.02	1,767.12
Repayment of Short Term Borrowings	(1,074.75)	(2,349.30)
Proceeds from issue of fresh equity	999.86	-
Payment of Share Issue Expenses	(9.76)	-
Inter-corporate deposit received	570.50	804.00
Inter-corporate deposit refund	(570.50)	(804.00)
Interest & Finance Charges Paid	(474.65)	(392.86)
Interest & Finance Charges Paid and Capitalised	-	(36.75)
Payment of dividend	(207.01)	(140.17)
Payment of dividend distribution tax	(35.18)	(22.75)
Net Cash Flow from/(used in) Financing Activities	249.88	1,416.89
D. Net Increase in Cash and Cash Equivalents (A+B+C)	(462.14)	340.87
E. Cash and Cash Equivalents at start of the year	554.49	213.62
F. Cash and Cash Equivalents at close of the year	92.35	554.49
Components of Cash & Cash Equivalents		
Cash and Cheques on Hand	0.04	0.60
Balances with Scheduled Banks		
- On Current Accounts	40.90	107.60
- On Current Accounts Earmarked for unpaid dividend and share application refund money	1.41	1.29
- On Fixed Deposit Accounts	50.00	445.00
Cash and Cash Equivalents at close of the year (refer note 19)	92.35	554.49

Notes:

- The Cash Flow Statement has been prepared under the Indirect method as set out in Accounting Standard-3 on Cash Flow Statements notified by Company Accounting Standard Rules, 2006.
- Previous year's figures have been regrouped where necessary to confirm to this year's classification.
- During the year ended in March 31, 2014, the Company has converted interest free loan of ₹ 346.32 crore given to a wholly owned subsidiary in earlier into advance towards Share Application Money and interest bearing loan of ₹ 248.00 crore given to a fellow subsidiary entity (of which ₹ 54.00 crore were given in earlier year) into capital advance and interest bearing loan of ₹ 307.00 crore given to a third party into capital advance. Thus, the impact of this has not been given in the cash flow statement above.

As per our report of even date
For S.R. BATLIBOI & ASSOCIATES LLP
Firm Registration No.: 101049W
Chartered Accountants

per Arpit K. Patel
Partner
Membership No.: 34032
Place : Ahmedabad
Date : May 15, 2014

For and on behalf of the Board of Directors

Gautam S. Adani
Chairman and Managing Director

Dr. Malay R. Mahadevia
Wholetime Director

Place : Ahmedabad
Date : May 15, 2014

Rajesh S. Adani
Director

B Ravi
Chief Financial Officer

Dipti Shah
Company Secretary

Notes to the Financial Statements for the year ended March 31, 2014

1. Corporate information

Adani Ports and Special Economic Zone Limited ('the Company', 'APSEZL') is in the business of development, operations and maintenance of port infrastructure has linked multi product Special Economic Zone (SEZ) and related infrastructure contiguous to Mundra port. The initial port infrastructure facilities at Mundra including expansion thereof through development of additional terminals and south port infrastructure facilities are developed pursuant to the concession agreement with Government of Gujarat (GoG) and Gujarat Maritime Board (GMB) for 30 years period effective from February 17, 2001. The Company has expanded port infrastructure facilities through approved supplementary concession agreement (pending to be concluded) which will be effective till the year 2040, whereby port infrastructure has been developed at Wandh, Mundra to handle coal cargo. The said agreement is in the process of getting signed with GoG and GMB as at the year end although the part of the Coal terminal at Wandh is recognised as commercially operational w.e.f. February 1, 2011.

The Container terminal facilities (CT-1) initially developed by the Company was transferred under sub-concession agreement between Mundra International Container Terminal Limited (MICTL) (erstwhile Adani Container (Mundra)Terminals Limited) and APSEZL entered into, on January 7, 2003 wherein APSEZL has given rights to MICTL to handle the container cargo for a period of 28 years i.e. up to February 17, 2031. Similarly container facilities developed as South Port (CT-3) has been leased under approved sub concession agreement dated October 17, 2011 to (50:50) joint venture Company Adani International Container Terminal Private Limited (AICTPL) as per co-termination with main concession agreement with GMB. The sub-concession agreement is pending to be concluded with GMB.

The Multi Product Special Economic Zone at Mundra and surrounding areas is developed by the Company as per approval of Government of India vide their letter no. F-2/11/2003/EPZ dated April 12, 2006 as amended from time to time till date. The Company has also taken approval of Ministry of Commerce and Industry to set up Free Trade and Warehousing Zone vide letter no. F.1/16/2011-SEZ dated March 26, 2012. During the year, the Company has applied to Ministry of Commerce and Industry for further notification of 1856 hectares of land as a Multi Product Special Economic Zone.

2. Basis of Preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended), the provisions of the Companies Act, 2013 (to the extent notified) read with general Circular 08/2014 dated April 04, 2014 issued by Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 1956 (to the extent applicable). The financial statements have been prepared on an accrual basis under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

2.1 Summary of Significant Accounting Policies

a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the

outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b) Tangible Fixed Assets

- i) Fixed assets are stated at cost net of accumulated depreciation and impairment losses, if any. Cost comprises the purchase price, borrowing costs if capitalisation criteria are met directly attributable cost of bringing the asset to its working condition for its intended use. Borrowing cost relating to acquisition / construction of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.
- ii) Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future economic benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.
- iii) The company adjusts exchange differences arising on translation/settlement of long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset to the cost of the asset and depreciates the same over the remaining useful life in accordance with MCA circular dated August 09, 2012, exchange differences adjusted to the cost of fixed assets are total differences, arising on long term foreign currency monetary items pertaining to acquisition of a depreciable asset, for a period. In other words, the Company does not differentiate between exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other exchange difference.
- iv) Gains or losses arising from derecognition/ sale proceeds of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized except where Company has held the assets with an intention of not being used for the purpose of providing services.
- v) Insurance spares are capitalised as part of mother assets.

c) Expenditure on new projects and substantial expansion

Expenditure directly relating to construction / development 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 directly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is not related to the construction activity nor is incidental thereto, is charged to the statement of profit and loss.

d) Depreciation on tangible fixed assets

- i) Depreciation on fixed asset is calculated on Straight Line Method (SLM) using the rates arrived at based on the useful lives estimated by the management or those prescribed under Schedule XIV to the Companies Act, 1956, whichever is higher. For assets stated in para (ii) to (iv) below, higher depreciation rate has been used based on the useful life estimated by the management.

ii)	Assets	Estimated Useful Life
	Leasehold Land Development, Marine Structure and Dredged Channel	Over the balance period of Concession Agreement and approved Supplementary Concession Agreement by Gujarat Maritime Board, as applicable.
	Dredging Pipes - Plant and Machinery	1.5 Years
	Nylon and Steel coated belt on Conveyor - Plant and Machinery	4 Years and 10 Years respectively
	Inner Floating and outer floating hose, String of Single Point Mooring - Plant and Machinery	5 Years
	Fender, Buoy, Capstan installed at Jetty- Marine Structures	5 - 15 Years
	Backup Yard	50 Years
iii)	Depreciation on individual assets costing up to ₹ 5,000 and mobile phones, included under office equipments are provided at the rate of 100% in the month of purchase.	
iv)	Insurance spares, whose use is expected to be irregular, are depreciated prospectively over the remaining useful lives of the respective mother assets.	

At the end of the sub -concession agreement and supplementary concession agreement, all contracted immovable and movable assets shall be transferred to and shall vest in Gujarat Maritime Board ('GMB') for consideration equivalent to the Depreciated Replacement Value (the 'DRV'). For the purpose of depreciation for the year, DRV is considered Nil on account of uncertainty in determination .

e) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an amalgamation in the nature of purchase is their fair value as at the date of amalgamation. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets are amortized on straight line basis over their estimated useful lives as follows :

Intangible Assets	Estimated Useful Life
Leasehold Land – Right to Use	Over the balance period of Concession Agreement and approved Supplementary Concession Agreement by Gujarat Maritime Board, as applicable.
Goodwill arising on the amalgamation of Adani Port Limited	Over the balance period of Concession Agreement computed from the Appointed Date of the Scheme of Amalgamation i.e. 28 Years.
Software applications	3 Years

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

f) Impairment of tangible and intangible assets

- i) The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the company estimates the asset's recoverable amount. The asset's recoverable amount is the higher of the asset's or cash generating unit's (CGU), net selling price and value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other asset or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the asset.
- ii) After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

g) Borrowing Costs

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings over the loan period.

Borrowing costs directly attributable to the acquisition or construction of an assets that takes substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are charged to statement of profit and loss.

h) Leases**Where the Company is the lessee**

Finance leases includes rights of use in leased land, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liabilities. Finance charges are charged as expense in the statement of profit and loss.

A leased asset is depreciated on a straight line basis over the useful life of the asset or useful life envisaged in Schedule VI of the Companies Act, 1956 which ever is lower. However, If there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, the capitalized leased assets is depreciated on a straight line basis over the shorter of the estimated useful life of the asset or the lease term.

Leases, wherein the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight line basis over the lease term.

Where the Company is the lessor

Leases includes rights to use in leased / sub leased land in which the company transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under a finance lease are recognized as a receivable at an amount equal to the net investment in the lease. After initial recognition, lease rentals are apportioned between principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The principal amount received reduces the

net investment in the lease and interest is recognized as revenue. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

i) Investments

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Investments, which are readily realizable and intended to be held for not more than a year from the date on which such investments are made, are classified as current investments. All other investments are classified as long - term investments. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long - term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

j) Inventories

Stores and Spares: Valued at lower of cost and net realizable value. Cost is determined on a moving weighted average basis. Cost of stores and spares lying in bonded warehouse includes custom duty accounted for on an accrual basis.

Net Realizable Value is the estimated current procurement price in the ordinary course of the business.

k) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

i) Port Operation Services

Revenue from port operation services including cargo handling, storage and rail infrastructure are recognized on proportionate completion method basis based on service performed. Revenue on take-or-pay charges are recognized for the quantity that is the difference between annual agreed tonnage and actual quantity of cargo handled. The amount recognised as a revenue is exclusive of service tax and education cess where applicable.

Income in the nature of license fees / royalty is recognised as and when the right to receive such income is performed as per terms and conditions of relevant agreement.

ii) Income from Long Term Leases

As a part of its business activity, the Company leases/ sub-leases land on long term basis to its customers. In some cases, the Company enters into cancellable lease / sub-lease transaction, while in other cases, it enters into non-cancellable lease / sub-lease transaction apart from other criteria to classify the transaction between the operating lease or finance lease. The Company recognises the income based on the principles of leases as per Accounting Standard

– 19, Leases and accordingly in cases where the land lease / sub-lease transaction are cancellable in nature, the income in the nature of upfront premium received / receivable is recognised on operating lease basis i.e. on a straight line basis over the period of lease / sub-lease agreement / date of Memorandum of understanding takes effect over lease period and annual lease rentals are recognised on an accrual basis. In cases where land lease / sub-lease transaction are non-cancellable in nature, the income is recognised on finance lease basis i.e. at the inception of lease / sub-lease agreement / date of Memorandum of understanding takes effect over lease period, the income recognised is equal to the present value of the minimum lease payment over the lease period (including non-refundable upfront premium) which is substantially equal to the fair value of land leased / sub-leased. In respect of land given on finance lease basis, the corresponding cost of the land and development costs incurred are expensed off in the statement of profit and loss.

iii) Deferred Infrastructure Usage

Income from infrastructure usage fee collected upfront basis from the customer is recognised over the balance contractual period on straight line basis.

iv) Development of Infrastructure Assets

In case the Company is involved in development and construction of infrastructure assets where the outcome of the project cannot be estimated reasonably, revenue is recognised when all significant risks and rewards of ownership in the infrastructure assets are transferred to the customer and all critical approvals necessary for transfer of the project are received / obtained.

v) Contract Revenue

Revenue from construction contracts is recognized on a percentage completion method, in proportion that the contract costs incurred for work performed up to the reporting date stand to the estimated total contract costs indicating the stage of completion of the project. Contract revenue earned in excess of billing has been reflected under the head "Other Current Assets" and billing in excess of contract revenue has been reflected under the head "Other Current Liabilities" in the balance sheet. Full provision is made for any loss in the year in which it is first foreseen.

Income from fixed price contract - Revenue from infrastructure development project / services under fixed price contract, where there is no uncertainty as to measurement or collectability of consideration is recognised based on milestones reached under the contract.

vi) Interest

Interest is recognized on a time proportion basis taking into account the amount outstanding and the applicable rate. Interest income on land leases is included under the head "Revenue from operations" and other interest income is included under the head "Other income". Interest income also include interest earned from multi year payment terms with customers and is included under the head "Other income".

vii) Dividends

Revenue is recognized when the shareholders' right to receive payment is established by the balance sheet date.

I) Foreign Currency Translation**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 retranslated using the exchange rate prevailing at the reporting date. Non-monetary items which are measured 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

The Company accounts for exchange difference arising on translation / settlement of foreign currency monetary as below:

- a) Exchange differences arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset.
- b) Exchange differences arising on other long-term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Item Translation Difference Account" and amortized over the remaining life of the concerned monetary item.
- c) All other exchange differences are recognized as income or as expenses in the period in which they arise.

For the purpose of (a) and (b) above, the company treats a foreign monetary item as "long-term foreign currency monetary item", if it has a term of 12 months or more at the date of its origination. The exchange differences arising on long-term foreign currency monetary items are adjusted to the carrying cost of that assets.

iv) Forward Exchange Contracts entered into to hedge foreign currency risk of an existing asset / liability

The premium or discount arising at the inception of forward exchange contracts is amortized as an expense/ income over the life of the contract. Exchange differences on such contracts, except the contracts which are long term foreign currency monetary items, are recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the period. Any gain/loss arising on forward contracts which are long term foreign currency monetary items is recognized in accordance with paragraph (iii) above.

v) Derivative instruments

The Company uses derivative financial instrument, such as principal only swap i.e. INR to foreign currency to take advantage of lower interest rate of foreign currency borrowings. In accordance with the ICAI announcement, derivative contracts, other than foreign currency forward contracts covered under AS 11, are marked to market on a portfolio basis, and the net loss, if any, after considering the offsetting effect of gain on the underlying hedged item, is charged to the statement of profit and loss. Net gain, if any, after considering the offsetting effect of loss on the underlying hedged item, is ignored.

m) Retirement and Other Employee Benefits**i) Provident fund and superannuation fund**

Retirement benefits in the form of Provident Fund and Superannuation Fund Schemes are defined contribution schemes and the contributions are charged to the statement of profit and loss of the year when the contributions to the respective funds are due when an employee renders the related service. There are no other obligations other than the contribution payable to the respective funds.

ii) Gratuity

Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The Company has taken an insurance policy under the Group Gratuity Scheme with the Life Insurance Corporation of India (LIC) to cover the gratuity liability of the employee.

iii) Leave Benefits

Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation as at the end of the period. The actuarial valuation is done as per projected unit credit method. The company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for twelve month after the reporting date.

iv) Actuarial Gains / Losses

Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

n) 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 Income-Tax Act, 1961 enacted in India. The tax rate and tax laws used to compute the amount are those that are enacted or substantially enacted, at the reporting date. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. The Company is eligible and claiming tax deductions available under section 80IAB of the Income Tax Act, 1961 w.e.f FY 2007-08.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. In view of Company availing tax deduction under Section 80IAB of the Income Tax Act, 1961, deferred tax has been recognized in respect of timing difference, which originates during the tax holiday period but reverse after the tax holiday period. Deferred tax assets are recognized 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 realized. In situations where the company has carry forward unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each balance sheet date, unrecognized deferred tax assets of earlier years and carrying amount of deferred tax assets are reviewed to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized. The company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will

be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

o) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference share dividends and attributable taxes) by the weighted average number of equity 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.

p) Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on best management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best management estimates.

q) Segment Reporting Policies

The Company's operating businesses are organized and managed separately according to the nature of services provided, with each segment representing a strategic business unit that offers different services, the risk and return profile of individual business unit, the organisational structure and internal reporting system of the Company. The analysis of geographical segments is not required as the Company's operations are within single geographical segment i.e. India.

r) Cash and Cash equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise of cash at bank and in hand and short-term investments with an original maturity of three months or less.

s) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liabilities but discloses its existence in the financial statement.

(₹ In Crore)

3. Share capital	March 31, 2014	March 31, 2013
Authorized shares		
50,00,000 (previous year 50,00,000) Non Cumulative Redeemable Preference Shares of ₹ 10 each	5.00	5.00
4,97,50,00,000 (previous year 4,97,50,00,000) Equity Shares of ₹ 2 each	995.00	995.00
	1,000.00	1,000.00
Issued, subscribed and fully paid-up shares		
28,11,037 (previous year 28,11,037) 0.01% Non-Cumulative Redeemable Preference Shares of ₹ 10 each fully paid up (Redeemable at a premium of ₹ 990 per Share on March 28, 2024).	2.81	2.81
2,07,00,51,620 (previous year 2,00,33,94,100) fully paid up Equity Shares of ₹ 2 each.	414.01	400.68
Total issued, subscribed and fully paid-up share capital	416.82	403.49

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Preference Shares	March 31, 2014		March 31, 2013	
	No.	₹ In Crore	No.	₹ In Crore
At the beginning of the year	28,11,037	2.81	28,11,037	2.81
Outstanding at the end of the year	28,11,037	2.81	28,11,037	2.81
Equity Shares	March 31, 2014		March 31, 2013	
	No.	₹ In Crore	No.	₹ In Crore
At the beginning of the year	2,00,33,94,100	400.68	2,00,33,94,100	400.68
Add: Issued during the year (refer note f below)	6,66,57,520	13.33	-	-
Outstanding at the end of the year	2,07,00,51,620	414.01	2,00,33,94,100	400.68

b. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The final dividend recommended by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

For the current financial year 2013-14 the Company proposed a final dividend of ₹ 1.00 per share. (For the previous financial year the Company proposed and paid a final dividend of ₹ 1.00 per share).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Terms of Non-cumulative redeemable preference shares

The Company has 28,11,037 outstanding 0.01 % Non-Cumulative Redeemable Preference Shares ('NCRPS') of ₹ 10 each issued at a premium of ₹ 990 per share. Each holder of preference shares has a right to vote only on resolutions placed before the company which directly affects the right attached to preference share holders. These shares are redeemable on March 28, 2024 at an aggregate premium amount of ₹ 278.29 crore. The Company credits the redemption premium on

proportionate basis every year to Preference Share Capital Redemption Premium Reserve and debits the same to Securities Premium Account as permitted by Section 78 of the Companies Act, 1956.

In the event of liquidation of the company the holder of NCRPS will have priority over equity shares in the payment of dividend and repayment of capital.

d. Shares held by holding/ultimate holding company and/or their subsidiaries/associates

Out of equity shares issued by the company, shares held by its holding company, are as below:

(₹ In Crore)

	March 31, 2014	March 31, 2013
Adani Enterprises Limited, the holding company 1,55,23,61,640 ₹ equity shares (previous year 1,55,23,61,640 equity share) of ₹ 2 each fully paid.	310.47	310.47

e. Details of shareholders holding more than 5% shares in the company

	March 31, 2014		March 31, 2013	
	No.	% Holding in the Class	No.	% Holding in the Class
Equity shares of ₹ 2 each fully paid				
Adani Enterprises Limited, holding company	1,55,23,61,640	74.99%	1,55,23,61,640	77.49%
Non-Cumulative Redeemable Preference Shares of ₹ 10 each fully paid up				
Gujarat Ports Infrastructure and Development Co. Ltd.	3,09,213	11.00%	3,09,213	11.00%
Priti G. Adani	5,00,365	17.80%	5,00,365	17.80%
Shilin R. Adani	5,00,364	17.80%	5,00,364	17.80%
Pushpa V. Adani	5,00,365	17.80%	5,00,365	17.80%
Ranjan V. Adani	5,00,455	17.80%	5,00,455	17.80%
Suvarna M. Adani	5,00,275	17.80%	5,00,275	17.80%
	28,11,037	100.00%	28,11,037	100.00%

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

- f.** During the year Company completed its Institutional placement programme (IPP) under chapter VIII-A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, as amended, which opened on June 4, 2013 and closed on the same date. Pursuant this, 6,66,57,520 equity shares of ₹ 2 each at a premium of ₹ 148 per share were allotted on June 7, 2013.

(₹ In Crore)

4. Reserves and surplus	March 31, 2014	March 31, 2013
Securities Premium Account		
- Preference		
Balance as per the last financial statements	153.07	166.98
Less: transferred to Preference Share Capital Redemption Premium Reserve	(13.91)	(13.91)
Closing Balance	139.16	153.07
- Equity		
Balance as per the last financial statements	1,667.35	1,667.35
Add: Premium on issue as per Institutional Placement program (IPP)	986.53	-
Less: Share Issue Expenses	(9.76)	-
Closing Balance	2,644.12	1,667.35
Debenture Redemption Reserve		
Balance as per the last financial statements	65.35	117.83
Add: transferred from balance in the statement of profit and loss	69.10	69.10
Less : transferred to General Reserve	(14.00)	(121.58)
Closing Balance	120.45	65.35
Capital Redemption Reserve		
Balance as per the last financial statements	1.26	1.12
Add: transferred from surplus balance in the statement of profit and loss	0.14	0.14
Closing Balance	1.40	1.26
Preference Share Capital, Redemption Premium Reserve		
Balance as per the last financial statements	125.23	111.32
Add: transferred from Securities Premium Account	13.91	13.91
Closing Balance	139.14	125.23
General Reserve		
Balance as per the last financial statements	796.87	499.87
Add : transferred from surplus balance in the statement of profit and loss	201.62	175.42
Add : transferred from Debenture Redemption Reserve	14.00	121.58
Closing Balance	1,012.49	796.87
Foreign Currency Monetary Item Translation Difference Account		
Balance as per the last financial statements	(54.32)	(17.06)
Add : foreign exchange Gain /(Loss) during the year	(175.53)	(66.09)
Less : amortised in statement of profit and loss	51.16	28.83
Closing Balance	(178.69)	(54.32)
Surplus in the statement of profit and loss		
Balance as per last financial statements	3,545.67	2,270.54
Profit for the year	2,016.17	1,754.18
	5,561.84	4,024.72
Less: Appropriations		
Dividend on Preference Shares	*_	*_
Tax on Dividend on Preference Shares (including surcharge)	*_	*_
Proposed final dividend on Equity Shares [#]	213.67	200.34
Tax on Final Dividend (including surcharge) [#]	36.31	34.05
Transfer to Capital Redemption Reserve	0.14	0.14
Transfer to General Reserve	201.62	175.42
Transfer to Debenture Redemption Reserve	69.10	69.10
Net Surplus in the statement of profit and loss	5,041.00	3,545.67
* Figures being nullified on conversion to ₹ in Crore.		
Total Reserves and surplus	8,919.07	6,300.48

[#] (Proposed final dividend on equity shares and tax on dividend includes ₹ 6.67 Crore and ₹ 1.13 Crore respectively, relates to additional equity share issued during the year under institutional placement program.)

(₹ In Crore)

5. Long-term borrowings	Non-current portion		Current maturities	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Debentures				
9,890 (previous year 9,890) 10.50% Secured Non Convertible Redeemable Debenture of ₹ 10,00,000 each (Redeemable at three annual equal installments commencing from February 25, 2021) (secured)	989.00	989.00	-	-
3,000 (previous year 3,000) 11.2% Secured Non Convertible Redeemable Debenture of ₹10,00,000 each (Redeemable at par on September 19, 2015) (secured)	300.00	300.00	-	-
7,750 (previous year 7,750) 10.50% Secured Non Convertible Redeemable Debenture of ₹10,00,000 each (Redeemable at 40 quarterly installments commencing from December 27, 2012, 6 installments paid till March 31, 2014) (secured)	645.00	704.00	59.00	56.00
Term loans				
Foreign currency loans:				
From banks (secured)	5,152.48	4,458.70	266.41	246.92
From banks (unsecured)	20.53	28.56	4.11	-
Other financial institutions (secured)	202.21	210.35	29.96	6.79
Rupee loans:				
From banks (secured)	552.00	589.00	37.00	31.00
From banks (unsecured)	-	125.00	125.00	125.00
Suppliers bills accepted under foreign currency letters of credit				
From banks (secured)	-	-	117.70	70.23
	7,861.22	7,404.61	639.18	535.94
The above amount includes				
Secured borrowings	7,840.69	7,251.05	510.07	410.94
Unsecured borrowings	20.53	153.56	129.11	125.00
Amount disclosed under the head "other current liabilities" (Refer note 11)	-	-	(639.18)	(535.94)
Net amount	7,861.22	7,404.61	-	-

1. Debentures include Secured Non-Convertible Redeemable Debentures amounting to ₹ 1289.00 crore (previous year ₹ 1289.00 crore) are secured by first Pari-passu charge on all the immovable and movable assets of Multi-purpose, Terminal-II and Container Terminal –II project assets.
2. Debentures include Secured Non-Convertible Redeemable Debentures aggregating to ₹ 704.00 crore (previous year ₹ 760.00 crore) are secured by exclusive mortgage and charge on entire Single Point Mooring (SPM) facilities serving Indian Oil Corporation Limited - Mundra and the first charge over receivables from Indian Oil Corporation Limited.
3. Foreign currency loan aggregating to ₹ 57.64 crore (previous year ₹ 132.56 crore) carries interest @ 6M Libor plus basis point in range of 165 to 315. The loan is repayable in 2 Quarterly installments of approx ₹ 28.82 crore from the balance sheet date. The loan is secured by exclusive charge on the Dredgers
4. Foreign currency loan aggregating to ₹ 373.74 crore (previous year ₹ 363.62 crore) carries interest @ 6M Euribor plus basis point in the range of 95 to 140. Further, out of the above loan ₹ 310.52 crore is repayable in 17 semi-annual installments of approx ₹ 18.27 crore, loan ₹ 43.75 crore is repayable in 6 semi-annual installments of ₹ 7.29 crore, ₹ 19.47 crore is repayable in 5 semiannual installment of ₹ 3.89 crore from the balance sheet date. The loan is secured by exclusive charge on the Dredgers procured under the facility.
5. Foreign Currency loan aggregating to ₹ 44.49 crore (previous year ₹ 53.74 crore) carries interest @ 6M Libor plus 225 basis point. The loan is repayable in 12 quarterly installments of ₹ 3.71 crore from the balance sheet date .The loan is secured by exclusive charge on the dredgers and is further secured by way of second pari passu charge on the entire movable and immovable fixed assets pertaining to Multipurpose, Terminal-II and Container Terminal –II project assets and SPM.
6. Foreign currency loans aggregating to ₹ 143.59 crore (previous year ₹ 135.79 crore) carries interest @ 6M Euribor plus 75 basis point. The loan is repayable in 16 semi annually installments of ₹ 8.99 crore from the balance sheet date. The loan is secured by exclusive charge on the Cranes purchased under the facility.
7. Foreign Currency Loans from Banks aggregating to ₹ 1,881.33 crore (previous year ₹ 1,761.55 crore) is secured by the first pari passu charge on all the immovable and movable assets pertaining to multi purpose terminal, Terminal II, Container Terminal II, project assets of the company and carry interest @ 6M Libor plus basis point in range of 300 to 380. Further, out of the above loan as aggregating to ₹ 548.22 crore are repayable in 17 Quarterly installments of approx ₹ 32.25 crore from the balance sheet date, ₹ 898.73 crore are repayable in 3 annual installment of ₹ 299.58 crore starting repayment year 2014-15 , ₹ 194.72 crore are repayable in 13 semi-annual installments of ₹ 14.98 crore from the date of the balance sheet. The balance amount of ₹ 239.66 crore is bullet repayment on maturity of the loan in 2016.
8. Foreign currency Loans from bank aggregating to ₹ 290.59 crore (previous year ₹ 271.43 crore) is secured by first pari pasu charge on all the movable and immovable assets pertaining to Coal terminal project assets at Wandh and carries interest @ 3 Months Libor plus basis point in range of 310 to 380. These loans are repayable in 21 quarterly installments of approx ₹ 13.84 crore from the balance sheet date.

- 9 Foreign currency Loans from bank aggregating to ₹ 1797.45 crore (previous year ₹ 1628.56 crore) carries interest @ 3M Libor plus basis point in range of 310 to 370, is repayable in 3 equal installments of ₹ 199.72 crore and ₹ 399.43 crore each starting repayment year 2015-16 and 2016-17 respectively. These loans are secured by first pari pasu charge on all the movable and immovable assets pertaining to Coal Terminal project assets at Wandh and specific charge over land admeasuring to 175 hectares.
- 10 Foreign Currency Loans from Banks aggregating to ₹ 125.47 crore (previous year ₹ 141.23 crore) carries interest @ 4.6% p.a. Out of these loans, ₹ 57.06 crore are repayable in 14 semi-annual installments of approx ₹ 4.08 crore, ₹ 21.06 crore are repayable in 15 semi-annual installments of ₹ 1.40 crore, ₹ 23.48 crore are repayable in 16 semiannual installments of ₹ 1.47 crore, ₹ 23.87 crore are repayable in 17 semi-annual installments of ₹ 1.40 crore from the date of balance sheet. These loans are secured by exclusive charge on the individual Tug.
- 11 Foreign currency loan aggregating to ₹ 232.17 crore (previous year ₹ 217.14 crore) carries interest @ 6M Libor plus 300 to 330 basis point. The loan is repayable in 31 quarterly installments of approx. ₹ 7.49 crore from the date of balance sheet. The loan are secured by first Pari-passu charge on all the immovable and movable assets of Multipurpose, Terminal-II and Container Terminal –II project assets.
- 12 Foreign currency Loans from bank aggregating to ₹ 239.66 crore (previous year ₹ 217.14 crore) is secured by first pari pasu charge on all the movable and immovable assets pertaining to Coal terminal project assets at Wandh and carries interest @ 3M Libor plus basis point in range of 260 to 310. The Loan is repayable on maturity in year 2017-18.
- 13 Foreign Currency Loan aggregating to ₹ 165.37 crore (previous year NIL) carries interest @ 6 months Euribor plus a margin of 290 basis point. This loan is secured by first pari-passu charge on movable and immovable assets pertaining to Multipurpose, Terminal-II and Container Terminal –II project assets. The loan is repayable in 16 semi- annual installments of ₹ 10.34 crore starting from year 2015-16.
- 14 Foreign Currency Loan aggregating to ₹ 299.58 crore (previous year NIL) carries interest @ 3 month libor plus 300 basis point. This loan is secured by First pari-passu charge on movable and immovable assets pertaining to coal terminal project assets. The Loan is repayable on maturity in year 2018-19.
- 15 Rupee Term Loan from bank aggregating to ₹ 114.00 crore (previous year ₹ 120.00 crore) is secured by first pari pasu charge on all the movable and immovable assets pertaining to Agri park project assets and carries interest @ 10.25% p.a. The loan is repayable in 22 quarterly installments of ₹ 5.18 crore from the balance sheet date.
- 16 Rupee term loan amounting to ₹ 475.00 crore (previous year ₹ 500.00 crore) are secured by exclusive charge on land parcel of 90 hectares. The loan is repayable in 12 semi-annual installments of ₹ 39.58 crore from the balance sheet date.
- 17 Suppliers bills accepted under foreign currency letters from bank aggregating to ₹ 17.68 crore (previous year ₹ 14.86 crore) carries interest @ 6 M Libor plus basis point in range of 100 to 310 which is repayable on maturity in 2014-15. The Loan is secured against exclusive charge on the goods, materials, assets acquired or procured under the facility.

- 18 Suppliers bills accepted under foreign currency letters of credit aggregating to ₹ 100.02 crore (previous year ₹ 55.37 crore) carries interest @ 6M Libor plus basis point in range of 100 to 200 which is repayable on maturity in 2014-15. The loan is secured against exclusive charge on assets purchased under the facility.
- 19 a) Rupee term loan of ₹ 125.00 crore (previous year ₹ 250.00 crore) carry interest @11% p.a. The outstanding loan amount is repayable in 2 quarterly installments of ₹ 62.50 crore from the balance sheet date. The loan is unsecured .
- b) Foreign Currency Loan aggregating of ₹ 24.64 crore (previous year ₹ 28.56 crore) carry interest @2.12 % p.a. The outstanding loan amount is repayable in 12 Semi- annually installment of ₹ 2.05 crore from the date of balance sheet. The loan is unsecured .

(₹ In Crore)

6. Deferred tax liabilities (net)	March 31, 2014	March 31, 2013
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation/amortisation charged for the financial reporting post tax holiday period	670.79	552.97
	670.79	552.97

(₹ In Crore)

7. Other long-term liabilities	March 31, 2014	March 31, 2013
Advance from customers	21.10	24.66
Deposits from customers	38.81	36.85
Obligations under lease land	6.95	6.87
Unearned Income under long term land lease/infrastructure usage agreements	819.48	508.44
	886.34	576.82

(₹ In Crore)

8. Provisions	Long Term		Short Term	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Provision for employee benefits				
Provision for gratuity	-	-	0.88	1.39
Provision for compensated absences	-	-	6.86	6.64
	-	-	7.74	8.03
Other provisions				
Proposed equity dividend	-	-	207.01	200.34
Provision for tax on proposed equity dividend	-	-	35.18	34.05
Proposed preference dividend	-	-	*_-	*_-
Provision for tax on proposed preference	-	-	*_-	*_-
Provision for Income Tax (Net of advance tax)	-	-	21.61	43.71
Provision for Derivative losses (Mark to market)	281.03	46.58	15.64	0.92
Provision for Operational Claims (Refer note below)	-	-	16.97	11.79
	281.03	46.58	296.41	290.81
	281.03	46.58	304.15	298.84

* Figures being nullified on conversion to ₹ in crore.

(₹ in Crore)

Description	Opening Balance	Additions during the year	Utilization during the year	Closing Balance
Operational Claims	11.79	6.34	1.16	16.97
	(11.87)	(2.81)	(2.89)	(11.79)

previous year figures are in bracket

Note: Operational Claims are the expected claims against outstanding receivables made/to be made by the customers towards shortages of stock, handling losses, damages to the cargo, storage and other disputes. The probability and the timing of the outflow / adjustment with regard to above depends on the ultimate settlement / conclusion with the respective customer.

(₹ In Crore)

9. Short-term borrowings	March 31, 2014	March 31, 2013
Suppliers bills accepted under foreign currency letters of credit issued by Banks (secured)	180.55	144.70
Commercial Paper (unsecured)	225.00	250.00
	405.55	394.70
The above amount includes		
Secured borrowings	180.55	144.70
Unsecured borrowings	225.00	250.00

- 1 Suppliers bills accepted under foreign currency letters of credit aggregating to ₹ 94.49 crore (previous year ₹ 77.90 crore) carries interest @ 6M Libor plus basis point in range of 49 to 105 which are repayable on maturity in 2014-15. The loan is secured against exclusive charge on assets and materials purchased under the facility.
- 2 Supplier Bills aggregating to ₹ 86.06 crore (previous year ₹ 66.80 crore) carries interest @ 6M Libor plus basis in range of 43 to 180 which is repayable on maturity in 2014-15. The loan is secured against subservient charge on movable fixed assets and current assets except those secured by exclusive charge in favour of other lenders.

(₹ In Crore)

10. Trade payables	March 31, 2014	March 31, 2013
Trade payables (Refer note 31 for details of dues to micro, small and medium enterprises)	216.67	129.75
	216.67	129.75
Dues to related parties included in above (refer note 29)		
Trade payables	13.08	11.27

(₹ In Crore)

11. Other current liabilities	March 31, 2014	March 31, 2013
(a) Current maturities of long-term borrowings (refer note 5)	639.18	535.94
(b) Interest accrued but not due on borrowings	66.63	56.55
(c) Interest accrued on others	1.62	-
(d) Unclaimed dividend [#]		
- Equity Shares	0.94	0.82
- Preference Shares	*_	*_
(e) Application money received for allotment of securities pending refund to applicants [#]	0.47	0.47
(f) Unearned revenue	21.99	27.78
(g) Current maturities of Unearned Income under Long Term Land Lease/ Infrastructure Usage agreements	50.91	29.52
Advance received/payable against sale of assets**	-	1,260.15
Advance from customers	58.61	80.46
Deposits from customers	37.20	32.76
Statutory liabilities	6.74	4.62
Capital creditors, retention money and other payable	58.45	117.59
Book Overdraft	-	0.39
	942.74	2,147.05
# Not due for credit to "Investors Education & Protection Fund"		
* Figures being nullified on conversion to ₹ in crore.		
** Received from / payable to Adani International Container Terminal Private Limited (AICTPL) refer note 33.		
Dues to related parties included in above (refer note 29)		
Advance received from / payable against assets held for sale	-	1,260.15
Advances	10.78	34.00
Deposits	5.06	3.69

Note 12 - Fixed Asset

Particulars	Gross Block						Depreciation / Amortization		Net Block	
	As at 01-04-2013	Additions	Deductions	Adj for Foreign Exchange	Adj for Borrowing Cost	As at 31-03-2014	As at 01-04-2013	During the year	As at 31-03-2014	As at 31-03-2013
Tangible Assets										
Freehold Land	375.71	13.33	0.19	-	-	388.85	-	-	388.85	375.71
Land Development cost on Leasehold Land	183.72	-	-	-	-	183.72	25.64	7.48	150.60	158.08
Buildings, Roads and Civil Infrastructure	1,354.84	191.64	-	59.01	4.21	1,609.70	99.50	37.00	1,473.20	1,255.34
Plant & Machinery	2,508.28	51.27	55.51	105.86	0.13	2,610.03	508.51	154.04	1,971.67	1,999.77
Furniture & Fixtures	17.49	1.89	-	-	-	19.38	8.64	1.60	9.14	8.85
Office Equipments	14.50	1.61	-	-	-	16.11	4.46	0.73	5.12	10.04
Computer Hardware	41.47	3.75	1.20	1.16	-	45.18	16.80	6.26	21.90	24.67
Vehicles	43.34	3.74	2.71	-	-	44.37	11.66	4.54	14.92	31.68
Tugs and Boats	575.46	8.14	-	19.23	-	602.83	129.58	43.62	173.20	445.88
Railway Tracks	354.26	21.09	-	16.25	0.48	392.08	79.38	18.56	97.94	274.88
Marine Structures	1,226.99	218.47	-	105.92	12.48	1,563.86	211.51	62.79	274.30	1,289.56
Dredged Channels	1,186.81	370.12	-	3.28	-	1,560.21	182.95	54.52	1,322.74	1,003.86
Project Assets	1,542.49	5.64	0.35	114.04	-	1,661.82	437.36	136.63	573.65	1,105.13
TOTAL	9,425.36	890.69	59.96	424.75	17.30	10,698.14	1,715.99	527.77	2,216.72	7,709.37
Intangible Assets										
Goodwill	78.59	-	-	-	-	78.59	28.10	2.81	47.68	50.49
Software	25.21	3.20	-	-	-	28.41	21.30	3.36	3.75	3.91
Rights of use in Leased Land	5.52	-	-	-	-	5.52	0.87	0.26	1.13	4.65
TOTAL	109.32	3.20	-	-	-	112.52	50.27	6.43	56.70	59.05
Total	9,534.68	893.89	59.96	424.75	17.30	10,810.66	1,766.26	534.20	2,273.42	7,768.42
previous year	7,140.33	1,992.30	13.35	306.97	108.43	9,534.68	1,335.26	434.69	1,766.26	7,768.42

i) Depreciation of ₹ 78.50 crore (previous year ₹ 92.31 crore) relating to the project assets has been transferred to Expenditure During Construction Period, pending capitalisation.

ii) Freehold Land includes land development cost of ₹ 12.56 crore (previous year ₹ 10.21 crore).

iii) Plant and Machinery includes cost of Water Pipeline amounting to ₹ 6.65 crore (Gross) (previous year ₹ 6.65 crore), accumulated depreciation ₹ 2.88 crore (previous year ₹ 2.57 crore) which is constructed on land not owned by the Company.

iv) Buildings includes 588 flats (previous year 516 flats) valuing ₹ 118.63 crore (previous year ₹ 99.29 crore) at Samudra Township, Mundra, which are pending to be registered in the name of Company. Further an advance of ₹ 32.08 crore (previous year ₹ 45.79 crore) is also paid to purchase additional Flats.

v) As a part of concession agreement for development of port and related infrastructure at Mundra the Company has been allotted land on lease basis by Gujarat Maritime Board (GMB). The Company has recorded the Rights of use in the GMB Land at present value of future annual lease payments in the books.

vi) Land development cost on leasehold land includes costs incurred towards reclaimed land of ₹ 84.83 crore (previous year ₹ 84.83 crore). The cost has been estimated by the management, out of the dredging activities which is not materially different from the actual cost.

vii) Reclaimed land measuring 423 hectare are pending to be registered in the name of the Company.

(₹ In Crore)

13. Non-current investments	March 31, 2014	March 31, 2013
Trade investments (valued at cost unless stated otherwise)		
Unquoted		
In Equity Shares of Company		
5,00,00,000 (previous year - 5,00,00,000) fully paid Equity Shares of ₹ 10 each of Kutch Railway Company Limited.	40.00	40.00
1,000 (previous year - 1000) fully paid Equity Shares of AUD 1 each of Mundra Port Pty Ltd.	*-	*-
	40.00	40.00
In Equity Shares of subsidiaries		
32,50,00,000 (previous year -32,50,00,000) fully paid Equity Shares of ₹ 10 each of Adani Logistics Limited	325.07	325.07
25,61,53,846 (previous year - 25,61,53,846) fully paid Equity Shares of ₹ 10 each of Adani Petronet (Dahej) Port Private Limited	256.15	256.15
24,50,000 (previous year - 24,50,000) fully paid Equity Shares of ₹ 10 each of Mundra SEZ Textile and Apparel Park Private Limited	2.45	2.45
2,00,00,000 (previous year - 50,00,000) fully paid Equity Shares of ₹ 10 each of Karnavati Aviation Private Limited	20.00	5.00
1,31,35,000 (previous year - 1,31,35,000) fully paid Equity Shares of ₹ 10 each of MPSEZ Utilities Private Limited	52.51	52.51
8,57,57,500 (previous year - 8,57,57,500) fully paid Equity Shares of ₹ 10 each of Adani Murmugao Port Terminal Private Limited	85.76	85.76
5,00,000 (previous year - 5,00,000) fully paid Equity Shares of ₹ 10 each of Mundra International Airport Private Limited	0.50	0.50
65,00,00,000 (previous year - 36,91,50,000) fully paid Equity Shares of ₹ 10 each of Adani Hazira Port Private Limited	650.00	369.15
48,00,000 (previous year - 48,00,000) fully paid Equity Shares of ₹ 10 each of Adani Vizag Coal Terminal Private Limited	4.80	4.80
25,500 (previous year - 25,500) fully paid Equity Shares of ₹ 10 each of Adani Kandla Bulk Terminal Private Limited	0.03	0.03
50,000 (previous year -50,000) fully paid Equity Shares of ₹ 10 each of Adani Warehousing Service Private Limited	0.05	0.05
50,000 (previous year - Nil) fully paid Equity Shares of ₹ 10 each of Adani Hospitals Mundra Private Limited	0.05	-
50,000 (previous year - Nil) fully paid Equity Shares of ₹ 10 each of Adani Ennore Container Terminal Private Limited	0.05	-
	1,397.42	1,101.47
In Equity Shares of joint venture		
31,02,01,040 (previous year - 2,71,82, 925) fully paid Equity Shares of ₹ 10 each of Adani International Container Terminal Private Limited	310.20	27.18
	310.20	27.18

(₹ In Crore)

	March 31, 2014	March 31, 2013
Acquisition of Controlling Interest in Equity Shares of a Company 11,850 (previous year - 11,850) fully paid Equity Shares of ₹ 100 each of Adinath Polyfills Private Limited	38.51	38.51
Non trade investments (valued at cost unless stated otherwise) In Equity Shares of an Associate Company Unquoted 4,900 (previous year - 4,900) fully paid Equity Shares of ₹ 10 each of Dholera Infrastructure Private Limited	*-	*-
In Preference Shares of a Company 1,30,000 (previous year - 1,30,000) 0.01% Non Cumulative Optionally Convertible Preference Shares of ₹ 10 each of Adani Shipyard Private Limited	0.13	0.13
	38.64	38.64
	1,786.26	1,207.29

* Figures being nullified on conversion to ₹ in crore.

Note:

- 1) Aggregate cost of unquoted investments as at March 31, 2014 ₹ 1786.26 crore (previous year - ₹ 1207.29 crore).
- 2) 10,38,45,494 equity shares (previous year - 10,38,45,494 equity shares) of Adani Petronet (Dahej) Port Private Limited, 1,33,05,000 equity shares (previous year - 1,33,05,000 equity shares) of Adani Murmugao Port Terminal Private Limited, 19,50,00,000 equity shares (previous year - 4,92,30,000 equity shares) of Adani Hazira Port Private Limited, 14,40,000 equity Shares (previous year - NIL) of Adani Vizag Coal Terminal Private Limited, subsidiary companies, and 1,64,59,755 equity shares (previous year -1,64,59,755) of Adani International Container Terminal Private Limited, a joint venture, 1,000 fully paid equity shares (previous year - 1,000) of Mundra Port Pty Ltd. (refer note 40) has been pledged with banks against borrowings by the respective companies.

(₹ In Crore)

14. Loans and advances	Non-Current		Current	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Capital advances Unsecured, considered good (also refer note 29)	681.50	155.33	-	-
(A)	681.50	155.33	-	-

Capital advance includes ₹ 369.91 crore (previous year ₹ 57.72 crore) paid to various parties for acquisition of land. The amount includes ₹ 307.00 crore, which in previous year was given as inter corporate deposit and classified accordingly.

The Company has received bank guarantees of ₹ 8.76 crore (previous year ₹ 5.43 crore) against capital advances given.

(₹ In Crore)

	Non-Current		Current	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Loan and advances to related parties				
Unsecured considered good (refer note 29)	1,894.43	959.41	1,080.26	386.53
(refer note below)				
Share Application Money (Pending allotment)	382.40	308.87	-	-
(refer note 29)				
(B)	2,276.83	1,268.28	1,080.26	386.53
Advances recoverable in cash or kind				
Unsecured, considered good	-	-	37.41	28.98
(C)	-	-	37.41	28.98
Other loans and advances (Unsecured)				
MAT Credit Entitlement (refer note 32)	995.13	607.76	-	-
Advance Fringe Benefit Tax	0.06	0.06	-	-
Prepaid expenses	2.56	-	8.11	9.06
Loans & Advances to employees	2.16	2.57	1.48	1.81
Balances with statutory/ Government authorities	4.50	4.50	21.68	11.09
Inter Corporate Deposit (refer note below)	-	4.38	1,674.05	1,270.60
Deposit - Others (refer note 35)	363.40	24.50	17.61	0.28
(D)	1,367.81	643.77	1,722.93	1,229.84
Total (A + B + C + D)	4,326.14	2,067.38	2,840.60	1,645.35

Note :

The Company has granted inter-corporate loans and deposits aggregating ₹ 2,974.70 crore (including renewals) as at March 31, 2014 to its subsidiaries and other related parties. The funds are advanced for the development of port businesses, based on the business needs and exigencies and in other cases to invest surplus funds or gave deposits to avail future commercial benefits with an option to purchase underlying assets. Some of these loans/deposits are interest free, as applicable .

Further, the Company has also extended inter-corporate deposits aggregating ₹ 1,674.05 crore (including renewals) to third parties. The deposits are given at prevailing market interest rates. The inter-corporate deposits have been approved by the Finance committee of the Board of Directors .

The Company has obtained adequate assurance to safeguard the full recovery of this amount together with interest. In the opinion of the Company, all these loans /deposits are considered good and realisable as at the year end .

(₹ In Crore)

15. Current Investments	March 31, 2014	March 31, 2013
(valued at lower of cost and fair value, unless stated otherwise)		
Unquoted mutual funds		
NIL (previous year 2,58,435.92 units) of ₹ 10 each in Reliance Liquid Fund - Treasury Plan-Daily Dividend Option.	-	39.51
NIL (previous year 49,876.02 units) of ₹ 10 each in SBI Premier Liquid Fund- Regular Plan-Daily Dividend.	-	5.00
NIL (previous year 7,54,90,871.49 units) of ₹ 10 each in Peerless Liquid Fund - Super Institutional Daily Dividend Reinvestment.	-	75.50
	-	120.01
Aggregate amount of unquoted investments	-	120.01

(₹ In Crore)

16. Inventories (valued at lower of cost and net realizable value)	March 31, 2014	March 31, 2013
Stores and spares (Includes goods in transit of ₹ 34.77 crore (previous year ₹ 1.75 crore))	143.03	87.29
	143.03	87.29

(₹ In Crore)

17. Trade receivables (Unsecured considered good except to the extent stated below)	Non-Current		Current	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Outstanding for a period exceeding six months from the date they are due for payment				
Considered good	-	-	283.01	81.00
Considered doubtful	-	-	1.45	1.45
Sub Total	-	-	284.46	82.45
Provision for doubtful receivables	-	-	(1.45)	(1.45)
Sub Total	-	-	283.01	81.00
Other receivables*	440.61	81.58	546.41	640.17
Total	440.61	81.58	829.42	721.17
Includes due from related parties outstanding (refer note 29)				
Considered good	376.82	-	356.96	367.83

* Includes ₹ 603.84 crore (previous year ₹ 85.75 crore) contractually due over a period.

(₹ In Crore)

18. Other assets	Non-Current		Current	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Unsecured, considered good unless stated otherwise				
Non-current bank balances (Refer note 19)	36.08	-	-	-
(A)	36.08	-	-	-
Interest accrued on deposits, loans & receivable	24.09	7.77	395.74	57.71
Accrued Revenue	31.64	59.99	57.15	50.94
Unamortised ancillary cost of borrowings	62.23	72.19	18.16	19.53
Land Lease Receivables	214.87	214.04	-	-
Non trade receivable	1.24	0.67	98.56	1,335.30
(B)	334.07	354.66	569.61	1,463.48
Total (A + B)	370.15	354.66	569.61	1,463.48

(₹ In Crore)

19. Cash and bank balance	Non-Current		Current	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Cash and cash equivalents				
Balances with banks:				
On current accounts	-	-	40.90	107.60
Deposits with original maturity of less than three months	-	-	50.00	445.00
Earmarked balances with banks				
In Current Account (earmarked for Unpaid Dividend)/ share application Refund	-	-	1.41	1.29
Cheques/drafts on hand	-	-	-	0.54
Cash on hand	-	-	0.04	0.06
	-	-	92.35	554.49
Other bank balances				
Deposits with original maturity for more than 3 months but less than 12 months	-	-	295.47	-
Margin money deposit (refer note below)	36.08	-	12.01	39.10
	36.08	-	307.48	39.10
Amount disclosed under non-current assets (Refer note 18)	(36.08)	-	-	-
	-	-	399.83	593.59

Note: Margin Money and Fixed Deposit includes ₹ 48.09 crore (previous year ₹ 39.10 crore) pledged / lien against bank guarantees, letter of credit and cash credit facilities.

(₹ In Crore)

20. Revenue from operations	March 31, 2014	March 31, 2013
a) Income from Port Operations (including related infrastructure)	3,071.53	2,729.38
b) Land Lease, Upfront Premium and Deferred Infrastructure Income (includes annual discounting Income of ₹ 17.75 crore in respect of land lease (previous year ₹ 14.97 crore)	239.40	381.76
c) Income from development of Container Terminal Infrastructure at Mundra (refer note 33)	724.87	-
d) Other operating income including construction, Infrastructure development support services and related income	309.98	249.91
	4,345.78	3,361.05

(₹ In Crore)

21. Other Income	March 31, 2014	March 31, 2013
Interest income on		
Bank Deposits, Inter Corporate Deposits etc.	481.20	99.57
Customers	57.79	14.95
Dividend income on		
Current investments	4.84	1.95
Long-term investments	7.00	5.00
Scrap sales	3.00	1.20
Profit on sale of long term investments (net) (Refer note no. 40)	-	70.03
Profit on sale of fixed asset (net)	109.97	-
Unclaimed liabilities / excess provision written back	5.33	1.25
Miscellaneous Income	10.62	9.29
	679.75	203.24

(₹ In Crore)

22. Operating Expenses	March 31, 2014	March 31, 2013
Cargo handling/Other charges to sub-contractors (net of reimbursement)	148.45	183.56
Customer Claims	5.23	2.59
Railway Operating expenses	96.00	74.02
Tug and Pilotage charges	12.92	14.22
Maintenance dredging expenses	17.89	18.17
Other expenses including customs establishment charges	2.08	6.30
Repairs to Plant & Machinery	53.83	52.97
Stores and Spares consumed (net of reimbursement)	86.45	46.78
Repairs to Buildings	9.62	6.85
Power & Fuel	116.88	102.55
Waterfront charges	169.57	122.12
Construction Contract expenses*	135.43	11.30
Cost of Land Leased / Sub-Leased	0.35	2.57
Container Terminal Infrastructure Development Cost (refer note 33)**	416.80	-
	1,271.50	644.00

* Includes material of ₹ 42.54 crore (previous year ₹ 8.56 crore) and sub-contracting ₹ 92.89 crore (previous year ₹ 2.74 crore)

** Includes material of ₹ 166.31 crore (previous year ₹ Nil), sub-contracting ₹ 188.30 crore (previous year ₹ Nil) and others ₹ 62.19 crore (previous year ₹ Nil)

(₹ In Crore)

23. Employee benefits expense	March 31, 2014	March 31, 2013
Salaries, Wages and Bonus	103.75	90.51
Contribution to Provident & Other Funds	5.07	5.04
Gratuity	0.90	1.90
Workmen and Staff Welfare Expenses	7.28	6.93
	117.00	104.38

(₹ In Crore)

24. Other Expenses	March 31, 2014	March 31, 2013
Rent (including land lease discounting charge of ₹ 0.07 crore; previous year ₹ 0.07 crore) (Refer note (a) and (b) below)	5.98	3.57
Rates and Taxes	4.56	5.42
Insurance (net of reimbursement)	11.30	9.95
Advertisement and Publicity	3.86	2.60
Other Repairs and Maintenance (net of reimbursement)	6.75	5.56
Legal and Professional Expenses	40.36	29.64
Payment to auditors (refer note (c) below)	0.66	0.75
Security Expenses	10.47	7.82
Communication Expenses	1.72	1.54
Electric Power Expenses	3.76	3.12
Office Expenses	0.75	0.32
Travelling and Conveyance (including aircraft service expenses ₹ 9.16 crore (previous year ₹ 7.60 crore)	18.41	11.25
Directors Sitting Fee	0.14	0.13
Commission to Non-executive Directors	0.60	0.47
Charity & Donations	25.36	25.73
Loss on Foreign Exchange Variation (net)	60.52	14.11
Loss on sale of fixed assets (net)	-	5.27
Sundry Balances Written off	-	0.07
Miscellaneous Expenses	22.01	15.12
	217.21	142.44

Note: a) Assets taken under Operating Leases – office space and residential houses for staff accommodation are generally obtained on operating leases. The lease rent terms are generally for eleven months period and are renewable by mutual agreement. There are no sub-leases and leases are cancellable in nature except that mentioned under note b) below. There are no restrictions imposed by the lease arrangements. There is no contingent rent in the lease agreements and there is no escalation clause in the lease agreements except that mentioned under note b) below. Expenses of ₹ 3.65 crore (previous year ₹ 2.79 crore) incurred under such leases have been expensed in the statement of profit & loss.

b) Assets taken under Operating Leases – office premises are obtained on operating leases. The lease rent terms are for the period of 15 years and are renewable by mutual consent. The lease agreement entered is non-cancellable for the period of first 3 years of the lease agreement. As per the lease agreement lease rental is escalated by 10% at every 5 years. There is no contingent rent, no sub-leases and no restrictions imposed by the lease arrangements. Expenses of ₹ 0.05 crore (previous year ₹ Nil) incurred under such lease have been expensed in the statement of profit and loss.

Future minimum rentals payable under non-cancellable operating leases are as follows: (₹ In Crore)

Particulars	March 31, 2014	March 31, 2013
Not later than one year	0.10	-
Later than one year and not later than five years	0.52	-
Later than five years	0.99	-

(₹ In Crore)

c) Payment to Auditor	March 31, 2014	March 31, 2013
As auditor:		
Audit fee	0.40	0.37
Limited review	0.20	0.17
In other capacity:		
Certification fees	0.04	0.08
Other services		0.12
Reimbursement of expenses	0.02	0.01
	0.66	0.75

The Company has also paid ₹ 0.34 Crore (previous year NIL) to auditors for professional fee for services rendered in respect of Institutional Placement Program (IPP) of the Company. The Expenses is adjusted against securities premium in accordance with Section 78 of the Companies Act 1956 (also refer note 4)

(₹ In Crore)

25. Finance costs	March 31, 2014	March 31, 2013
Interest		
Debentures	214.97	91.74
Fixed Loans, Buyer's Credit, Short Term etc.	330.81	274.68
Interest on Income Tax	2.76	-
Others	2.24	2.24
Bank and other finance charges	27.09	30.82
Loss on Derivatives / Swap Contracts (net)	175.99	42.42
	753.86	441.90

(₹ In Crore)

26. Earnings per share (EPS)	March 31, 2014	March 31, 2013
Profit after tax	2,016.17	1,754.18
Less: Dividends on Non-Cumulative Redeemable Preference Shares & tax thereon	*_	*_
Net profit for calculation of basic and diluted EPS	2,016.17	1,754.18
* Figures being nullified on conversion to ₹ in crore.	No.	No.
Weighted average number of equity shares in calculating basic and diluted EPS	2,057,815,856	2,003,394,100
Basic and Diluted Earnings per Share in Rupees	9.80	8.76

27. Details of employee benefits

- The company has recognised, in the statement of profit and loss for the current year, an amount of ₹4.69 crore (previous year ₹4.64 crore) as expenses under the following defined contribution plan.

(₹ In Crore)

Contribution to	2013-14	2012-13
Provident Fund	4.07	3.55
Superannuation Fund	0.62	1.09
Total	4.69	4.64

- The Company has a defined gratuity plan. Every employee gets a gratuity on departure at 15 days salary (last drawn basic salary) for each completed year of service. The scheme is funded with Life Insurance Company of India (LIC) in the form of a qualifying insurance policy.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans.

Statement of Profit and Loss

a) Net Employee benefit expense (recognised in Employee Cost)

(₹ In Crore)

Particulars	Gratuity (Funded) March 31, 2014	Gratuity (Funded) March 31, 2013
Current Service cost	1.23	1.14
Interest Cost on benefit obligation	0.58	0.46
Expected return on plan assets	(0.49)	(0.38)
Actuarial loss / (gain) recognised in the year	(0.42)	0.68
Net benefit expense	0.90	1.90

Note: Actual return on plan assets ₹ 0.42 crore (Gain) (previous year ₹ 0.68 crore)

Balance Sheet

b) Details of Provision for gratuity

(₹ In Crore)

Particulars	Gratuity (Funded) March 31, 2014	Gratuity (Funded) March 31, 2013
Present value of defined benefit obligation	7.74	6.99
Fair value of plan assets	6.86	5.60
Net asset / (liability)	(0.88)	(1.39)

c) Changes in Present Value of the defined benefit obligation are as follows:

(₹ In Crore)

Particulars	Gratuity (Funded) March 31, 2014	Gratuity (Funded) March 31, 2013
Defined benefit obligation at the beginning of the period	6.99	5.39
Current Service cost	1.23	1.14
Interest Cost	0.58	0.46
Actuarial (gain) / loss on obligations	(0.31)	0.72
Liability Transfer Out	(0.17)	-
Benefits paid	(0.58)	(0.72)
Defined benefit obligation at the end of the period	7.74	6.99

d) Changes in Fair Value of Plan Assets are as follows:

(₹ In Crore)

Particulars	Gratuity (Funded) March 31, 2014	Gratuity (Funded) March 31, 2013
Opening fair value of plan assets	5.66	4.49
Expected return	0.49	0.38
Contributions by employer	0.77	0.75
Benefits Paid	-	*-
Liability transfer to other Company	(0.17)	-
Actuarial gains / (losses)	0.11	0.04
Closing fair value of plan assets	6.86	5.66

* Figures being nullified on conversion to ₹ in crore.

Note:

- 1) The present value of the plan assets represents the balance available with the LIC as at the end of the period. The total value of plan assets amounting to ₹ 6.86 crore (previous year ₹ 5.66 crore) is as certified by the LIC.
- 2) The Company's expected contribution to the fund in the next financial year is ₹ 2.08 crore

e) The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Benefit Contribution to	2013-14 %	2012-13 %
Investments with insurers	100.00	100.00

The overall expected rate of return on assets is determined based on the market price prevailing on that date, applicable to the period over which the obligation has to be settled.

f) The principle assumptions used in determining Gratuity obligations are as follows:

Particulars	Gratuity (Funded) March 31, 2014	Gratuity (Funded) March 31, 2013
Discount rate	9.38%	8.25%
Expected rate of return on plan assets	8.70%	8.70%
Rate of Escalation in Salary (per annum)	8.50%	8.50%
Mortality	India Assured Lives Mortality (2006-08) Ultimate	India Assured Lives Mortality (2006-08) Ultimate
Attrition rate	10% for 4 years & below and 1% thereafter	10% for 4 years & below and 1% thereafter

The estimates of future salary increases considered in actuarial valuation and take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

g) Amounts for the current and previous four periods are as follows:

(₹ In Crore)

Gratuity	March, 2014	March, 2013	March, 2012	March, 2011	March, 2010
Defined benefit obligation	(7.74)	(6.99)	(5.39)	(4.19)	(3.19)
Plan Assets	6.86	5.66	4.49	3.52	2.45
Surplus / (deficit)	(0.88)	(1.33)	(0.90)	(0.67)	(0.74)
Experience adjustments on plan liabilities-Loss/(Gain)	(0.31)	0.72	0.16	0.15	0.95
Experience adjustments on plan assets-Loss/(Gain)	(0.11)	(0.04)	(0.07)	(0.10)	(0.04)

28. Segment Information

The Company is primarily engaged in one business segment, namely developing, operating and maintaining the Port and Port based related infrastructure services including Multi product Special Economic Zone in accordance with Accounting Standard (AS) 17 on Segment Reporting notified under the Companies (Accounting Standard) Rule 2006 (as amended). There being no business outside India, the entire business has been considered as single geographic segment.

29. Related Party Disclosures

The Management has identified the following entities and individuals as related parties of the Company for the year ended March 31, 2014 for the purposes of reporting as per Accounting Standard (AS) 18 – Related Party Transactions, which are as under:

A. Related parties where control exists.

Holding Company	Adani Enterprises Ltd.
Subsidiary Companies	Mundra SEZ Textile and Apparel Park Pvt. Ltd. MPSEZ Utilities Pvt. Ltd. Rajasthan SEZ Pvt. Ltd. (upto February 9, 2013) Adani Logistics Ltd. Karnavati Aviation Pvt. Ltd. Adani Murmugao Port Terminal Pvt. Ltd. Mundra International Airport Pvt. Ltd. Adani Hazira Port Pvt. Ltd. Adani Petronet (Dahej) Port Pvt. Ltd.

	Adani Vizag Coal Terminal Pvt. Ltd. Adani Kandla Bulk Terminal Pvt. Ltd. Adani Warehousing Service Pvt. Ltd. Adani Ennore Container Terminal Pvt. Ltd.* (18/02/2014) Adani Hospitals Mundra Pvt. Ltd.* (01/11/2013)
Entity held through Controlling Interest	Adinath Polyfills Pvt. Ltd.
Step down Subsidiary	Hazira Infrastructure Pvt. Ltd. Hazira Road Infrastructure Pvt. Ltd.
B. Related parties with whom transaction have been taken place during the year.	
Joint Venture	Adani International Container Terminal Pvt. Ltd.
Associate	Dholera Infrastructure Pvt. Ltd.
Fellow Subsidiary	Adani Power Ltd. Adani Power Dahej Ltd. Adani Mining Pvt. Ltd. Adani Gas Ltd. Chemoil Adani Pvt. Ltd. Adani Global FZE, Dubai. Adani Infra (India) Ltd. Adani Power Rajasthan Ltd. Adani Welspun Exploration Ltd. Kutchh Power Generation Ltd. Adani Agri Fresh Ltd. Adani Power Maharashtra Ltd. Adani Mundra SEZ Infrastructure Pvt. Ltd. Adani Properties Pvt. Ltd.
Key Management Personnel	Mr. Gautam S. Adani, Chairman and Managing Director Mr. Rajeeva Ranjan Sinha, Whole time Director Dr. Malay R. Mahadevia, Whole time Director
Relative of Key Management Personnel	Mr. Rajesh S. Adani, Director
Entities over which Key Management Personnel, Directors and their relatives are able to exercise Significant Influence	Gujarat Adani Institute of Medical Science Adani Wilmar Ltd. Shanti Builders Adani Foundation Dholera Port and Special Economic Zone Ltd. Mundra Port Pty Ltd., Australia Adani Abbot Point Terminal Pty Ltd, Australia Abbott Point Port Holdings Pte Ltd, Singapore

* These entities have been incorporated/formed during the year.

Aggregate of transactions for the year ended with these parties have been given below.

Sub Notes:

- 1 The names of the related parties and nature of the relationships where control exists are disclosed irrespective of whether or not there have been transactions between the related parties. For others, the names and the nature of relationships is disclosed only when the transactions are entered into by the Company with the related parties during the existence of the related party relationship.
- 2 Pass through transaction payable relating to railway freight, water front charges and other payable to third parties have not been considered for the purpose of related party disclosure.
- 3 For the purpose of comparison, the previous year's transactions have been re-classified in the current year

Detail of Related Party Transactions for the year ended March 31, 2013

(₹ In crore)

Category	Name of Related Party	March 31, 2014	March 31, 2013
Income from Port Services (including reimbursement of expenses)	Adani Enterprises Ltd.	130.22	119.32
	Adani International Container Terminal Pvt. Ltd.	85.77	150.31
	Adani Kandla Bulk Terminal Pvt. Ltd.	7.83	1.35
	Adani Hazira Port Pvt. Ltd.	68.71	60.22
	Adani Petronet (Dahej) Port Pvt. Ltd.	2.13	0.17
	Adani Murmugao Port Terminal Pvt. Ltd.	0.90	0.91
	Adani Logistics Ltd.	31.25	28.46
	Adani Vizag Coal Terminal Pvt. Ltd.	4.80	0.75
	MPSEZ Utilities Pvt. Ltd.	0.45	0.14
	Mundra SEZ Textile and Apparel Park Pvt. Ltd.	0.10	-
	Adani Global F.Z.E.	-	0.08
	Adani Power Rajasthan Ltd.	15.04	1.47
	Adani Power Dahej Ltd.	6.31	15.56
	Adani Power Ltd.	441.20	361.95
	Adani Infra (India) Ltd.	-	0.67
	Chemoil Adani Pvt. Ltd.	30.14	29.33
	Adani Wilmar Ltd.	16.90	14.47
	Adani Foundation	0.03	0.03
	Adani Mundra SEZ Infrastructure Pvt. Ltd.	-	0.03
	Adani Warehousing Services Pvt. Ltd.	0.96	-
	Adani Abbot Point Terminal Pty Ltd, Australia	-	3.36
Lease & Infrastructure Usage Income/Upfront Premium	Adani International Container Terminal Pvt. Ltd.	3.05	-
	Adani Logistics Ltd.	-	*.
	Mundra SEZ Textile and Apparel Park Pvt. Ltd.	3.81	3.81
	MPSEZ Utilities Pvt. Ltd.	2.07	1.88
	Adani Power Ltd.	12.83	12.82
	Chemoil Adani Pvt. Ltd.	-	0.01
	Adani Wilmar Ltd.	0.54	0.52
	Adani Foundation	-	*.
	Adani Mundra SEZ Infrastructure Pvt. Ltd.	-	0.72
Income from development of Container Terminal Infrastructure	Adani International Container Terminal Pvt. Ltd.	724.87	205.87
Upfront Infrastructure Development Fees	Adani International Container Terminal Pvt. Ltd.	150.00	-
Deferred Infrastructure Usage Charges (Amortised over a period of Agreement)	Adani International Container Terminal Pvt. Ltd.	378.00	-
Purchase of Goods	Adani International Container Terminal Pvt. Ltd.	-	572.89
	Adani Hazira Port Pvt. Ltd.	0.69	0.13
	Adani Petronet (Dahej) Port Pvt. Ltd.	-	0.71
	MPSEZ Utilities Pvt. Ltd.	55.96	40.89
	Adani Power Rajasthan Ltd.	-	1.02

Category	Name of Related Party	March 31, 2014	March 31, 2013
	Adani Power Ltd.	0.05	0.35
	Chemoil Adani Pvt. Ltd.	158.60	88.15
	Adani Wilmar Ltd.	-	0.02
Services Availed (including reimbursement of expenses)	Adani Enterprises Ltd.	3.06	2.48
	Adani Hazira Port Pvt. Ltd.	-	0.01
	Adani Logistics Ltd.	1.39	-
	MPSEZ Utilities Pvt. Ltd.	-	0.60
	Karnavati Aviation Pvt. Ltd.	9.16	7.60
	Adani Gas Ltd.	-	*_
	Adani Power Ltd.	2.86	2.36
	Chemoil Adani Pvt. Ltd.	0.17	0.86
	Adani Welspun Exploration Ltd.	-	0.01
Site Development Expenses	Shanti Builders	4.79	4.35
Rent charges	Adani Enterprises Ltd.	-	0.01
	Adani Petronet (Dahej) Port Pvt. Ltd.	-	0.04
	Adani International Container Terminal Pvt. Ltd.	1.70	-
	Adani Logistics Ltd.	0.01	0.01
	Adani Properties Pvt. Ltd.	0.06	0.06
Interest Income on deposits/deferred accounts receivable	Adani Petronet (Dahej) Port Pvt. Ltd.	-	0.30
	Adani Logistics Ltd.	104.84	9.78
	Mundra SEZ Textile and Apparel Park Pvt. Ltd.	1.53	0.74
	Adani Power Ltd.	59.33	27.41
	Adani International Container Terminal Pvt. Ltd.	16.00	-
	Chemoil Adani Pvt Ltd.	12.19	-
	Adani Agri Fresh Ltd.	54.23	-
Interest Expense	Adani Enterprises Ltd.	1.65	1.25
Other Income	Adani Enterprises Ltd.	0.01	0.01
	Adani Kandla Bulk Terminal Pvt. Ltd.	2.91	2.22
	Adani Hazira Port Pvt. Ltd.	0.95	0.03
	Adani Petronet (Dahej) Port Pvt. Ltd.	-	1.17
	Adani Murmugao Port Terminal Pvt. Ltd.	-	0.77
	Adani Logistics Ltd.	0.20	1.76
	Adani Vizag Coal Terminal Pvt. Ltd.	-	0.24
	MPSEZ Utilities Pvt. Ltd.	0.10	0.13
	Adani Power Dahej Ltd.	-	0.52
	Adani Power Ltd.	1.36	0.99
	Chemoil Adani Pvt. Ltd.	-	0.02
	Adani Wilmar Ltd.	0.05	0.01
	Adani Foundation	-	0.03
	Adani Mundra SEZ Infrastructure Pvt. Ltd.	-	0.17
	Adani International Container Terminal Pvt. Ltd.	1.20	-
	Chemoil Adani Pvt Ltd.	0.02	-
	Adani Power Maharashtra Ltd.	0.07	-
	Adani Power Rajasthan Ltd.	0.26	-
	Mundra SEZ Textile and Apparel Park Pvt. Ltd.	0.01	-

Category	Name of Related Party	March 31, 2014	March 31, 2013
Borrowings (Loan Taken) Addition	Adani Enterprises Ltd.	570.50	804.00
Borrowings (Loan Repaid) Repaid	Adani Enterprises Ltd.	570.50	804.00
Deposit Given	Adani Enterprises Ltd.	250.00	-
Loans Given	Adani International Container Terminal Pvt. Ltd. Adani Hazira Port Pvt. Ltd. Adani Murmugao Port Terminal Pvt. Ltd. Adani Logistics Ltd. Adani Vizag Coal Terminal Pvt. Ltd. Mundra International Airport Pvt. Ltd. Mundra SEZ Textile and Apparel Park Pvt. Ltd. MPSEZ Utilities Pvt. Ltd. Karnavati Aviation Pvt. Ltd. Adani Power Ltd. Adani Hospitals Mundra Pvt Ltd. Dholera Infrastructure Pvt. Ltd. Adani Kandla Bulk Terminal Pvt. Ltd. Adani Agri Fresh Ltd. Mundra Port Pty Ltd, Australia	- 36.75 93.76 1,035.68 123.88 1.15 0.27 21.58 40.20 452.66 0.70 0.01 324.45 1,450.00 -	78.18 125.31 103.06 293.49 124.90 0.49 8.38 15.85 50.92 392.00 - - - - 60.32
Loans Received back	Adani International Container Terminal Pvt. Ltd. Adani Hazira Port Pvt. Ltd. Adani Petronet (Dahej) Port Pvt. Ltd. Adani Murmugao Port Terminal Pvt. Ltd. Adani Logistics Ltd. MPSEZ Utilities Pvt. Ltd. Karnavati Aviation Pvt. Ltd. Adani Power Ltd. Adani Vizag Coal Terminal Pvt. Ltd. Mundra Port Pty. Ltd., Australia Adani Agri Fresh Ltd.	- 357.82 - 125.00 351.05 21.58 46.50 506.66 130.00 68.46 546.00	83.68 48.60 20.41 7.00 34.34 17.55 10.42 338.00 - - -
Share Application Money Paid / Investment	Adani International Container Terminal Pvt. Ltd. Adani Kandla Bulk Terminal Pvt. Ltd. Adani Logistics Ltd. Karnavati Aviation Pvt. Ltd. Adani Hospitals Mundra Pvt. Ltd. Adani Ennore Container Terminal Pvt. Ltd. Adani Hazira Port Pvt. Ltd. Adani Murmogao Port Terminal Pvt. Ltd. Adani Vizag Coal Terminal Pvt. Ltd. Mundra Port Pty Ltd, Australia	91.83 208.11 - 15.00 0.05 0.05 346.32 2.78 8.29 -	195.90 97.74 14.00 - - - - - - 332.21
Share Application Money Received Back	Adani Logistics Ltd. Adani International Container Terminal Pvt. Ltd.	0.79 19.14	- -
Donation	Adani Foundation Gujarat Adani Institute of Medical Sciences	22.00 -	20.20 4.00

Category	Name of Related Party	March 31, 2014	March 31, 2013
Purchase of Asset	Adani Mundra SEZ Infrastructure Pvt. Ltd. Adani International Container Terminal Pvt. Ltd.	- -	17.09 1.36
Sale or Redemption / Written Off of Investment	Rajasthan SEZ Pvt. Ltd.	-	0.01
Sale of Assets	Adani Hazira Port Pvt. Ltd. Adani Petronet (Dahej) Port Pvt. Ltd. Adani International Container Terminal Pvt. Ltd. Adani Global FZE Adani Kandla Bulk Terminal Pvt. Ltd.	0.17 0.08 597.67 - 0.03	0.40 0.44 - 0.01 -
Remuneration	Mr. Gautam S. Adani Mr. Rajeeva Ranjan Sinha Dr. Malay Mahadevia	1.80 2.07 10.10	1.65 1.93 7.52
Commission to Director	Mr. Gautam S. Adani	1.00	1.00
Sitting Fees	Mr. Rajesh S. Adani	0.06	0.06
Purchase of Investments	Adani Enterprises Ltd.	6.08	-
Sale of Investments	Adani Enterprises Ltd. Abbot Point Port Holdings Pte Ltd. - Singapore	- -	0.54 1,334.70
Corporate Guarantee (Deed of Indemnity) received (refer note 40)	Abbot Point Port Holdings Pte Ltd. - Singapore	USD 800 mio	-
Closing Balance			
Trade Receivable	Adani Enterprises Ltd. Adani International Container Terminal Pvt. Ltd. Adani Kandla Bulk Terminal Pvt. Ltd. Adani Hazira Port Pvt. Ltd. Adani Petronet (Dahej) Port Pvt. Ltd. Adani Murmugao Port Terminal Pvt. Ltd. Adani Logistics Ltd. Adani Vizag Coal Terminal Pvt. Ltd. Mundra SEZ Textile and Apparel Park Pvt. Ltd. MPSEZ Utilities Pvt. Ltd. Adani Global FZE Adani Power Rajasthan Ltd. Adani Power Dahej Ltd. Adani Power Ltd. Adani Infra (India) Ltd. Chemoil Adani Pvt. Ltd. Adani Wilmar Ltd. Adani Power Maharashtra Ltd. Adani Mining Pvt. Ltd. Adani Foundation Shanti Builders	18.68 100.76 3.02 11.29 0.25 0.08 0.30 0.44 8.75 0.02 0.10 13.85 22.69 549.49 0.10 1.08 2.87 - 0.01 - -	1.03 179.33 2.59 14.28 0.13 0.87 1.16 0.83 8.49 0.15 0.10 1.58 15.74 138.21 0.13 0.37 2.82 - - 0.02 *-
		733.78	367.83

Category	Name of Related Party	March 31, 2014	March 31, 2013
Loans & Advances (including advance receivable in cash or kind)	Adani Enterprises Ltd.	250.00	-
	Adani Kandla Bulk Terminal Pvt. Ltd.	324.45	-
	Adani Hazira Port Pvt. Ltd.	25.25	346.32
	Adani Petronet (Dahej) Port Pvt. Ltd.	-	0.07
	Adani Murmugao Port Terminal Pvt. Ltd.	83.16	114.41
	Adani Logistics Ltd.	1,147.15	462.52
	Adani Vizag Coal Terminal Pvt. Ltd.	118.78	124.90
	Mundra International Airport Pvt. Ltd.	9.61	8.46
	Mundra SEZ Textile and Apparel Park Pvt. Ltd.	13.93	13.66
	MPSEZ Utilities Pvt. Ltd.	5.65	5.41
	Karnavati Aviation Pvt. Ltd.	146.20	152.50
	Adani Agri Fresh Ltd.	904.00	-
	Adani Power Ltd.	-	54.00
	Chemoil Adani Pvt. Ltd.	192.84	0.04
	Adani Properties Pvt. Ltd.	1.00	1.00
	Adani Hospitals Mundra Pvt. Ltd.	0.70	-
	Dholera Infrastructure Pvt. Ltd.	8.77	8.76
	Mundra Port Pty Ltd, Australia	-	60.55
	Adani Abbot Point Terminal Pty Ltd, Australia	-	3.30
		3,231.49	1,355.90
Capital Advances	Adani Power Ltd.	248.00	-
	Chemoil Adani Pvt. Ltd.	0.32	-
	Shanti Builders	0.14	0.47
		248.46	0.47
Share Application Money Outstanding	Adani International Container Terminal Pvt. Ltd.	-	210.33
	Adani Kandla Bulk Terminal Pvt. Ltd.	305.85	97.74
	Adani Hazira Port Pvt. Ltd.	65.47	-
	Adani Murmogao Port Terminal Pvt. Ltd.	2.79	0.01
	Adani Vizag Coal Terminal Pvt. Ltd.	8.29	-
	Adani Logistics Ltd.	-	0.79
		382.40	308.87
Trade Payable (including provisions)	Adani Enterprises Ltd.	1.66	2.41
	Adani International Container Terminal Pvt. Ltd.	1.67	2.28
	Adani Hazira Port Pvt. Ltd.	0.22	0.12
	Adani Logistics Ltd.	1.34	0.01
	MPSEZ Utilities Pvt. Ltd.	5.21	4.19
	Karnavati Aviation Pvt. Ltd.	2.37	1.43
	Adani Gas Ltd.	-	-
	Adani Power Ltd.	0.61	0.36
	Chemoil Adani Pvt. Ltd.	-	-
	Adani Welspun Exploration Ltd.	-	0.01
	Shanti Builders	-	0.46
		13.08	11.27

Category	Name of Related Party	March 31, 2014	March 31, 2013
Advances from Customer/ Sales of Assets	Adani Enterprises Ltd.	4.38	2.48
	Adani International Container Terminal Pvt. Ltd.	-	672.81
	Adani Hazira Port Private Limited	-	24.07
	Adani Logistics Ltd.	1.12	0.04
	Mundra SEZ Textile and Apparel Park Pvt. Ltd.	-	0.91
	MPSEZ Utilities Pvt. Ltd.	0.01	0.01
	Kutchh Power Generation Ltd.	3.21	3.21
	Adani Power Ltd.	-	0.78
	Chemoil Adani Pvt. Ltd.	2.00	2.25
	Adani Wilmar Ltd.	0.07	0.23
	Adani Foundation	-	0.01
	Shanti Builders	-	0.01
		10.79	706.81
Other Current Assets	Adani International Container Terminal Pvt. Ltd.	61.64	46.77
	Adani Logistics Ltd.	94.35	8.80
	Mundra SEZ Textile and Apparel Park Pvt. Ltd.	1.39	-
	MPSEZ Utilities Pvt. Ltd.	2.27	2.27
	Adani Agri Fresh Ltd.	48.81	-
	Adani Power Ltd.	47.10	19.67
	Chemoil Adani Pvt. Ltd.	9.98	-
	Adani Wilmar Ltd.	2.54	2.21
	Abbot Point Port Holdings Pte Ltd. - Singapore	94.95	1,334.70
		363.03	1,414.42
Other Current Liabilities	Adani Enterprises Ltd.	1.00	1.00
	Adani Power Ltd.	1.76	1.61
	Adani International Container Terminal Pvt. Ltd.	-	587.34
	Chemoil Adani Pvt. Ltd.	0.25	0.25
	Adani Wilmar Ltd.	1.85	0.50
	Shanti Builders	0.20	0.33
		5.06	591.03
Corporate Guarantee given	Adani International Container Terminal Pvt. Ltd.	USD	USD
	Mundra Port Pty Ltd, Australia	90.00 mio	65.00 mio
	Mundra Port Pty Ltd, Australia	USD	USD
	Mundra Port Pty Ltd, Australia	800.00 mio	807.00 mio
	Karnavati Aviation Pvt. Ltd.	-	AUD
Corporate Guarantee (Deed of Indemnity) received	Gujarat Adani Institute Of Medical Sciences	265.52	22.03 mio
	Abbot Point Port Holdings Pte. Ltd. - Singapore	-	285.12
		USD	13.50
		800 mio	-

* Figures being nullified on conversion to ₹ in crore.

Note :

1. The Company has allowed some of its subsidiaries to avail non-fund based bank guarantee facilities sanctioned in its name. The aggregate of these transaction ₹ 538.99 crore (previous year ₹ 645.35 crore) is not disclosed in above schedule.
2. The Company has converted loan of ₹ 346.32 crore given to Adani Hazira Port Private Limited into share application money out of which Equity Share of ₹ 280.85 crore issued by subsidiary company during the year.

30. The Company takes various types of derivative instruments to hedge its future loans & interest liabilities. The category-wise outstanding position of derivative instruments is as under:

Nature	Particulars of Derivatives		Purpose
	As at March 31, 2014 (Amount in Million)	As at March 31, 2013 (Amount in Million)	
INR - Foreign Currency Swap	USD 379.84	USD 224.28	Hedging of equivalent rupee non convertible debentures aggregate of ₹1,988.39 crore and ₹104.82 crore of long term loan (previous year ₹ 1,116.39 crore and ₹76.82 crore of long term loan) to mitigate higher interest rate of INR loans as against foreign currency loans with possible risk of principal currency losses.
Forward Contract	JPY -	JPY 235.05	Hedging of loan and interest liability ₹ Nil (previous year ₹13.56 crore)
	USD -	USD 8.99	Hedging of foreign currency letter of credit liability of ₹ Nil (previous year ₹48.80 crore).
	EUR -	EUR 8.82	Hedging of foreign currency term loan installment liability of ₹ Nil (previous year ₹ 61.29 crore)

The details of foreign currency exposures those are not hedged by a derivative instrument or otherwise are as under:

Nature	As at March 31, 2014		As at March 31, 2013	
	Amount (₹ In Crore)	Foreign Currency (in Million)	Amount (₹ In Crore)	Foreign Currency (in Million)
Foreign Currency Loan	4,842.90 682.70 150.10	USD 808.30 EUR 82.57 JPY 2,585.28	4,282.11 438.13 156.23	USD 788.82 EUR 63.04 JPY 2,708.63
Buyer's Credit	193.99 102.39 1.88	USD 32.38 EUR 12.38 GBP 0.19	82.34 82.25 1.55	USD 15.17 EUR 11.84 GBP 0.19
Trade Payables	2.76 1.67 - - -	USD 0.46 EUR 0.20 AUD - GBP - JPY -	23.99 10.38 0.06 0.17 *-	USD 4.42 EUR 1.49 AUD 0.01 GBP 0.02 JPY 0.01
Interest accrued but not due	32.54 3.41 0.01 1.34	USD 5.43 EUR 0.41 GBP # JPY 23.08	20.58 3.90 0.03 1.50	USD 3.79 EUR 0.56 GBP # JPY 25.97
Other Receivable	94.95	AUD 17.17	1,334.70	AUD 235.71

* Figures being nullified on conversion to ₹ in crore.

Figures being nullified on conversion to foreign currency in million.

Closing rates as at March, 31 :

	2014	2013
INR / USD =	59.92	54.29
INR / EUR =	82.69	69.50
INR / GBP =	99.77	82.23
INR / JPY =	0.58	0.58
INR / AUD =	55.30	56.63

31. Information required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year ended March 31, 2014. This information has been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by auditors.

(₹ In Crore)

S.No.	Particulars	Year ended March 31, 2014	Year ended March 31, 2013
1	Principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year.		
	Principal	0.08	0.15
	Interest	Nil	Nil
2	The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
3	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil
4	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	Nil	Nil
	Total	0.08	0.15

32. The Company has been availing benefit u/s 80IAB of the Income Tax Act, 1961 on the taxable income. In view of the amendment in Income Tax Act, 1961 w.e.f. April 1, 2011 by Finance Act 2011, the Company is liable to pay Minimum Alternate Tax (MAT) on income from the financial year 2011-12. Based on the amendment, the Company has made provision of ₹ 463.63 crore (previous year ₹ 377.36 crore) for current taxation based on its book profit for the financial year 2013-14 and considered credit for MAT of ₹ 387.37 crore (previous year ₹ 365.58 crore) as the management believes, it has convincing evidence in the nature of strategic volumes of cargo available with the Company and higher depreciation charge for accounting purposes than the depreciation for income tax purposes in the future period, thereby, the MAT credit will be utilized post tax holiday period.
33. During the year Company transferred Container Terminal Infrastructure Assets (earlier included as "Fixed assets held for sale") to Adani International Container Terminal Private Limited (AICTPL), a (50:50) joint venture entity between Company and Mundi Limited on approval of government and regulatory authorities under the approved sub-concession agreement by Gujarat Maritime Board (GMB) w.e.f. July 1, 2013. The income from sale /sub-lease of core port assets i.e. port container infrastructure, upfront infrastructure development fee and proportionate portion of deferred usages charges aggregating to ₹ 890.92 crore are included in revenue from operations and corresponding related costs are shown under head "Operating Expenses". The value of port equipments and other miscellaneous assets related to port terminal sold to AICTPL is netted against the cost in the financial statement as such assets were being acquired specifically for AICTPL and transferred on cost basis. The value of such asset is ₹ 597.67 crore. The details of assets included as "Fixed assets held for sales" is as follows.

(₹ In Crore)

Particulars	As at March 31, 2014	As at March 31, 2013
Project Expenditure		
Opening Balance	1,013.38	257.13
Additions during the year	1.41	694.43
Expenditure during construction period	-	21.54
Closing Balance	1,014.79	973.10
Add: Borrowing Cost	-	9.19
Exchange differences on long term borrowing	-	31.09
Less : Assets transferred during the year	(1,014.79)	-
Total	-	1,013.38

34. Capital Work in Progress includes Expenditure during Construction Period/New Projects and Capital Inventory, details of which are as follows:

(₹ In Crore)

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
A. Project Expenditure	517.49	961.73
B. Capital Inventory	144.00	167.80
C. Expenditure during Construction Period :		
Personnel Expenses		
Salaries, Wages & Bonus	0.10	2.76
Contribution to Provident Fund	0.01	0.11
Sub Total	0.11	2.87
Other Expenses		
Legal and Professional Expenses	-	0.53
Travelling and Conveyance	0.04	0.02
Rent	0.02	-
Security Charges	-	0.16
Sub Total	0.06	0.71
Financial Expenses		
Interest on Borrowings	-	33.72
Bank Charges	-	0.46
Ancillary Cost of Borrowings	-	3.03
Sub Total	-	37.21
Interest Income on Bank Deposits	-	(1.24)
Depreciation	78.50	92.31
Total Expenditure	78.67	131.86
Brought Forward from previous year	2.16	163.74
Total	80.83	295.60
Capitalized / allocation during the year	80.83	293.44
Balance Carried Forward Pending Allocation/Capitalization	-	2.16
Total Capital Work In Progress (A + B + C)	661.49	1,131.69

Note:

The above expenditure excludes operational expenditure related to project assets, such as fuel and stores & spares consumption.

35. Capital Commitments and Other Commitments

Capital Commitments

(₹ In Crore)

Particulars	As at March 31, 2014	As at March 31, 2013
Estimated amount of contracts (Net of advances) remaining to be executed on capital account and not provided for	176.79	233.05

Other Commitments

- The port projects of subsidiary companies viz. Adani Hazira Port Private Limited, Adani Petronet (Dahej) Port Private Limited, Adani Murmugao Port Terminal Private Limited and Adani Vizag Coal Terminal Private Limited has been funded through various credit facility agreements with banks. Against the said facilities availed by the subsidiary companies from the banks, the Company has executed a Sponsor Undertaking and Pledge Agreement whereby 51% of the holding would be retained by the Company at all points of time and of which 30% holding is pledged (except in case of AICTPL where the company has pledged 1,64,59,755 equity shares (equivalent to 5.31 %) and balance share are in process of being pledged) and for the balance 21% holding, the Company has given a non-disposal undertaking to the lenders of respective subsidiary companies.
- In terms of arrangement with Adani Enterprises Limited, the holding company, the Company has proposed to purchase equity share and consequential economic interest /ownership rights there under in respect of some of the companies where equity shares are also held by holding company. The Company is in the process of obtaining regulatory approvals to get the share transferred in it's own name . In the meantime, the Company has advances unsecured loans to these companies as promoter's contribution for funding the ongoing projects.
- An agreement has been entered between Adani Petronet (Dahej) Port Private Limited (APDPPL - subsidiary company), Adani Power Limited (fellow subsidiary), Adani Enterprises Limited (holding company), Adani Power Dahej Limited (fellow subsidiary) and the Company, wherein Adani Power Dahej Limited has agreed to transfer under suitable arrangements, certain assets to APDPPL. Based on the agreement, the Company has given ₹ 248.00 crore as an capital advance to Adani Power Limited. The transaction is recorded as capital advance in the books of accounts. As per agreement, the transaction is expected to consummate by March 31, 2015.
- The Company has entered into an agreement / MOU with a party to purchase or lease corporate office space of 5 lacs square feets. The Company has given deposit of ₹ 250.00 crore as per the agreement / MOU to secure its rights.

36. Disclosure pursuant of Accounting Standard (AS) – 7 (revised) – Construction Contracts are as under

A) (₹ In Crore)

Particulars	As at March 31, 2014	As at March 31, 2013
a) Contract revenue recognized during the year	74.21	67.08
b) Disclosure for Contract in Progress		
(i) Aggregate amount of contract costs incurred up to date	121.56	65.74
(ii) Recongnised Profit (Less recognised losses)	116.95	101.71
(iii) Customer advances outstanding	3.00	-
(iv) Retention money due from customers	6.33	8.19
c) Amount due from customers	-	-
d) Amount due to customers	8.33	1.37

37. Contingent Liabilities not provided for

(₹ In Crore)

Sr. No.	Particulars	As at March 31, 2014	As at March 31, 2013
a.	Corporate Guarantees given to banks and financial institutions against credit facilities availed by the subsidiaries - Amount outstanding there against ₹ 727.09 crore (previous year ₹ 195.19 crore)	787.77	578.04
b.	Corporate Guarantee given to Bank for credit facility availed by erstwhile subsidiary company, Mundra Port Pty Limited, Australia. (Amount outstanding there against ₹ 4,793.20 crore (previous year ₹ 4,342.80 crore)	(Refer note 40)	4,342.80
c.	Bank Guarantees and Letter of Credit outstanding against credit facilities availed by the subsidiaries	538.99	645.35
d.	Bank Guarantees given to government authorities and bank (also includes DSRA bank guarantees given to Bank on behalf of subsidiaries and erstwhile subsidiaries.	121.68	77.02
e.	Civil suits filed by the Customers for recovery of damages caused to machinery in earthquake ₹ 0.37 crore (previous year ₹ 0.37 crore), to cargo stored in Company's godown ₹ 0.94 crore (previous year ₹ 0.94 crore), loss due to mis-handling of wheat cargo ₹ 6.20 crore (previous year ₹ 6.20 crore) and loss due to non-performance of dredging contract ₹ 22.98 crore (previous year ₹ 22.98). The said civil suits are currently pending with various Civil Courts in Gujarat. The management is reasonably confident that no liability will devolve on the Company in this regard and hence no provision is made in the books of accounts towards these suits.	30.49	30.49
f.	The Company received show cause notices from the Custom Authorities for import of various Cargos at Port ₹ 0.46 crore (previous year ₹ 0.46 crore). The Customs cases are currently pending with, Assistant Commissioner of Customs, Mundra (₹ 0.14 crore), Customs, Excise and Service Tax Appellate Tribunal, Mumbai (₹ 0.27 crore) and Addl. Director General, DRI (₹ 0.05 crore) respectively. The Company has given deposit of ₹ 0.05 crore (previous year ₹ 0.05 crore) against the demand. The management is reasonably confident that no liability will devolve on the Company and hence no liability has been recognised in the books of accounts.	0.46	0.46
g.	Deputy Commissioner of Customs, Mundra and Assistant Commissioner of Customs, Mumbai have held that the Company wrongly availed duty benefit exemption under DFCEC Scheme on import of equipment and demanded duty payment of ₹ 0.25 crore (previous year ₹ 0.25 crore). The Company has filed its reply to the show cause notice with Deputy Commissioner of Customs, Mundra and Commissioner of Customs, Mumbai against order in original. The management is of view that no liability shall arise on the Company.	0.25	0.25

(₹ In crore)

Sr. No.	Particulars	As at March 31, 2014	As at March 31, 2013
h.	Various show cause notices received from Commissioner/ Additional Commissioner/ Joint Commissioner/ Deputy Commissioner of Customs and Central Excise, Rajkot and Commissioner of Service Tax, Ahmedabad, for wrongly availing of Cenvat credit/ Service tax credit and Education Cess credit on input services and steel, cement and other misc. fixed assets during financial year 2006-07 to 2013-14. The Excise department has demanded recovery of the duty along with penalty and interest thereon. The Company has given deposit of ₹ 4.50 crore (previous year: ₹ 4.50 crore) against the demand. The matters are pending before High Court of Gujarat, Commissioner of Central Excise (Appeals), Rajkot and Commissioner of Service Tax, Ahmedabad. The Company has taken an external opinion in the matter based on which the management is of the view that no liability shall arise on the Company.	73.20	69.19
i.	Show cause notices received from Commissioner of Customs and Central Excise, Rajkot in respect of levy of service tax on various services provided by the Company and wrong availment of CENVAT credit by the Company during financial year 2009-10 to 2011-12. The matter is currently pending at High Court of Gujarat ₹ 6.72 crore (previous year ₹ 6.72 crore); and Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad ₹ 0.15 crore (previous year ₹ 0.15 crore) and Commissioner of Service Tax Ahmedabad ₹ 0.02 crore (previous year ₹ 0.02 crore). The Company has taken an external opinion in the matter based on which the management is of the view that no liability shall arise on the Company.	6.90	6.90
j.	Commissioner of Customs, Ahmedabad has demanded vide letter no.4/Comm./SIIB/2009 dated 25/11/2009 for recovery of penalty in connection with import of Air Craft which is owned by Karnavati Aviation Private Limited (Formerly Gujarat Adani Aviation Private Limited.), subsidiary of the Company. Company has filed an appeal before the Customs, Excise and Service Tax Appellate Tribunal against the demand order, the management is reasonably confident that no liability will devolve on the Company and hence no liability has been recognized in the books of account.	2.00	2.00
k.	Company has imported Tamping Machine & Spare parts system - Plasser Theurer duty free under the EPCG Scheme for which an export obligation of ₹ 17.73 crore that is equivalent to 6 times of duty saved of ₹ 2.95 crore. The export obligation has to be completed by F.Y. 2019-20.	2.95	-
l.	During the year the Company has received order from Addl. Commissioner of Income Tax and Dy. Commissioner of Income tax for recovery of income tax of ₹ 33.27 crore and interest of ₹ 18.74 crore for assessment years 2009-10, 2010-11 and 2011-12. The management is reasonably confident that no liability will be devolve on the Company.	52.01	-

38. Additional Information pursuant to the provisions of Revised Schedule VI to the Companies Act, 1956 to the extent applicable:

a) Expenditure in Foreign Currency (accrual basis)

(₹ In Crore)

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
Travelling Expenses	0.09	0.57
Interest	210.37	162.69
Bank Charges	8.56	9.05
Fees and Legal Expenses*	1.54	0.06
Others	1.28	-
Repairs & Maintenance	0.41	4.18

* The above expenses includes ₹ 1.44 crore (previous year NIL) paid as legal & professional charges for service received in respect of Institutional Placement Program (IPP) and the expense is adjusted against Securities Premium in accordance with section 78 of the companies act 1956. (also refer note 4)

b) Earnings in Foreign Currency (accrual basis)

(₹ In Crore)

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
Storage Rental	1.05	4.93

c) CIF value of imports:

(₹ In Crore)

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
Stores & Spares	29.30	15.79
Fuel	128.88	89.38
Capital goods	22.17	739.50

d) Imported and indigenous stores and spares consumed

(₹ In Crore)

Particulars	Consumption		% of Consumption	
	2013-14	2012-13	2013-14	2012-13
Imported	9.40	6.37	14.62	13.90
Indigenous	54.89	39.45	85.38	86.10
Total	64.29	45.82	100.00	100.00

e) Net dividend remitted in foreign exchange

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
	Final	Final
Number of non-resident shareholders	1	1
Number of equity shares held on which dividend was due	20,00,000	20,00,000
Amount remitted (USD in Million)	0.03	0.03
Equivalent (₹ in crore)	0.20	0.14
Year to which it relates	2012-13	2011-12

39. The following are the details of loans and advances in the nature of loans given to subsidiaries, associates and other entities in which directors are interested in terms of clause 32 of listing agreement.

(₹ In Crore)

Name of Entities	Outstanding amount as at		Maximum amount outstanding during the year	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Mundra International Airport Pvt. Ltd.	9.61	8.46	9.61	8.46
Mundra SEZ Textile and Apparel Park Pvt. Ltd.	13.93	13.66	13.93	13.66
Adani Logistics Ltd.	1,147.15	462.52	1,416.17	473.92
Karnavati Aviation Pvt. Ltd.	146.20	152.50	176.00	154.07
Adani Murmugao Port Terminal Pvt. Ltd.	83.16	114.41	206.55	121.41
Adani Petronet (Dahej) Port Pvt. Ltd.	Nil	Nil	Nil	15.41
MPSEZ Utilities Pvt. Ltd.	Nil	Nil	6.22	5.33
Dholera Infrastructure Pvt. Ltd.	8.77	8.76	8.77	8.76
Adani Power Ltd.	-	54.00	249.67	250.00
Chemoil Adani Pvt. Ltd.	192.67	NIL	192.67	NIL
Adani Hazira Port Pvt. Ltd.	25.25	346.32	346.32	346.32
Adani International Container Terminal Pvt. Ltd.	Nil	Nil	Nil	76.80
Mundra Port Pty Ltd (USD in Million)	Nil	9.04	9.04	9.04
Mundra Port Pty Ltd (AUD in Million)	Nil	2.00	4.32	2.00
Adani Vizag Coal Terminal Pvt. Ltd.	118.78	124.90	229.49	124.90
Adani Agri Fresh Limited	904.00	Nil	925.00	Nil
Adani Hospitals Mundra Pvt. Ltd.	0.70	Nil	0.70	Nil
Adani Kandla Bulk Terminal Pvt. Ltd.	324.45	Nil	324.45	Nil

Note :

1. All loans are given on interest free basis except loan to Adani Agri Fresh Limited, Adani Power Limited, Adani Logistics Limited and Mundra SEZ Textiles and Apparel Park Private Limited.

40. During the previous year, the Company had initiated and recorded the divestment of its entire equity holding in Adani Abbot Point Terminal Holdings Pty Limited (AAPTHPL) and entire Redeemable Preference Shares holding in Mundra Port Pty Ltd (MPPL) representing Australia Abbot Point operations to Abbot Point Port Holdings Pte Ltd, Singapore. The Company entered Share Purchase Agreement ('SPA') on March 30, 2013 to sell its holding in AAPTHPL and MPPL. In terms of the SPA the conditionality as regards regulatory and lenders approvals were obtained except in respect of approval from one of the lenders who have given specific line of credit to MPPL. The Company has also extended a corporate guarantee of USD 800 million against this line of credit to MPPL, which is outstanding as at the year end and the Company has pledged its entire equity holding of 1,000 equity shares of AUD 1 each at the reporting date in favour of lender.

During the year the Company has received corporate guarantee ('Deed of Indemnity') against this outstanding corporate guarantee from Abbot Point Port Holding Pte Limited, Singapore.

41. During the year, the Company had received a show cause notice from Ministry of Environment and Forest. The Company has filed its reply to the aforesaid show cause notice and is confident of having no liability in the matter. Also, the management is confident of recovery of certain receivables from customers which remained overdue as at year end on account of the pending environment clearances.

42. Interest in a joint venture

The company holds 50% interest in Adani International Container Terminal Private Limited, a joint controlled entity which is developing container terminal and associated facility.

The company's share of the assets, liabilities, income and expenses of the jointly controlled entity for the year ended March 31, 2014

(₹ In Crore)

Particulars	March 31, 2014	March 31, 2013
Equity	290.52	25.90
Share application money pending allotment	-	105.16
Non-current liabilities	524.10	358.37
Current liabilities	344.73	353.08
Non-current assets	1,125.48	525.46
Current assets	33.87	317.05
Revenue	111.93	10.20
Operating Expenses	(26.06)	-
Employee Benefit Expenses	(2.13)	-
Depreciation of plant and machinery	(48.11)	(1.40)
Other expense	(21.66)	(0.71)
Finance charges	(48.35)	(9.36)
Profit / (Loss) before tax	(34.38)	(1.27)
Income-tax expense	(0.05)	-
Profit / (Loss) after tax	(34.43)	(1.27)

43. previous year figures

previous year's figures have been regrouped wherever necessary to conform to this year's classification.

As per our report of even date

For S.R. BATLIBOI & ASSOCIATES LLP

Firm Registration No.: 101049W

Chartered Accountants

per Arpit K. Patel

Partner

Membership No.: 34032

Place : Ahmedabad

Date : May 15, 2014

For and on behalf of the Board of Directors

Gautam S. Adani

Chairman and Managing Director

Dr. Malay R. Mahadevia

Wholetime Director

Place : Ahmedabad

Date : May 15, 2014

Rajesh S. Adani

Director

B Ravi

Chief Financial Officer

Dipti Shah

Company Secretary

Statement pursuant to approval u/s 212(1)(e) of the Companies Act, 1956

(₹ in Crore)

Sr. No.	Name of the Subsidiaries	Financial Year of subsidiary ended on	Share of the subsidiary Company held on the above date and the extent of holding		Net aggregate amount of profit/ (loss) of the subsidiary for the financial year so far as they concern members of Adani Ports and Special Economic Zone Limited		Net aggregate amount of profit/ (loss) of the subsidiary for the previous financial year so far as they concern members of Adani Ports and Special Economic Zone Limited	
			Number of Shares	Extent of holding	Dealt with the accounts of Adani Ports and Special Economic Zone Limited	Not dealt with the accounts of Adani Ports and Special Economic Zone Limited	Dealt with the accounts of Adani Ports and Special Economic Zone Limited	Not dealt with the accounts of Adani Ports and Special Economic Zone Limited
1	Mundra SEZ Textile and Apparel Park Pvt. Ltd.	March 31, 2014	24,50,000	56.98%	(2.56)	Nil	(2.54)	Nil
2	MPSEZ Utilities Pvt. Ltd.	March 31, 2014	1,31,35,000	100%	4.20	Nil	0.56	Nil
3	Adani Logistics Ltd.	March 31, 2014	32,50,00,000	100%	29.71	Nil	10.05	Nil
4	Karnavati Aviation Pvt. Ltd.	March 31, 2014	2,00,00,000	100%	(15.67)	Nil	(5.32)	Nil
5	Adani Petronet (Dahe) Port Pvt. Ltd.	March 31, 2014	25,61,53,846	74%	9.42	Nil	49.97	Nil
6	Adani Murmugao Port Terminal Pvt. Ltd.	March 31, 2014	8,57,57,500	74%	(0.01)	Nil	(0.08)	Nil
7	Mundra International Airport Pvt. Ltd.	March 31, 2014	5,00,000	100%	*-	Nil	(0.43)	Nil
8	Adani Hazira Port Port Pvt. Ltd.	March 31, 2014	65,00,00,000	100%	(24.52)	Nil	0.64	Nil
9	Hazira Infrastructure Pvt. Ltd.	March 31, 2014	2,42,00,000	100%	0.21	Nil	(0.01)	Nil
10	Hazira Road Infrastructure Pvt. Ltd.	March 31, 2014	50,000	100%	(0.01)	Nil	(0.01)	Nil
11	Adani Vizag Coal Terminal Pvt. Ltd.	March 31, 2014	48,00,000	100%	(0.02)	Nil	(0.06)	Nil
12	Adani Kandla Bulk Terminal Pvt. Ltd.	March 31, 2014	25,500	51%	(0.01)	Nil	(0.01)	Nil
13	Adani Warehousing Services Pvt. Ltd.	March 31, 2014	50,000	100%	0.14	Nil	*-	Nil
14	Adani Hospitals Mundra Pvt. Ltd.	March 31, 2014	50,000	100%	*-	Nil	Nil	Nil
15	Adani Ennore Container Terminal Pvt. Ltd.	March 31, 2014	50,000	100%	(0.01)	Nil	Nil	Nil

* Figures being nullified on conversion to ₹ in crore

Independent Auditor's Report

To
The Board of Directors of
Adani Ports and Special Economic Zone Limited

We have audited the accompanying Consolidated financial statements of Adani Ports and Special Economic Zone Limited ("the Company") and its subsidiaries, associates and joint venture company (together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at March 31, 2014, and the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these Consolidated financial statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance and Consolidated cash flows of the Company in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the Consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the Consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Other Matter

We did not audit total assets of ₹2,711.18 crore as at March 31, 2014, total revenues of ₹ 614.70 crore and net cash outflows amounting to ₹ 4.27 crore for the year then ended, net of inter- company eliminations, included in the accompanying Consolidated financial statements in respect of certain subsidiaries and associate, whose financial statements and other financial information have been audited by other auditors and whose reports have been furnished to us. Our opinion, in so far as it relates to the affairs of such subsidiaries and associate is based solely on the report of other auditors. Our opinion is not qualified in respect of this matter.

For S.R. Batliboi & Associates LLP
ICAI Firm Registration Number: 101049W
Chartered Accountants

per Arpit K. Patel
Partner
Membership Number: 34032

Place : Ahmedabad
Date: May 15, 2014

Consolidated Balance Sheet as at March 31, 2014

PARTICULARS	Notes	As at March 31, 2014 ₹ in Crore	As at 31 March 2013 ₹ in Crore
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	4	416.82	403.49
Reserves and Surplus	5	8,351.28	5,992.78
Sub Total		8,768.10	6,396.27
Minority Interest		143.67	142.31
NON-CURRENT LIABILITIES			
Long-Term Borrowings	6	11,288.41	10,257.50
Deferred Tax Liabilities (Net)	7	674.47	552.97
Other Long Term Liabilities	8	733.59	593.86
Long-Term Provisions	9	369.02	104.25
Sub Total		13,065.49	11,508.58
CURRENT LIABILITIES			
Short Term Borrowings	10	405.55	404.70
Trade Payables	11	264.80	169.35
Other Current Liabilities	12	1,704.24	2,138.33
Short-Term Provisions	9	325.31	300.05
Sub Total		2,699.90	3,012.43
Total		24,677.16	21,059.59
ASSETS			
NON CURRENT ASSETS			
Fixed assets			
Tangible assets	13	13,003.54	11,217.93
Intangible assets	13	119.09	124.18
Capital work-in-progress	36	2,024.83	2,951.21
		15,147.46	14,293.32
Goodwill on consolidation		40.35	40.35
Non-Current Investments	14	57.48	77.08
Deferred Tax Assets (net)	7	0.10	24.39
Loans and Advances	15	3,092.80	1,151.05
Trade Receivables	18	504.30	81.58
Other Non-Current Assets	19	390.66	368.34
Sub Total		19,233.15	16,036.11
CURRENT ASSETS			
Current Investments	16	5.94	144.51
Inventories	17	169.44	97.95
Trade Receivables	18	923.26	720.02
Cash & Bank Balances	20	513.92	830.55
Loans and Advances	15	3,239.90	1,747.15
Other Current Assets	19	591.55	1,483.30
Sub Total		5,444.01	5,023.48
Total		24,677.16	21,059.59
Summary of significant accounting policies.	3.1		

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date

For S.R. BATLIBOI & ASSOCIATES LLP

Firm Registration No.: 101049W

Chartered Accountants

per Arpit K. Patel

Partner

Membership No.: 34032

Place : Ahmedabad

Date : May 15, 2014

For and on behalf of the Board of Directors

Gautam S. Adani

Chairman and Managing Director

Dr. Malay R. Mahadevia

Wholetime Director

Place : Ahmedabad

Date : May 15, 2014

Rajesh S. Adani

Director

B Ravi

Chief Financial Officer

Dipti Shah

Company Secretary

Consolidated Statement of Profit and Loss for the year ended March 31, 2014

PARTICULARS	Notes	For the Year ended March 31, 2014 ₹ in Crore	For the Year ended March 31, 2013 ₹ in Crore
Continuing operations			
Revenue from Operations	21	4,823.99	3,576.63
Other Income	22	683.63	264.44
Total Revenue		5,507.62	3,841.07
Expenses			
Operating Expenses	23	1,479.84	908.08
Employee Benefits Expenses	24	161.61	130.75
Other Expenses	25	262.19	161.82
Depreciation and Amortization Expense	13	649.48	421.97
Finance Costs	26	976.76	541.84
Total Expenses		3,529.88	2,164.46
Profit from ordinary activities before tax		1,977.74	1,676.61
Tax Expense:			
- Current Tax (Including MAT)		478.32	387.42
- MAT Credit Entitlement		(387.37)	(365.58)
- Deferred Tax Charge		145.79	101.24
Profit After Tax from continuing operations (A)		1,741.00	1,553.53
Discontinuing operations			
(Loss) from ordinary activities attributable to discontinued operations before tax (Refer Note 41)		-	(369.09)
Tax Expenses:			
- Current Tax		-	6.22
- Deferred Tax Charge / (Credit)		-	(41.04)
(Loss) after tax from ordinary activities attributable to discontinued operations.		-	(334.27)
Gain on sale of discontinued operations (Refer Note 41)		-	419.57
Profit After Tax from discontinued operations (B)		-	85.30
Profit after tax for the year (A+B)		1,741.00	1,638.83
Add / (Less):- Share of minority shareholders in (profit) / loss of subsidiaries		(1.36)	(15.61)
Net Profit		1,739.64	1,623.22
Basic and Diluted Earning per Equity Share (in ₹) face value of ₹ 2 each	27		
- From continuing operations		8.45	7.68
- From total operations		8.45	8.10
Summary of significant accounting policies	3.1		

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date

For S.R. BATLIBOI & ASSOCIATES LLP

Firm Registration No.: 101049W

Chartered Accountants

per Arpit K. Patel

Partner

Membership No.: 34032

Place : Ahmedabad

Date : May 15, 2014

For and on behalf of the Board of Directors

Gautam S. Adani

Chairman and Managing Director

Dr. Malay R. Mahadevia

Wholetime Director

Place : Ahmedabad

Date : May 15, 2014

Rajesh S. Adani

Director

B Ravi

Chief Financial Officer

Dipti Shah

Company Secretary

Consolidated Cash Flow Statement for the year ended March 31, 2014

PARTICULARS	For the Year ended March 31, 2014 (₹ in Crore)	For the Year ended March 31, 2013 (₹ in Crore)
A. Cash Flow from Operating Activities		
Net profit before tax	1,977.74	1,676.61
(Loss) from ordinary activities attributable to discontinued operations before tax	-	50.48
Adjustments for :		
Gain on sale of discontinued operations	-	(419.57)
Depreciation on Continuing operations	649.48	421.97
Depreciation on Discontinued operations	-	334.41
Unclaimed liabilities / excess provision written back	(6.43)	(1.40)
Land Lease Income on Present Value Basis	-	(52.49)
Cost of Land Leased	0.35	2.57
Amortisation of Amounts Received under Long Term Land Lease/ Infrastructure Usage Agreements	(38.26)	(28.96)
Finance Cost	659.25	489.41
Service Line Contribution amortized during the year	(0.56)	(0.13)
Unrealised Foreign Exchange (Gain) / Loss	53.50	8.88
Unrealised derivative (Gain) / Loss	298.95	9.85
Interest Income	(544.19)	(108.52)
Dividend Income from long term and current investments	(13.61)	(7.50)
(Profit)/Loss on sale of Fixed Assets	(110.35)	5.53
Operating Profit before Working Capital Changes	2,925.87	2,381.14
Adjustments for :		
(Increase) in Trade Receivables	(625.96)	(466.37)
(Increase) in Inventories	(71.49)	(28.85)
(Increase) in Other Current Assets	(11.73)	(273.03)
Decrease in Other Non Current Assets	26.38	210.55
(Increase) in Long term Loans and Advances	(248.20)	(20.62)
(Increase) in Short term Loans and Advances	(26.19)	(451.80)
Increase / (Decrease) in Provision	5.20	(85.45)
Increase / (Decrease) in Trade Payables	94.90	(206.60)
(Decrease) / Increase in Other Current Liabilities	(594.88)	690.85
Increase in Long Term Liabilities	177.99	2.78
Cash Generated from Operations	1,651.89	1,752.60
Direct Taxes (paid) / Refund (Net)	(519.99)	(373.50)
Net Cash from Operating Activities	1,131.90	1,379.10
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(1,246.04)	(3,836.65)
Investments made in Associates / Subsidiaries / Share application paid (including acquisition from third parties)	-	(7.34)
Proceed from sale of non current investment	19.60	-
Proceed from sale of Investments	1,240.36	-
Purchase of Investments in Mutual Fund	(5,058.01)	(2,418.36)
Proceed from sale of Investments in Mutual Fund	5,196.58	2,273.85
Inter-corporate deposit/ loans given	(4,049.63)	(1,881.33)
Inter-corporate deposit/ loans received back	1,370.29	418.03
Proceeds from / (Deposits in) Fixed Deposits with a maturity period of more than 90 days (net)	(326.68)	692.01
Proceeds from sale of fixed assets	143.87	5.25
Dividend Income	13.61	7.50
Interest Received	186.02	57.24
Net Cash used in Investing Activities	(2,510.03)	(4,689.80)

Consolidated Cash Flow Statement for the year ended March 31, 2014

PARTICULARS	For the Year ended March 31, 2014 (₹ in Crore)	For the Year ended March 31, 2013 (₹ in Crore)
C. Cash Flow from Financing Activities		
Capital contribution received	-	18.60
Minority Adjustment on conversion of Subsidiary to Joint Venture	-	(26.64)
Receipt of Long Term Borrowings	1,380.34	8,271.33
Repayment of Long Term Borrowings	(716.92)	(2,726.86)
Receipt of Short Term Borrowings	505.34	1,811.70
Repayment of Short Term Borrowings	(514.35)	(2,412.20)
Inter-corporate deposit received	570.50	804.00
Inter-corporate deposit refund	(580.50)	(804.00)
Interest & Finance Charges Paid	(636.03)	(474.07)
Interest & Finance Charges Paid and Capitalised	-	(163.25)
Proceeds from issue of equity shares	1,015.88	-
Payment of Share issue expenses	(9.76)	-
Payment of dividend	(207.01)	(140.24)
Payment of dividend distribution tax	(35.18)	(22.75)
Service Line Contribution received	0.19	2.07
Net Cash Flow from/(used in) Financing Activities	772.50	4,137.69
D Exchange Difference arising on conversion debited to Foreign Currency Translation Reserve	-	73.42
E Net Increase in Cash and Cash Equivalents (A+B+C+D)	(605.63)	900.41
F Cash and Cash Equivalents at start of the year	755.80	374.74
G Cash and Cash Equivalents of discontinued operation	-	(519.35)
H Cash and Cash Equivalents at close of the year	150.17	755.80
I Components of Cash & Cash Equivalents		
Cash and Cheques on Hand	0.10	0.69
Balances with Scheduled Banks		
- On Current Accounts	86.53	135.43
- On Current Accounts Earmarked for unpaid dividend and share application refund money	1.41	1.29
- On Fixed Deposit Accounts	62.13	618.39
J Cash and Cash Equivalents at close of the year (refer note 20)	150.17	755.80

Notes:

- The Cash Flow Statement has been prepared under the Indirect method as set out in Accounting Standard-3 on Cash Flow Statements notified by Company Accounting Standard Rules, 2006
- Previous year's figures have been regrouped where necessary to confirm to this year's classification.
- During the year ended in March 31, 2014, the Company has converted interest bearing loan of ₹ 248.00 crore given to a fellow subsidiary entity (of which ₹ 54.00 crore were given in earlier year) and interest bearing loan of ₹ 307.00 crore given to a third party into capital advance. Thus, the impact of this has not been given in the cash flow statement above.

As per our report of even date

For S.R. BATLIBOI & ASSOCIATES LLP

Firm Registration No.: 101049W

Chartered Accountants

per Arpit K. Patel

Partner

Membership No.: 34032

Place : Ahmedabad

Date : May 15, 2014

For and on behalf of the Board of Directors

Gautam S. Adani

Chairman and Managing Director

Dr. Malay R. Mahadevia

Wholetime Director

Place : Ahmedabad

Date : May 15, 2014

Rajesh S. Adani

Director

B Ravi

Chief Financial Officer

Dipti Shah

Company Secretary

Notes to the Consolidated Financial Statements for the year ended March 31, 2014

1. Corporate information

Adani Ports and Special Economic Zone Limited ('the Company', 'APSEZL') is in the business of development, operations and maintenance of port infrastructure has linked multi product Special Economic Zone (SEZ) and related infrastructure contiguous to Mundra port. The initial port infrastructure facilities at Mundra including expansion thereof through development of additional terminals and south port infrastructure facilities are developed pursuant to the concession agreement with Government of Gujarat (GoG) and Gujarat Maritime Board (GMB) for 30 years period effective from February 17, 2001. The Company has expanded port infrastructure facilities through approved supplementary concession agreement (pending to be concluded) which will be effective till the year 2040, whereby port infrastructure has been developed at Wandh, Mundra to handle coal cargo. The said agreement is in the process of getting signed with GoG and GMB as at the year end although the part of the Coal terminal at Wandh is recognised as commercially operational w.e.f. February 1, 2011.

The Container terminal facilities (CT-1) initially developed by the Company was transferred under sub-concession agreement between Mundra International Container Terminal Limited (MICTL) (erstwhile Adani Container (Mundra)Terminals Limited) and APSEZL entered into, on January 7, 2003 wherein APSEZL has given rights to MICTL to handle the container cargo for a period of 28 years i.e. up to February 17, 2031. Similarly container facilities developed as South Port (CT-3) has been leased under approved sub concession agreement dated October 17, 2011 to (50:50) joint venture company, Adani International Container Terminal Private Limited (AICTPL) as per co-termination with main concession agreement with GMB. The sub-concession agreement is pending to be concluded with GMB.

The Multi Product Special Economic Zone at Mundra and surrounding areas is developed by the Company as per approval of Government of India vide their letter no. F-2/11/2003/EPZ dated April 12, 2006 as amended from time to time till date. The Company has also taken approval of Ministry of Commerce and Industry to set up Free Trade and Warehousing Zone vide letter no. F.1/16/2011-SEZ dated March 26, 2012. During the year, the Company has applied to Ministry of Commerce and Industry for further notification of 1856 hectares of land as a Multi Product Special Economic Zone.

The entities considered for consolidation and their nature of operations are as follows:

- i) Adani Logistics Limited (ALL), a 100% subsidiary of APSEZL, has developed multi-modal cargo storage-cum-logistics services through development of inland container depots at various strategic locations and operates container trains on specific railway routes as per concession agreement entered into with Ministry of Railways, Government of India.
- ii) MPSEZ Utilities Private Limited (MUPL), is a 100% subsidiary of APSEZL, has developed infrastructure including operation, development, maintenance, improvement and extension of utility services (including power distribution) of every description at Mundra Special Economic Zone in Kutch district (Gujarat).
- iii) Mundra SEZ Textile and Apparel Park Private Limited, a 51.41% subsidiary of APSEZL & 5.57% investment held through ALL (a 100% subsidiary of APSEZL), has set up an integrated textile park under the scheme of Ministry of Textiles, Government of India in Special Economic Zone at Mundra, Kutch district (Gujarat).
- iv) Karnavati Aviation Private Limited (KAPL – erstwhile Gujarat Adani Aviation Private Limited), a 100% subsidiary of APSEZL, is engaged in providing non scheduled (passenger) services through its aircrafts.

- v) Adani Petronet (Dahej) Port Private Limited (APPPL), a 74% subsidiary of APSEZL, has developed port infrastructure facilities of bulk cargo at Dahej, (Gujarat).
- vi) Adani Murmugao Port Terminal Private Limited, a 74% subsidiary of APSEZL, is in the process of setting up coal handling terminal at Murmugao, Goa.
- vii) Mundra International Airport Private Limited, a 100% subsidiary of APSEZL, has plan to set up air cargo operations at Mundra, district Kutch (Gujarat).
- viii) Adani Hazira Port Private Limited, a 100% subsidiary of APSEZL, has developed multi – cargo terminal and related infrastructure at Hazira - Surat (Gujarat). The further expansion of port facilities is under development.
- ix) Hazira Infrastructure Private Limited, a step down subsidiary of APSEZL, a 100% subsidiary of Adani Hazira Port Private Limited has plans to develop and construct rail corridor between Surat and Hazira along with related infrastructure subject to approval by Railway Board and Government of Gujarat.
- x) Hazira Road Infrastructure Private Limited, a step down subsidiary of APSEZL, a 100% subsidiary of Adani Hazira Port Private Limited has plan to develop and operate road and highway project subject to approval of local authority, State Government and national highway authority of India.
- xi) Adinath Polyfills Private Limited - the Company has strategically acquired full controlling interest.
- xii) Adani Vizag Coal Terminal Pvt. Ltd., is a 100% subsidiary of APSEZL. The company is developing Port facilities at East Quay for handling steam coal at Visakhapatnam Port.
- xiii) Adani International Container Terminal Private Limited, is a 50% joint venture of APSEZL. The Company is a special purpose entity incorporated to develop / acquire container terminal and associated facility at Mundra South Zone.
- xiv) Adani Kandla Bulk Terminal Pvt. Ltd., is a 51% subsidiary of APSEZL. The Company is developing a Dry Bulk terminal off Tekra near Tuna outside Kandla Creek at Kandla Port.
- xv) Adani Warehousing Services Pvt. Ltd., is a 100% subsidiary of APSEZL. The Company is formed to provide warehousing / storage facilities and other related services.
- xvi) Adani Ennore Container Terminal Pvt. Ltd., is a 100% subsidiary of APSEZL. The Company is formed to provide container terminal and other related services at Ennore Port
- xvii) Adani Hospitals Mundra Pvt. Ltd., is a 100% subsidiary of APSEZL. The Company is formed to provide hospital and related services at Mundra.

2. Principles of consolidation

The Consolidated financial statements relate to the Adani Ports Group which comprises the financial statements of APSEZL and its subsidiaries, associates and joint venture as at March 31, 2014. In the preparation of consolidated financial statements, investment in the subsidiaries, associates and joint venture have been accounted for in accordance with Accounting Standard (AS) 21 - 'Consolidated Financial Statements', AS 23 – 'Accounting for Investments in Associates in Consolidated Financial Statements' and AS 27 - 'Financial Reporting of Interests in Joint Ventures', as notified accounting standard by Companies Accounting Standards Rules, 2006 (as amended). Consolidated financial statements have been prepared on the following basis:

- i) Subsidiaries are fully consolidated from the date of acquisition and incorporation, being the date on which the Group obtains control, and continues to be consolidated until the date that such control ceases (including through voting rights). Subsidiaries have been consolidated on a line-by-line basis by adding together the book values of the like items of assets, liabilities, income and expenses after eliminating all significant intra-group balances and intra-group transactions. The unrealized

profits resulting from intra-group transactions that are included in the carrying amount of assets are eliminated in full. Unrealized losses resulting from intra-group transactions that are deducted in arriving at the carrying amount of assets are also eliminated unless cost cannot be recovered.

- ii) The excess of the cost to the Company of its investment in subsidiaries over the Company's portion of equity on the acquisition date is recognized in the financial statements as goodwill and is tested for impairment annually. When there is excess of Company's portion of equity of the Subsidiary over the cost of the investment then it is treated as Capital Reserve.
- iii) Minority interests represent the portion of profit or loss and net assets not held by the Group and are presented separately in the statement of profit and loss and consolidated balance sheet, separately from parent shareholders' equity. Where accumulated losses attributable to the minorities are in excess of their equity, in the absence of the contractual obligation on the minorities, the same is accounted for by the Parent Company.
- iv) Translation of the financial statements of non integral foreign subsidiaries for incorporation in the consolidated financial statements have been done using the following exchange rates:
 - (a) Assets and liabilities have been translated by using the rates prevailing as on the date of the balance sheet.
 - (b) Income and expense items have been translated by using the average rate of exchange prevailing during the year, which approximates to the exchange rate prevailing at the transaction date.
 - (c) Exchange difference arising on translation of financial statements of non integral operations as specified above is recognised in the Foreign Currency Translation Reserve until the disposal of net investment.
- v) The difference of the proceed from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as of the date of disposal is recognised in the consolidated statement of profit and loss being the profit or loss on disposal of investment in subsidiary.
- vi) Financial statements of the subsidiaries, joint venture and associates are prepared for the same reporting year as the parent company, using consistent accounting policies. As far as possible, the consolidated financial statements have been prepared using uniform accounting policies, consistent with the Company's stand-alone financial statements for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's standalone financial statements. Any deviation in accounting policies is disclosed separately.
- vii) In case of associates where the Company has significant influence or hold directly or indirectly through subsidiaries 20% or more of equity shares, investment in associates are accounted for using equity method in accordance with AS 23 – 'Accounting for Investments in Associates in Consolidated Financial Statements', as notified accounting standard by Companies Accounting Standards Rules, 2006 (as amended). The Company accounts for its share in the change in the net assets of the associates, post acquisition, after eliminating unrealized profits and losses resulting from transactions between the Company and its associates in the statement of profit and loss. The difference between the cost of investment in the associates and the share of net assets, at the time of acquisition of shares in the associates, is identified in the financial statements as Goodwill or Capital Reserve, as the case may be.

- viii) In case of joint venture, the interest in the assets, liability, income and expense are consolidated using proportionate consolidation method. Intra group balances, transactions and unrealized profit / losses are eliminated to the extent of companies proportionate share.
- ix) The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

3. Basis of Preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended), the provisions of the Companies Act, 2013 (to the extent notified) read with general Circular 08/2014 dated April 04, 2014 issued by Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 1956 (to the extent applicable). The financial statements have been prepared on an accrual basis under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

3.1 Summary of Significant Accounting Policies

a) Use of estimates

The preparation of consolidated financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b) Tangible Fixed Assets

- i) Fixed assets are stated at cost net of accumulated depreciation and impairment losses, if any. Cost comprises the purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Borrowing cost relating to acquisition / construction of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.
- ii) Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future economic benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the consolidated statement of profit and loss for the period during which such expenses are incurred.
- iii) The company adjusts exchange differences arising on translation/settlement of long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset to the cost of the asset and depreciates the same over the remaining useful life in accordance with MCA circular dated August 09, 2012, exchange differences adjusted to the cost of fixed assets are total differences, arising on long term foreign currency monetary items pertaining

to acquisition of a depreciable asset, for a period. In other words, the Company does not differentiate between exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other exchange difference.

- iv) Gains or losses arising from derecognition/ sale proceeds of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized except where Company has held the assets with an intention of not being used for the purpose of providing services.
- v) Insurance spares are capitalised as part of mother assets.

c) Expenditure on new projects and substantial expansion

Expenditure directly relating to construction / development 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 directly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is not related to the construction activity nor is incidental thereto, is charged to the consolidated statement of profit and loss.

d) Depreciation on tangible fixed assets

- i) Depreciation on fixed asset is calculated on Straight Line Method (SLM) using the rates arrived at based on the useful lives estimated by the management or those prescribed under Schedule XIV to the Companies Act, 1956, whichever is higher. For assets stated in para (ii) to (v) below, higher depreciation rate has been used based on the useful life estimated by the management.

ii) Assets	Estimated Useful Life
Leasehold Land Development, Marine Structure and Dredged Channel	Over the balance period of Concession Agreement or Sub-Concession Agreement and approved Supplementary Concession Agreement by Gujarat Maritime Board, as applicable
Dredging Pipes - Plant and Machinery	1.5 Years
Nylon and Steel coated belt on Conveyor - Plant and Machinery	4 Years and 10 Years respectively
Inner Floating and outer floating hose, String of Single Point Mooring - Plant and Machinery	5 Years
Fender, Buoy, Capstan installed at Jetty - Marine Structures	5 - 15 Years
Backup Yard	50 Years

- iii) Depreciation on individual assets costing up to ₹ 5,000 and mobile phones, included under office equipments are provided at the rate of 100% in the month of purchase.
- iv) Insurance spares, whose use is expected to be irregular, are depreciated prospectively over the remaining useful lives of the respective mother assets.

- v) Depreciation on Fixed Assets, in case of non integral foreign operations, is calculated on SLM basis over the estimated useful life of the assets as follow:

Assets	Estimated Useful Life
Plant and Machinery	5 to 40 Years
Buildings	15 to 20 Years
Marine Assets	20 to 50 Years
Electric Installations	20 to 50 Years
Vehicles	6 Years

At the end of the sub-concession agreement and supplementary concession agreement, all contracted immovable and movable assets shall be transferred to and shall vest in Gujarat Maritime Board ('GMB') for consideration equivalent to the Depreciated Replacement Value (the 'DRV'). For the purpose of depreciation for the year, DRV is considered Nil on account of uncertainty in determination.

e) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an amalgamation in the nature of purchase is their fair value as at the date of amalgamation. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets are amortized on straight line basis over their estimated useful lives as follows:

Intangible Assets	Estimated Useful Life (Years)
Leasehold Land – Right to Use	Over the balance period of Concession Agreement and approved Supplementary Concession Agreement by Gujarat Maritime Board, as applicable.
Goodwill arising on the amalgamation of Adani Port Limited	Over the balance period of Concession Agreement computed from the Appointed Date of the Scheme of Amalgamation i.e. 28 years.
Software applications	3 Years
License Fees paid to Ministry of Railway (MOR) for approval for movement of Container Trains	Over the license period of 20 years.
Rights for expansion of existing assets	Over the period of 5 years.
Right of use to develop and operate the port facilities	Over the balance period of Sub-Concession Agreement.
User agreements and customers relationships	Over the period of 5 to 10 years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statement of profit and loss when the asset is derecognized.

f) Impairment of tangible and intangible assets

- i) The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the company estimates the asset's recoverable amount. The asset's recoverable amount is the higher of the asset's or cash generating unit's (CGU), net selling price and value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other asset or groups of assets. Where the carrying amount of an asset or CGU exceeds its

recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the asset.

- ii) After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

g) Borrowing Costs

Borrowing cost includes interest & amortization of ancillary costs incurred in connection with the arrangement of borrowings over the loan period.

Borrowing costs directly attributable to the acquisition or construction of the assets that takes substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are charged to consolidated statement of profit and loss.

h) Leases

Where the Company is the lessee

Finance leases includes rights of use in leased land, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liabilities. Finance charges are charged as expense in the consolidated statement of profit and loss.

A leased asset is depreciated on a straight line basis over the useful life of the asset or useful life envisaged in Schedule VI of the Companies Act, 1956 whichever is lower. However, If there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, the capitalized leased assets is depreciated on a straight line basis over the shorter of the estimated useful life of the asset or the lease term.

Leases, wherein the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the consolidated statement of profit and loss on a straight-line basis over the lease term.

Where the Company is the lessor

Leases includes rights to use in leased / sub leased land in which the Company transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under a finance lease are recognized as a receivable at an amount equal to the net investment in the lease. After initial recognition, lease rentals are apportioned between principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The principal amount received reduces the net investment in the lease and interest is recognized as revenue. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the consolidated statement of profit and loss.

Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income is recognized in the consolidated statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognized as an expense in the consolidated statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the consolidated statement of profit and loss.

i) Investments

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Investments, which are readily realizable and intended to be held for not more than a year from the date on which such investments are made, are classified as current investments. All other investments are classified as long - term investments. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long - term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the consolidated statement of profit and loss.

j) Inventories

Stores and Spares: Valued at lower of cost and net realizable value. Cost is determined on a moving weighted average basis. Cost of stores and spares lying in bonded warehouse includes custom duty accounted for on an accrual basis.

Net Realizable Value is the estimated current procurement price in the ordinary course of the business.

k) Government Grant

Government Grants available to the enterprise are accounted where there is reasonable assurance that the enterprise will comply with the conditions attached to them.

In accordance with the Accounting Standard 12 "Accounting for Government Grants", grants in the nature of promoter's contribution are credited to the Capital Reserve and shown under the head Reserves & Surplus.

l) Initial Contribution for Services

Initial contribution received from consumers against services by the subsidiary company MPSEZ Utilities Private Limited, are treated as capital receipt and accounted as Capital Reserve. During the year, the subsidiary company has received ₹ 0.19 crore (previous year ₹ Nil) as contribution.

m) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

i) Port Operation Services

Revenue from port operation services including cargo handling, storage and rail infrastructure are recognized on proportionate completion method basis based on the service performed. Revenue on take-or-pay charges are recognized for the quantity that is the difference between annual agreed tonnage and actual quantity of cargo handled. The amount recognised as a revenue is exclusive of service tax and education cess where applicable.

Income in the nature of license fees / royalty is recognised as and when the right to receive such income is performed as per terms and conditions of relevant agreement.

ii) Income from Long Term Leases

As a part of its business activity, the Company leases/ sub-leases land on long term basis to its customers. In some cases, the Company enters into cancellable lease / sub-lease transaction, while in other cases, it enters into non-cancellable lease / sub-lease transaction apart from

other criteria to classify the transaction between the operating lease or finance lease. The Company recognises the income based on the principles of leases as per Accounting Standard – 19, Leases and accordingly in cases where the land lease / sub-lease transaction are cancellable in nature, the income in the nature of upfront premium received / receivable is recognised on operating lease basis i.e. on a straight line basis over the period of lease / sub-lease agreement / date of Memorandum of understanding takes effect over lease period and annual lease rentals are recognised on an accrual basis. In cases where land lease / sub-lease transaction are non-cancellable in nature, the income is recognised on finance lease basis i.e. at the inception of lease / sub-lease agreement / date of Memorandum of understanding takes effect over lease period, the income recognised is equal to the present value of the minimum lease payment over the lease period (including non-refundable upfront premium) which is substantially equal to the fair value of land leased / sub-leased. In respect of land given on finance lease basis, the corresponding cost of the land and development costs incurred are expensed off in the statement of profit and loss. In case of Subsidiary Mundra SEZ Textile and Apparel Park Private Limited (MITAP), the upfront premium received/receivable under Long Term Leases/Infrastructure Usage Agreement is recognized as income pro-rata over the period of sub-lease agreement. (This income pertaining to MITAP in the books of APSEZL constitutes 4.14% of the total unamortized amount under Long Term Lease/Infrastructure Usage Agreements.)

iii) Deferred Infrastructure Usage

Income from infrastructure usage fee collected on upfront basis from the customers is recognised over the balance contractual period on straight line basis.

iv) Development of Infrastructure Assets

In case the Company is involved in development and construction of infrastructure assets where the outcome of the project cannot be estimated reliably, revenue is recognised when all significant risks and rewards of ownership in the infrastructure assets are transferred to the customer and all critical approvals necessary for transfer of the project are received / obtained.

v) Income from Multi-modal Cargo Storage cum Logistics Services

Multi-modal and transportation income are recognized on the basis of proportionate services provided as per the contractual terms.

vi) Non Scheduled Aircraft Services

Revenue from chartered services is recognized when the service is performed under contractual obligations.

vii) Utilities Services

Revenue is recognized as and when the service performed under contractual obligations and the right to receive such income is established. Delayed payment charges are accounted as and when received.

viii) Contract Revenue

Revenue from construction contracts is recognized on a percentage completion method, in proportion that the contract costs incurred for work performed up to the reporting date stand to the estimated total contract costs indicating the stage of completion of the project. Contract revenue earned in excess of billing has been reflected under the head "Other Current Assets" and billing in excess of contract revenue has been reflected under the head "Other Current Liabilities" in the balance sheet. Full provision is made for any loss in the year in which it is first foreseen.

Income from fixed price contract - Revenue from infrastructure development project / services under fixed price contract, where there is no uncertainty as to measurement or collectability of consideration is recognised based on milestones reached under the contract.

ix) Interest

Interest is recognized on a time proportion basis taking into account the amount outstanding and the applicable rate. Interest income on land leases is included under the head "Revenue from operations" and other interest income is included under the head "Other income". Interest income also include interest earned from multi year payment terms with customers and is included under the head "Other income".

x) Dividends

Revenue is recognized when the shareholders' right to receive payment is established by the balance sheet date.

n) Foreign Currency Translation

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 retranslated using the exchange rate prevailing at the reporting date. Non-monetary items which are measured 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

- a) Exchange differences arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset.
- b) Exchange differences arising on other long-term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Item Translation Difference Account" and amortized over the remaining life of the concerned monetary item.
- c) All other exchange differences are recognized as income or as expenses in the period in which they arise.

For the purpose of (a) and (b) above, the company treats a foreign monetary item as "long-term foreign currency monetary item", if it has a term of 12 months or more at the date of its origination. In accordance with MCA circular dated August 09, 2012, exchange differences for this purpose, are total differences arising on long-term foreign currency monetary items for the period. In other words, the company does not differentiate between exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other exchange difference.

iv) Forward Exchange Contracts entered into to hedge foreign currency risk of an existing asset/liability

The premium or discount arising at the inception of forward exchange contracts and recognised is amortized as an expense/ income over the life of the contract. Exchange differences on such contracts, except the contracts which are long term foreign currency monetary items, are recognized in the statement of profit and loss in the year in which the

exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the period. Any gain/loss arising on forward contracts which are long term foreign currency monetary items is recognized in accordance with paragraph (iii) above.

v) Translation of integral and non-integral foreign operation

The assets and liabilities of a non-integral foreign operation are translated into the reporting currency at the exchange rate prevailing at the reporting date. Their statement of profit and loss are translated at exchange rates prevailing at the dates of transactions or weighted average weekly rates, where such rates approximate the exchange rate at the date of transaction. The exchange differences arising on translation are accumulated in the foreign currency translation reserve. On disposal of a non-integral foreign operation, the accumulated foreign currency translation reserve relating to that foreign operation is recognized in the statement of profit and loss.

vi) Derivative transactions

The Company uses derivative financial instrument, such as principal only swap i.e. INR to foreign currency to take advantage of lower interest rate of foreign currency borrowings. In accordance with the ICAI announcement, derivative contracts, other than foreign currency forward contracts covered under AS 11, are marked to market on a portfolio basis, and the net loss, if any, after considering the offsetting effect of gain on the underlying hedged item, is charged to the consolidated statement of profit and loss. Net gain, if any, after considering the offsetting effect of loss on the underlying hedged item, is ignored.

In case of non integral foreign subsidiary companies:

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument and, if so, the nature of the item being hedged. The Company designates certain derivatives as hedges of the cash flows of recognised assets and liabilities ("cash flow hedges")

At inception, the Company documents the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The company also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions have been, and will continue to be, highly effective in offsetting future cash flows of hedged items.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than twelve months, it is classified as a current asset or liability when the remaining maturity of the hedged item is less than twelve months.

o) Retirement and Other Employee Benefits

i) Provident fund and superannuation fund

Retirement benefits in the form of Provident Fund and Superannuation Fund Schemes are defined contribution schemes and the contributions are charged to the statement of profit and loss of the year when the contributions to the respective funds are due when an employee renders the related service. There are no other obligations other than the contribution payable to the respective funds.

ii) Gratuity

Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The Company has taken an insurance policy under the Group Gratuity Scheme with the Life Insurance Corporation of India (LIC) to cover the gratuity liability of the employees.

iii) Leave Benefits

Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation as at the end of the period. The actuarial valuation is done as per projected unit credit method. The company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for twelve month after the reporting date.

iv) Actuarial Gains / Losses

Actuarial gains/losses are immediately taken to the consolidated statement of profit and loss and are not deferred.

p) 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 Income-Tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rate and tax laws used to compute the amount are those that are enacted or substantially enacted, at the reporting date. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. The Company is eligible and claims tax deductions available under section 80IAB of the Income Tax Act, 1961. Some of the Subsidiaries are eligible for section 80IA benefits.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. In view of Company availing tax deduction under Section 80IAB / 80IA of the Income Tax Act, 1961, deferred tax has been recognized in respect of timing difference, which originates during the tax holiday period but reverse after the tax holiday period. Deferred tax assets are recognized 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 realized. In situations where the company has carry forward unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. At each balance sheet date, unrecognized deferred tax assets of earlier years and carrying amount of deferred tax assets are reviewed to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized. The company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit

Available in respect of Minimum Alternative Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

q) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference share dividends and attributable taxes) by the weighted average number of equity 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.

r) Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on best management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best management estimates.

s) Segment Reporting Policies

i) Identification of segments:

The Company's operating businesses are organized and managed separately according to the nature of services provided, with each segment representing a strategic business unit that offers different services, the risk and return profile of individual business unit, the organisational structure and internal reporting system of the Group. The analysis of geographical segments is based on the geographical location of the customers.

ii) Inter segment transfers:

The Company generally accounts for intersegment sales and transfers as if the sales or transfers were to third parties at current market prices.

iii) Unallocated Items:

Includes general corporate income and expense items which are not allocated to any business segment.

t) Cash and Cash equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise of cash at bank and in hand and short-term investments with an original maturity of three months or less.

u) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statement.

(₹ In Crore)

4. Share capital	March 31, 2014	March 31, 2013
Authorized shares		
50,00,000 (previous year 50,00,000) Non Cumulative Redeemable Preference Shares of ₹ 10 each	5.00	5.00
4,97,50,00,000 (previous year 4,97,50,00,000) Equity Shares of ₹ 2 each	995.00	995.00
	1,000.00	1,000.00
Issued, subscribed and fully paid-up shares		
28,11,037 (previous year 28,11,037) 0.01% Non-Cumulative Redeemable Preference Shares of ₹ 10 each fully paid up (Redeemable at a premium of ₹ 990 per Share on March 28, 2024).	2.81	2.81
2,07,00,51,620 (previous year 2,00,33,94,100) fully paid up Equity Shares of ₹ 2 each.	414.01	400.68
Total issued, subscribed and fully paid-up share capital	416.82	403.49

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Preference Shares	March 31, 2014		March 31, 2013	
	No.	₹ In Crore	No.	₹ In Crore
At the beginning of the year	28,11,037	2.81	28,11,037	2.81
Outstanding at the end of the year	28,11,037	2.81	28,11,037	2.81
Equity Shares	March 31, 2014		March 31, 2013	
	No.	₹ In Crore	No.	₹ In Crore
At the beginning of the year	2,00,33,94,100	400.68	2,00,33,94,100	400.68
Add : Issued during the year (refer note f below)	6,66,57,520	13.33	-	-
Outstanding at the end of the year	2,07,00,51,620	414.01	2,00,33,94,100	400.68

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The final dividend recommended by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

For the current financial year 2013-14 the Company proposed a final dividend of ₹ 1.00 per share. (For the previous financial year the Company proposed and paid a final dividend of ₹ 1.00 per share).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Terms of Non-cumulative redeemable preference shares

The Company has 28,11,037 outstanding 0.01 % Non-Cumulative Redeemable Preference Shares ('NCRPS') of ₹ 10 each issued at a premium of ₹ 990 per share. Each holder of preference shares has a right to vote only on resolutions placed before the Company which directly affects the right attached to preference share holders. These shares are redeemable on March 28, 2024 at an aggregate premium amount of ₹ 278.29 crore. The Company credits the redemption premium on

proportionate basis every year to Preference Share Capital Redemption Premium Reserve and debits the same to Securities Premium Account as permitted by Section 78 of the Companies Act, 1956.

In the event of liquidation of the Company the holder of NCRPS will have priority over equity shares in the payment of dividend and repayment of capital.

d. Shares held by holding/ultimate holding company and/or their subsidiaries/associates

Out of equity shares issued by the company, shares held by its holding company, are as below:

(₹ In Crore)

	March 31, 2014	March 31, 2013
Adani Enterprises Limited, the holding company		
1,55,23,61,640 equity shares of ₹ 2 each fully paid (previous year 1,55,23,61,640 equity shares)	310.47	310.47

e. Details of shareholders holding more than 5% shares in the company

	March 31, 2014		March 31, 2013	
	No.	% Holding in the Class	No.	% Holding in the Class
Equity shares of ₹ 2 each fully paid				
Adani Enterprises Limited, holding company	1,55,23,61,640	74.99%	1,55,23,61,640	77.49%
Non-Cumulative Redeemable Preference Shares of ₹ 10 each fully paid up				
Gujarat Ports Infrastructure and Development Co. Ltd.	3,09,213	11.00%	3,09,213	11.00%
Priti G. Adani	5,00,365	17.80%	5,00,365	17.80%
Shilin R. Adani	5,00,364	17.80%	5,00,364	17.80%
Pushpa V. Adani	5,00,365	17.80%	5,00,365	17.80%
Ranjan V. Adani	5,00,455	17.80%	5,00,455	17.80%
Suvarna M. Adani	5,00,275	17.80%	5,00,275	17.80%
	28,11,037	100.00%	28,11,037	100.00%

- f.** During the year Company completed its Institutional placement programme (IPP) under chapter VIII-A of Securities and Exchange Board of India (issue of Capital and Disclosure Requirements) Regulations 2009, as amended, which opened on June 4, 2013 and closed on the same date. Pursuant this 6,66,57,520 equity shares of ₹ 2 each at a premium of ₹ 148 per share were allotted on June 7, 2013.

(₹ In Crore)

5. Reserves and surplus	March 31, 2014	March 31, 2013
Securities Premium Account		
- Preference		
Balance as per the last Consolidated financial statements	153.07	166.98
Less: Transferred to Preference Share Capital Redemption Premium Reserve	(13.92)	(13.91)
Closing Balance	139.15	153.07
- Equity		
Balance as per the last Consolidated financial statements	1,667.35	1,667.35
Add : Premium on issue as per Institutional Placement program(IPP)	986.53	-
Add : Premium on shares issued by joint venture entity	16.02	-
Less : Share Issue Expenses	(9.76)	-
Closing Balance	2,660.14	1,667.35
Debenture Redemption Reserve		
Balance as per the last Consolidated financial statements	65.35	117.83
Add : Transferred from balance in the consolidated profit and loss balance	69.10	69.10
Less: Transferred to General Reserve	(14.00)	(121.58)
Closing Balance	120.45	65.35
Capital Redemption Reserve		
Balance as per the last Consolidated financial statements	1.26	1.12
Add: transferred from surplus balance in the consolidated statement of profit and loss	0.14	0.14
Closing Balance	1.40	1.26
Capital Reserve		
Government Grant		
Balance as per the last Consolidated financial statements	22.83	22.83
Add : Government grant received during the year	-	-
	22.83	22.83
Initial Contribution for Services - MUPL		
Balance as per the last Consolidated financial statement	6.50	8.15
Add/(Less) : Contribution during the year	0.19	(1.52)
Less : Transferred to consolidated statement of profit and loss	(0.56)	(0.13)
	6.13	6.50
	28.96	29.33
Preference Share Capital, Redemption Premium Reserve		
Balance as per the last Consolidated financial statements	125.23	111.32
Add : Transferred from Securities Premium Account	13.92	13.91
Closing Balance	139.15	125.23
Hedge Accounting Reserve		
Balance as per the last Consolidated financial statements	-	(99.64)
Add : Addition during the year	-	(154.99)
Less : Adjusted on account of sale of discontinued operations	-	(254.63)
Closing Balance	-	-
General reserve		
Balance as per the last Consolidated financial statements	796.87	499.87
Add:transferred from surplus balance in the consolidated Statement of profit and loss	201.62	175.42
Add : Transferred from Debenture Redemption Reserve	14.00	121.58
Closing Balance	1,012.49	796.87

(₹ In Crore)

	March 31, 2014	March 31, 2013
Foreign Currency Translation Reserve		
Balance as per the last Consolidated financial statements	-	(131.40)
Add : Addition during the year	-	(5.81)
Less : Adjusted on account of sale of discontinued operations	-	(137.21)
Closing Balance	-	-
Foreign Currency Monetary Item Translation Difference Account		
Balance as per the last Consolidated financial statements	(60.42)	(23.19)
Add : foreign exchange gain / (loss) during the year	(176.86)	(67.80)
Less : amortised in consolidated statement of profit and loss	53.29	(30.57)
Closing Balance	(183.99)	(60.42)
Surplus in the consolidated statement of profit and loss		
Balance as per the last Consolidated financial statements	3,214.74	2,070.57
Profit for the year	1,739.64	1,623.22
	4,954.38	3,693.79
Less: Appropriations		
Dividend on Preference Shares	*-	*-
Tax on Dividend on Preference Shares (including surcharge)	*-	*-
Proposed final dividend on Equity Shares [#]	213.68	200.34
Tax on Dividend (including surcharge) [#]	36.31	34.05
Transfer to Capital Redemption Reserve	0.14	0.14
Transfer to General Reserve	201.62	175.42
Transfer to Debenture Redemption Reserve	69.10	69.10
Net Surplus in the consolidated statement of profit and loss	4,433.53	3,214.74
* Figures being nullified on conversion to ₹ in crore.		
Total reserves and surplus	8,351.28	5,992.78

[#] (Proposed final dividend on equity shares and tax on dividend includes ₹ 6.67 Crore and ₹ 1.13 Crore respectively, relates to additional equity share issued during the year under institutional placement program.)

(₹ In Crore)

6. Long-term borrowings	Non-current portion		Current maturities	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Debentures				
9,890 (previous year Nil) 10.50% Secured Non Convertible Redeemable Debenture of ₹ 10,00,000 each (Redeemable at three annual equal installments commencing from February 25, 2021) (secured)	989.00	989.00	-	-
3,000 (previous year Nil) 11.2% Secured Non Convertible Redeemable Debenture of ₹ 10,00,000 each (Redeemable at par on September 19, 2015) (secured)	300.00	300.00	-	-

(₹ In Crore)

	Non-current portion		Current maturities	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
7,750 (previous year 7,750) 10.50% Secured Non Convertible Redeemable Debenture of ₹ 10,00,000 each (Redeemable at 40 quarterly installments commencing from December 27, 2012, 6 installments paid till March 31, 2014) (secured)	645.00	704.00	59.00	56.00
Term loans				
Foreign currency loans:				
From banks (secured)	6,847.99	6,085.22	366.12	312.07
From banks (unsecured)	20.53	28.55	4.11	-
From other financial institutions (secured)	909.01	866.35	47.19	16.04
Rupee Term Loan from Banks (secured)	1,517.81	1,007.20	329.18	223.52
Rupee Term Loan from Banks (unsecured)	-	125.00	125.00	125.00
Rupee Term Loan from others (unsecured)	1.97	1.28	-	-
Suppliers bills accepted under foreign currency letters of credit				
From banks (secured)	57.10	150.90	239.68	132.36
From banks (unsecured)	-	-	69.74	58.62
	11,288.41	10,257.50	1,240.02	923.61
The above amount includes				
Secured borrowings	11,265.91	10,102.67	1,045.28	739.99
Unsecured borrowings	22.50	154.83	194.74	183.62
Amount disclosed under the head "other current liabilities" (note 12)	-	-	(1,240.02)	(923.61)
Net amount	11,288.41	10,257.50	-	-

1. Debentures include Secured Non-Convertible Redeemable Debentures amounting to ₹ 1,289.00 crore (previous year ₹ 1,289.00 crore) are secured by first Pari-passu charge on all the immovable and movable assets of Multi-purpose, Terminal-II and Container Terminal –II project assets.
2. Debentures include Secured Non-Convertible Redeemable Debentures aggregating to ₹ 704.00 crore (previous year ₹ 760.00 crore) are secured by exclusive mortgage and charge on entire Single Point Mooring (SPM) facilities serving Indian Oil Corporation Limited - Mundra and the first charge over receivables from Indian Oil Corporation Limited.
3. Foreign currency loan aggregating to ₹ 57.64 crore (previous year ₹ 132.56 crore) carries interest @ 6M Libor plus basis point in range of 165 to 315. The loan is repayable in 2 Quarterly installments of approx. ₹ 28.82 crore from the balance sheet date. The loan is secured by exclusive charge on the Dredgers.
4. Foreign currency loan aggregating to ₹ 373.74 crore (previous year ₹ 363.62 crore) carries interest @ 6M Euribor plus basis point in the range of 95 to 140. Further, out of the above loan ₹ 310.52 crore is repayable in 17 semi-annual installments of approx. ₹ 18.27 crore, loan ₹ 43.75 crore is repayable in 6 semi-annual installments of ₹ 7.29 crore, ₹ 19.47 crore is repayable in 5 semiannual installment of ₹ 3.89 crore from the balance sheet date. The loan is secured by exclusive charge on the Dredgers procured under the facility.

5. Foreign Currency loan aggregating to ₹ 44.49 crore (previous year ₹ 53.74 crore) carries interest @ 6M Libor plus 225 basis point. The loan is repayable in 12 quarterly installments of ₹ 3.71 crore from the balance sheet date. The loan is secured by exclusive charge on the dredgers and is further secured by way of second pari passu charge on the entire movable and immovable fixed assets pertaining to Multipurpose, Terminal-II and Container Terminal –II project assets and SPM.
6. Foreign currency loans aggregating to ₹ 143.59 crore (previous year ₹ 135.79 crore) carries interest @ 6M Euribor plus 75 basis point. The loan is repayable in 16 semi annual installments of ₹ 8.99 crore from the balance sheet date. The loan is secured by exclusive charge on the Cranes purchased under the facility.
7. Foreign Currency Loans from Banks aggregating to ₹ 1,881.33 crore (previous year ₹ 1,761.55 crore) is secured by the first pari passu charge on all the immovable and movable assets pertaining to multi purpose terminal, Terminal II, Container Terminal II, project assets of the company and carry interest @ 6M Libor plus basis point in range of 300 to 380. Further, out of the above loan as aggregating to ₹ 548.22 crore are repayable in 17 Quarterly installments of approx. ₹ 32.25 crore from the balance sheet date, ₹ 898.73 crore are repayable in 3 annual installment of ₹ 299.58 crore starting repayment year 2014-15 , ₹ 194.72 crore are repayable in 13 semi-annual installments of ₹ 14.98 crore from the date of the balance sheet. The balance amount of ₹ 239.66 crore is bullet repayment on maturity of the loan in 2016.
8. Foreign currency Loans from bank aggregating to ₹ 290.59 crore (previous year ₹ 271.43 crore) is secured by first pari passu charge on all the movable and immovable assets pertaining to Coal terminal project assets at Wandh and carries interest @ 3 Months Libor plus basis point in range of 310 to 380. These loans are repayable in 21 quarterly installments of approx. ₹ 13.84 crore from the balance sheet date.
9. Foreign currency Loans from bank aggregating to ₹ 1797.45 crore (previous year ₹ 1628.56 crore) carries interest @ 3M Libor plus basis point in range of 310 to 370, is repayable in 3 equal installments of ₹ 199.72 crore and ₹ 399.43 crore each starting repayment year 2015-16 and 2016-17 respectively. These loans are secured by first pari passu charge on all the movable and immovable assets pertaining to Coal Terminal project assets at Wandh and specific charge over land admeasuring to 175 hectares.
10. Foreign Currency Loans from Banks aggregating to ₹ 125.47 crore (previous year ₹ 141.23 crore) carries interest @ 4.6% p.a. Out of these loans, ₹ 57.06 crore are repayable in 14 semi-annual installments of approx. ₹ 4.08 crore, ₹ 21.06 crore are repayable in 15 semi-annual installments of ₹ 1.40 crore, ₹ 23.48 crore are repayable in 16 semiannual installments of ₹ 1.47 crore, ₹ 23.87 crore are repayable in 17 semi-annual installments of ₹ 1.40 crore from the date of balance sheet. These loans are secured by exclusive charge on the individual Tug.
11. Foreign currency loan aggregating to ₹ 232.17 crore (previous year ₹ 217.14 crore) carries interest @ 6M Libor plus 300 to 330 basis point. The loan is repayable in 31 quarterly installments of approx. ₹ 7.49 crore from the date of balance sheet. The loan are secured by first Pari-passu charge on all the immovable and movable assets of Multipurpose, Terminal-II and Container Terminal –II project assets.
12. Foreign currency Loans from bank aggregating to ₹ 239.66 crore (previous year ₹ 217.14 crore) is secured by first pari passu charge on all the movable and immovable assets pertaining to Coal terminal project assets at Wandh and carries interest @ 3M Libor plus basis point in range of 260 to 310. The Loan is repayable on maturity in year 2017-18.
13. Foreign Currency Loan aggregating to ₹ 165.37 Crore (previous year NIL) carries interest @ 6 months Euribor plus a margin of 290 basis point. This loan is secured by first pari-passu charge on movable and immovable assets pertaining to Multipurpose, Terminal-II and Container Terminal –II project assets. The loan is repayable in 16 semi- annual installments of ₹ 10.34 crore starting from year 2015-16.
14. Foreign Currency Loan aggregating to ₹ 299.58 Crore (previous year NIL) carries interest @ 3 month libor plus 300 basis point. This loan is secured by First pari-passu charge on movable and immovable assets pertaining to coal terminal project assets. The Loan is repayable on maturity in year 2018-19.

15. Rupee Term Loan from bank aggregating to ₹ 114 crore (previous year ₹ 120 crore) is secured by first pari passu charge on all the movable and immovable assets pertaining to Agripark project assets and carries interest @ 10.25% p.a. The loan is repayable in 22 quarterly installments of ₹ 5.18 crore from the balance sheet date.
16. Rupee term loan amounting to ₹ 475 crore (previous year ₹ 500 crore) are secured by exclusive charge on land parcel of 90 hectares. The loan is repayable in 12 semi-annual installments of ₹ 39.58 crore from the balance sheet date.
17. Suppliers bills accepted under foreign currency letters from bank aggregating to ₹ 17.68 crore (previous year ₹ 14.86 crore) carries interest @ 6 M Libor plus basis point in range of 100 to 310 which is repayable on maturity in 2014-15. The Loan is secured against exclusive charge on the goods, materials, assets acquired or procured under the facility.
18. Suppliers bills accepted under foreign currency letters of credit aggregating to ₹ 100.02 crore (previous year ₹ 55.37 crore) carries interest @ 6M Libor plus basis point in range of 100 to 200 which is repayable on maturity in 2014-15. The loan is secured against exclusive charge on assets purchased under the facility.
19.
 - a) Rupee term loan of ₹ 125.00 crore (previous year ₹ 250.00 crore) carry interest @ 11% p.a. The outstanding loan amount is repayable in 2 quarterly installments of Rs 62.50 crore from the balance sheet date. The loan is unsecured.
 - b) Foreign Currency Loan aggregating of ₹ 24.64 crore (previous year ₹ 28.56 crore) carry interest @ 2.12 % p.a .The outstanding loan amount is repayable in 12 Semi- annually installment of 2.05 crore from the date of balance sheet. The loan is unsecured.
20. Term loan taken by the subsidiaries includes:-
 - i) Loans from banks including foreign currency term loan amounting to ₹ 229.44 crore (previous year ₹ 226.90 crore), rupee term loan ₹ 393.68 crore (previous year ₹ 298.31 crore) and suppliers bills accepted under foreign currency letter of credit amounting to NIL (previous year ₹ 102.90 crore) taken by Adani Petronet (Dahej) Port Private Limited are secured on pari passu basis by first mortgage of all the immovable assets of the Company, both present and future and are further secured by hypothecation of movable assets, both present and future of the Company. Of the above loans, Indian Rupee loan carries interest @ SBIPLR plus 1.75% p.a. The loan is repayable in 16 quarterly installments of ₹ 5.00 crore each from June 30, 2011 till June 30, 2015 and 24 quarterly installments of ₹ 17.50 crore each along with interest, starting from September 30, 2015 till September 30, 2020, Foreign currency loans carries interest in the range of libor plus basis point in range of 375 to 500. The loans are repayable in 40 quarterly installments each along with interest, from June 30, 2011 and December 30, 2011. Suppliers bills accepted under foreign currency letter of credit carries interest in the range of libor plus 100 to 200 basis points.
 - ii) Foreign currency loans from banks amounting to ₹ 104.70 crore (previous year ₹ 116.71 crore) and Foreign Currency Loans from financial institutions amounting to ₹ 66.60 crore (previous year ₹ 74.54 crore) taken by Adani Logistics Limited are secured by equitable mortgage of immovable properties of the Company and first charge by way of hypothecation of all movable assets and intangible assets and assignment of book debt, revenues and receivable of the Company. Of the above loans, the foreign currency loans from banks amounting to ₹ 104.70 crore (previous year ₹ 116.71 crore) are repayable on quarterly installment basis payable on last day of each quarter upto September 30, 2016; the foreign currency loans from financial institutions amounting to ₹ 66.60 crore (previous year ₹ 74.54 crore) is repayable on quarterly basis upto June 21, 2018 and is being paid on 21st of last month of each quarter.

- iii) Foreign currency term loans from financial institutions amounting to ₹ 72.81 crore (previous year ₹ 75.22 crore) taken by Karnavati Aviation Private Limited carries interest @ of libor plus 425 basis point. The Loan is repayable in 20 Half yearly installments along with interest beginning from April 27, 2010. The loan is secured by hypothecation of Aircraft Challenger 605.

Foreign currency term loans from banks amounting to ₹ 125.78 crore (previous year ₹ 119.98) taken by Karnavati Aviation Private Limited carries interest @ of libor plus 324 basis point. The Loan is repayable in 28 Quarterly installments along with interest beginning from May 30, 2013. The loan is secured by hypothecation of Aircraft Legacy 650.

- iv) Loans from banks taken by Adani Hazira Port Private Limited includes foreign currency loan amounting to ₹ 1549.94 crore (previous year ₹ 1404.30 crore), rupee term loans amounting to ₹ 100 crore (previous year ₹ 100.00 crore) and suppliers bills accepted under foreign currency letter of credit amounting to ₹ 68.64 crore (previous year ₹ 62.12 crore). Of the above loans, foreign currency loan carries interest @ libor plus 205 to 455 basis points, foreign currency loan of ₹ 898.73 crore is repayable in 28 structured quarterly installments starting June 30, 2014 and ₹ 651.22 crore is repayable in 44 structured quarterly installments starting from June, 2014; Rupee term loans carries interest @ 11% to 12% p.a. is repayable in 44 quarterly installments, starting from one year from Commercial Operation Date (COD) not later than June 30, 2014. These loans are secured by first ranking pari-passu charge on all movable (other than core assets) and immovable assets of the Company and all revenues & receivables from the project; the suppliers bills accepted under foreign currency letter of credit carries interest in range of 1% to 3.5%. The facility is secured by exclusive charge on underlying assets purchased under the facility.
- v) Loans from banks taken by Adani Murmugoa Port Terminal Private Limited includes rupee term loans amounting to ₹ 189.89 crore (previous year ₹ 39.89 crore) and suppliers bills accepted under foreign currency letter of credit amounting to ₹ 57.10 crore (previous year ₹ 48.00 crore). Of the above, rupee term loans carries interest @ 12% p.a. which is payable on monthly basis. The loan is repayable in 32 equal quarterly installments starting from June 30, 2014. These term loans are secured by a first mortgage and charge on immovable property of the company and first charge by way of hypothecation of all movable assets, intangible assets, assignment of book debt, operating cash flows, revenues and receivables of project and by pledge of equity shares aggregating to 30% of paid up share capital of the Company; Suppliers bill are secured by exclusive charge on underlying assets purchased under the facility and carries interest of libor plus 200 basis points and accepted by banks with a term of three years.
- vi) Loans from banks taken by Adani International Container Terminal Pvt Ltd includes foreign currency term loan aggregating to ₹ 222.44 crore (previous year ₹ 203.57 crore) carries interest @ 6M libor plus 460 basis point. The same are repayable in 4 structured annual installments.

The facility is secured by first ranking pari-passu charge on all movable and immovable assets of the Company and leasedhold interest on the same, both present and future related to the project, all the Bank accounts of the company and all future revenues & receivables from the project. Pending registration of leasehold land in the name of Company, charge on immovable asset is pending to be created in favour of lenders.

Foreign currency term loan from banks aggregating to ₹ 147.54 crore (previous year - ₹ 135.71 crore) carries interest @ 6M libor plus 450 basis point. The same are repayable in 36 structured quarterly installments. The facility is secured by first ranking pari-passu charge on all movable and immovable assets of the company and leasehold interest on the same, both present and future related to the project, all the Bank accounts of the company and all future revenues & receivables from the project.

Rupee term loan from bank aggregating to ₹ 140.00 crore (previous year ₹ Nil) carries interest @ 12.25% p.a. and is secured by first ranking pari-passu charge on all movable and immovable assets of the company and leasehold interest on the same, both present and future related to the project, all

the Bank accounts of the company and all future revenues & receivables from the project. The same are payable in 48 structured quarterly installments.

The facility is secured by first ranking pari-passu charge on all movable and immovable assets of the Company and all future revenues & receivables from the project.

Suppliers Credit facilities aggregating to ₹ 268.12 crore (previous year ₹ 172.52 crore) from banks are secured by hypothecation of machinery, equipment and other movable assets purchased under the facility. Letter of Credit carries interest in range of 0.50% to 1.00%.

- vii) Loans including bills under L/C by Adani Vizag Coal Terminal Pvt Ltd aggregating of ₹ 219.64 crore (previous year Nil) are secured on pari passu basis by first mortgage of all the immovable assets of the Company, both present and future and are further secured by hypothecation of movable assets, both present and future of the Company. Indian Rupee loan carries interest @ I-Base plus 2.25% p.a. (Spread). The loan is repayable in 48 quarterly installments starting from November 08, 2015.

(₹ In Crore)

7. Deferred tax	March 31, 2014	March 31, 2013
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation/amortisation charged for the financial reporting post tax holiday period	768.24	628.88
	768.24	628.88
Deferred tax Assets		
Unabsorbed depreciation / business loss	93.67	100.23
Others	-	0.07
	93.67	100.30
Net deferred tax liability	674.57	528.58
Note:		
Disclosure in Consolidated Balance Sheet is based on entity wise recognition, as follows:		
Deferred tax Liabilities	674.47	552.97
Deferred tax Assets	0.10	24.39
Net deferred tax liability	674.57	528.58

In entities where deferred tax assets comprising of unabsorbed depreciation, carry forward losses and the timing differences of depreciation and other differences in block of fixed assets, the net deferred tax assets have been recognised in case in the opinion of the management, there is virtual certainty that sufficient future taxable income are available against which deferred tax assets can be realised evidenced by cargo/ service orders at the reporting date.

(₹ In Crore)

8. Other long-term liabilities	March 31, 2014	March 31, 2013
Advance from customers	21.10	24.66
Deposits from customers	44.73	42.13
Unearned Income under Long Term Land Lease/ Infrastructure Usage Agreements	659.57	519.01
Capital Creditors, retention money and other payables	1.46	1.19
Obligations under lease land	6.73	6.87
	733.59	593.86

(₹ In Crore)

9. Provisions	Long Term		Short Term	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Provision for employee benefits				
Provision for gratuity	0.35	0.21	1.22	1.63
Provision for compensated absences	0.67	0.41	8.24	7.45
	1.02	0.62	9.46	9.08
Other provisions				
Proposed equity dividend	-	-	207.01	200.34
Provision for tax on proposed equity dividend	-	-	35.18	34.05
Proposed preference dividend	-	-	*_-	*_-
Provision for tax on proposed preference dividend	-	-	*_-	*_-
Provision for Income Tax (Net of advance tax)	-	-	21.95	43.87
Provision for Derivative Losses (Mark to market)	368.00	103.63	34.74	0.92
Provision for Operational Claims (Refer note below)	-	-	16.97	11.79
	368.00	103.63	315.85	290.97
	369.02	104.25	325.31	300.05

* Figures being nullified on conversion to ₹ in crore.

(₹ In Crore)

Description	Opening Balance	Additions during the year	Utilization during the year	Closing Balance
Operational Claims	11.79	6.34	1.16	16.97
	(11.87)	(2.81)	(2.89)	(11.79)

previous year figures are in bracket

Note: Operational Claims are the expected claims against outstanding receivables made/to be made by the customers towards shortages of stock, handling losses, damages to the cargo, storage and other disputes. The probability and the timing of the outflow / adjustment with regard to above depends on the ultimate settlement / conclusion with the respective customer.

(₹ In Crore)

10. Short-term borrowings	March 31, 2014	March 31, 2013
Suppliers bills accepted under foreign currency letters of credit issued by Banks (secured)	180.55	144.70
Commercial Paper (unsecured)	225.00	250.00
Others (unsecured)	-	10.00
	405.55	404.70
The above amount includes		
Secured borrowings	180.55	144.70
Unsecured borrowings	225.00	260.00

1. Suppliers bills accepted under foreign currency letters of credit aggregating to ₹ 94.49 crore (previous year ₹ 77.90 crore) carries interest @ 6M Libor plus basis point in range of 49 to 105 which are repayable on maturity in 2014-15. The loan is secured against exclusive charge on assets and materials purchased under the facility.
2. Supplier Bills aggregating to ₹ 86.06 crore (previous year ₹ 66.80 crore) carries interest @ 6M Libor plus basis point in range of 43 to 180 which is repayable on maturity in 2014-15. The loan is secured against subservient charge on movable fixed assets and current assets except those secured by exclusive charge in favour of other lenders.

(₹ In Crore)

11. Trade payables	March 31, 2014	March 31, 2013
(refer note 31)		
Trade payables (includes dues to micro, small and medium ₹ 0.08 crore (previous year ₹ 0.15 crore))	264.80	169.35
	264.80	169.35

(₹ In Crore)

12. Other current liabilities	March 31, 2014	March 31, 2013
(a) Current maturities of long-term borrowings (refer note 6)	1,240.02	923.61
(b) Interest accrued but not due on borrowings	82.06	70.73
(c) Interest accrued but not due on Others	1.62	-
(d) Unclaimed dividend [#]		
- Equity share	0.94	0.82
- Preference share	*_	*_
(e) Application money received for allotment of securities pending refund to applicants [#]	0.61	0.47
(f) Unearned revenue	26.38	33.57
(g) Current maturities of Unearned Income under Long Term Land Lease/ Infrastructure Usage Agreements	42.12	31.39
(h) Other liabilities: (refer note 31)		
Advance received / payable against sale of assets**	-	630.08
Advance from customers	70.97	55.89
Deposits from customers	39.33	34.62
Statutory Liabilities	19.90	15.89
Capital creditors, retention money and other payable	178.73	340.87
Book overdraft	1.56	0.39
	1,704.24	2,138.33

* Figures being nullified on conversion to ₹ in crore.

Not due for credit to "Investors Education & Protection Fund"

** Received from/payable to Adani International Container Terminal Pvt. Ltd (AICTPL). (refer note 35)

NOTE : 13 FIXED ASSETS

NOTE : 13 FIXED ASSETS											(₹ In Crore)	
Sr. No.	Particulars	Gross Block (At Cost)						Depreciation / Amortisation		Net Block		
		As at 01-04-2013	Additions	Deductions/ Adjustments	Other Adjustments		Up to 01-04-2013	For the year	Deduction Adjustments	Up to 31-03-2014	As at 31-03-2014	
					Exchange Differences	Borrowing Cost						
INTANGIBLE ASSETS												
1	Goodwill	78.59	-	-	-	-	28.11	2.81	-	30.92	47.67	50.48
2	Software	31.93	7.53	-	0.24	-	23.97	6.19	-	30.16	9.54	7.96
3	License Fees - Indian Railways	50.00	-	-	-	-	13.75	2.50	-	16.25	33.75	36.25
4	Rights of use in Leased land (refer note iv below)	7.78	-	-	-	-	1.47	0.31	-	1.78	6.00	6.31
5	Right of use to develop and operate the port facilities	23.35	-	-	-	-	0.17	1.05	-	1.22	22.13	23.18
	Sub Total	191.65	7.53	-	0.24	-	67.47	12.86	-	80.33	119.09	124.18
TANGIBLE ASSETS												
6	Leasehold Land	25.31	0.01	-	-	-	0.58	0.61	-	1.19	24.13	24.73
7	Land Development Cost on Leasehold Land	209.95	1.02	-	1.85	-	28.50	8.72	-	37.22	175.60	181.45
8	Freehold Land	597.81	13.35	(0.19)	-	-	610.97	-	-	-	610.97	597.81
9	Buildings	1,749.79	361.79	(0.11)	97.26	7.20	127.31	54.27	(0.02)	181.56	2,034.37	1,622.48
10	Marine Structures	2,101.27	420.38	-	170.55	12.48	249.79	110.63	-	360.42	2,344.26	1,851.48
11	Dredged Channels	1,343.14	406.54	-	19.96	-	1,769.64	184.02	62.72	246.74	1,522.90	1,159.12
12	Tugs & Boats	961.06	15.74	-	48.10	-	1,024.90	147.69	72.79	220.48	804.42	813.37
13	Railway Tracks	400.19	23.17	-	18.54	0.48	442.38	84.43	20.69	105.12	337.26	315.76
14	Plant and Machinery	3,655.49	525.37	(55.55)	229.60	11.51	4,366.42	559.55	233.15	768.51	3,597.91	3,095.94
15	Project Assets	1,542.50	5.64	(0.35)	114.04	-	1,661.83	437.37	136.63	573.66	1,088.17	1,105.13
16	Aircrafts	332.07	-	-	20.12	-	352.19	39.22	19.27	58.49	293.70	292.85
17	Wagons	82.47	0.72	-	5.07	-	88.26	19.18	3.96	23.14	65.12	63.29
18	Office Equipment	17.16	5.86	(0.02)	-	-	4.83	0.94	(0.07)	5.70	17.30	12.33
19	Furniture & Fixtures	19.91	5.97	-	-	-	25.88	9.51	2.47	11.98	13.90	10.40
20	Computer Hardware	56.70	10.17	(1.24)	1.46	-	67.09	9.11	(1.17)	28.20	38.89	36.44
21	Vehicles	47.75	5.99	(2.83)	-	-	50.91	12.40	5.17	16.27	34.64	35.35
	Sub Total	13,142.57	1,801.72	(60.29)	726.55	31.67	15,642.22	1,924.64	741.13	2,638.68	13,003.54	11,217.93
	Total	13,334.22	1,809.25	(60.29)	726.79	31.67	15,841.64	1,992.11	753.99	2,719.01	13,122.63	11,342.11
	previous year	18,928.49	4,027.31	(10868.28)	1,088.54	158.16	13,334.22	1,613.08	887.09	1,992.11	11,342.11	

Notes:

- Freehold Land includes land development cost of ₹ 12.56 crore (previous year ₹ 10.20 crore)
- Plant and Machinery includes cost of Water Pipeline amounting to ₹ 6.65 crore (Gross) (previous year ₹ 6.65 crore), accumulated depreciation ₹ 2.88 crore (previous year ₹ 2.57 crore) which is constructed on land owned by the government.
- Buildings includes 588 flats valuing ₹ 118.63 crore (previous year ₹ 99.29 crore) at Samudra Township, Mundra, which are pending to be registered in the name of Company.
- As a part of concession agreement for development of port and related infrastructure at Mundra the Company has been allotted land on lease basis by Gujarat Maritime Board (GMB) which the Company has recorded as Right of use in the GMB Land at present value of future annual lease payments in the books.
- Land development cost on leasehold land includes costs incurred towards reclaimed land of ₹ 110.14 crore (previous year ₹ 110.14 crore). The cost has been estimated by the management, out of the dredging activities which is not materially different from the actual cost.
- Reclaimed land measuring 52.7 HA created are pending to be registered in the name of the Company.
- Depreciation of ₹ 79.50 crore (previous year ₹ 95.49 crore) relating to the project assets has been transferred to Expenditure During Construction Period, pending capitalisation.
- Deductions/Adjustments in previous year includes assets sold on divestment of Abbot Point Port Assets in Australia including cost capitalised during previous year.

(₹ In Crore)

14. Non-current investments	March 31, 2014	March 31, 2013
Trade investments (valued at cost unless stated otherwise)		
Unquoted		
In Equity Shares of Company		
Investment Others		
1,000 (previous year - 1,000) fully paid Equity Shares of AUD 1 each of Mundra Port Pty Ltd.	*-	*-
5,00,00,000 (previous year - 5,00,00,000) fully paid Equity Shares of ₹ 10 each of Kutch Railway Company Limited.	40.00	40.00
1,73,30,000 (previous year - 1,73,30,000) fully paid Equity Shares of ₹ 10 each of Bharuch Dahej Railway Company Limited. (refer note below)	17.34	17.34
Investment in associates		
4,900 (previous year - 4,900) fully paid Equity Shares of ₹ 10 each of Dholera Infrastructure Private Limited	*-	*-
	57.34	57.34
Non trade investments (valued at cost unless stated otherwise)		
In Preference Shares of Company		
Unquoted		
Nil (previous year 3,61,128) Preference Shares of VMB Developer Pvt.Ltd. of ₹ 100 each at a premium of ₹ 400 each.	-	18.06
Nil (previous year 22,000) Preference Shares of AMV Developer Pvt. Ltd. of ₹ 100 each at a premium of ₹ 400 each.	-	1.10
1,30,000 (previous year - 1,30,000) 0.01% Non Cumulative Optionally Convertible Preference Shares of ₹ 10 each of Adani Shipyard Pvt. Ltd.	0.13	0.13
Nil (previous year 8,850) Preference Shares of BMV Developers and Construction Pvt. Ltd. of ₹ 100 each at a premium of ₹ 400 each.	-	0.44
In Government Securities		
National Savings Certificates (Lodged with Government Department) & others	0.01	0.01
	0.14	19.74
	57.48	77.08

* Figures being nullified on conversion to ₹ in crore.

Note

- Aggregate cost of unquoted investments as at March 31, 2014, ₹ 57.48 crore (previous year - ₹ 77.08 crore).
- 1,000 fully paid equity shares (previous year - 1,000) of Mundra Port Pty Ltd. (refer note 41) has been pledged with banks against borrowings by the respective entity.
- In terms of participation agreement with Rail Vikas Nigam Limited, Gujarat Maritime Board, Gujarat Narmada Valley Fertilizers Company Limited, Dahej SEZ Limited, Hindalco Industries Limited-Unit Birla Copper and Jindal Infrastructure Industries Limited on June 16, 2008 (Supplemental to shareholder agreement dated January 12, 2007) Adani Petronet (Dahej) Port Pvt Ltd (Subsidiary Company) has acquired 10.50% stake in Bharuch Dahej Railway Company Limited ('BDRCL'), a special purpose vehicle (SPV), for gauge conversion of Bharuch-Samni-Dahej Railway line between Bharuch and Dahej and subsequent operation and maintenance of the railway line and railway services thereon.

(₹ In Crore)

15. Loans and advances	Non-Current		Current	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Capital advances				
Unsecured, considered good	941.81	313.16	-	-
(also refer note 31) (A)	941.81	313.16	-	-
Capital advance includes ₹ 369.91 crore (previous year ₹ 57.72 crore) paid to various parties for acquisition of land. The amount includes ₹ 307.00 crore, which in previous year was given as inter corporate deposit and classified accordingly.				
The Company has received bank guarantees of ₹ 9.01 crore (previous year ₹ 10.38 crore) against capital advances given.				
Loan and advances to related parties				
(Also refer note 31) (Refer note below)				
Unsecured, to associate company considered good	633.77	8.76	1,364.84	364.41
Share Application Money (Pending allotment)	-	115.76	-	-
(B)	633.77	124.52	1,364.84	364.41
Advances recoverable in cash or kind				
Unsecured, considered good	-	1.70	53.48	36.73
(C)	-	1.70	53.48	36.73
Other loans and advances (unsecured, considered Good)				
Income-Tax Receivable (net)	43.15	23.40	-	-
MAT Credit Entitlement (refer note 33)	995.13	607.76	-	-
Fringe Benefit Tax-Receivable (net)	0.06	0.06	-	-
Prepaid expenses	2.56	4.77	22.88	17.55
Loans and Advances to employees	2.34	2.85	1.93	2.24
Gratuity Fund	-	-	0.24	0.10
Balances with statutory/ Government authorities	65.92	37.27	104.60	118.31
Inter Corporate Deposit (refer note below)	37.15	4.38	1,673.73	1,207.60
Deposit - Others (refer note 37)	370.91	31.18	18.20	0.21
(D)	1,517.22	711.67	1,821.58	1,346.01
Total (A+ B + C + D)	3,092.80	1,151.05	3,239.90	1,747.15

Note :

The Company has granted inter-corporate loans and deposits aggregating ₹ 1,998.61 crore (including renewals) as at March 31, 2014 to its subsidiaries and other related parties. The funds are advanced for the development of port businesses, based on the business needs and exigencies and in other cases to invest surplus funds or gave deposits to avail future commercial benefits with an option to purchase underlying assets. Some of these loans/deposits are interest free, as applicable.

Further, the Company has also extended inter-corporate deposits aggregating ₹ 1,710.88 crore (including renewals) to third parties. The deposits are given at prevailing market interest rates. The inter-corporate deposits have been approved by the Finance committee of the Board of Directors.

The Company has obtained adequate assurance to safeguard the full recovery of this amount together with interest.

In the opinion of the Company, all these loans / deposits are considered good and realisable as at the year end.

(₹ In Crore)

16. Current Investment	March 31, 2014	March 31, 2013
Unquoted mutual funds		
Nil (previous year 2,58,435.92 Units) of ₹ 10 each in Reliance Liquid Fund -Treasury Plan-Daily Dividend Option.	-	39.51
Nil (previous year 49,876.02 Unit) of ₹ 10 each in SBI Premier Liquid Fund -Regular Plan-Daily Dividend.	-	5.00
Nil (previous year 7,54,90,871.49 Unit) of ₹ 10 each in Peerless Liquid Fund - Super Institutional Daily Dividend Reinvestment.	-	75.50
Nil (previous year 2,44,97,037.77 Unit) of ₹ 10 each in Peerless Liquid Fund - Super Institutional Daily Dividend Reinvestment.	-	24.50
7,07,992.53 Units (previous year Nil) of ₹ 10 each in Peerless Liquid Fund - Direct Plan -Daily Dividend - Reinvestment	0.71	-
7,082.61 Unit (previous year Nil) of ₹ 1000 each in Pramerica Liquid Fund - Direct Plan - Daily Dividend - Reinvestment	0.71	-
32,39,663.99 Units (previous year Nil) of ₹ 10 each in Peerless Liquid Fund - Direct Plan Growth	4.52	-
	5.94	144.51

(₹ In Crore)

17. Inventories (valued at lower of cost and net realizable value)	March 31, 2014	March 31, 2013
Stores and spares	169.44	97.95
(Includes goods in transit of ₹35.35 crore (previous year ₹1.75 crore))	169.44	97.95

(₹ In Crore)

18. Trade receivables	Non-Current		Current	
(Unsecured considered good except to the extent provided) (refer note 31)	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Outstanding for a period exceeding six months from the date they are due for payment				
Considered good	-	-	335.40	82.88
Considered doubtful	-	-	2.90	3.34
Provision for doubtful receivables	-	-	338.30 (2.90)	86.22 (3.34)
(A)	-	-	335.40	82.88
Other receivables*	504.30	81.58	587.86	637.14
(B)	504.30	81.58	587.86	637.14
Total (A + B)	504.30	81.58	923.26	720.02

* Includes ₹ 694.50 Crore (previous year - ₹ 85.75 crore) contractually due over a period.

(₹ In Crore)

19. Other assets	Non-Current		Current	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Unsecured, considered good unless stated otherwise				
Non-current bank balances (Note 20)	38.41	0.73	-	-
(A)	38.41	0.73	-	-
Unamortised ancillary cost of borrowings	101.41	110.79	23.98	24.87
Receivable for Sale of Investments (Refer note 41)	-	-	94.94	1,335.30
Non trade receivable	1.24	0.67	9.46	0.32
Interest accrued on deposits and loans and advances	28.17	7.77	397.64	59.87
Accrued Revenue	31.64	59.99	65.53	62.94
Land Lease Receivables	189.79	188.39	-	-
(B)	352.25	367.61	591.55	1,483.30
Total (A + B)	390.66	368.34	591.55	1,483.30

(₹ In Crore)

20. Cash and bank balances	Non-Current		Current	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Cash and cash equivalents				
Balances with banks:				
On current accounts	-	-	86.53	135.43
Deposits with original maturity of less than three months	-	-	62.13	618.39
Earmarked balances with banks				
In Current Account (earmarked for Unpaid Dividend)/Share application	-	-	1.41	1.29
Cheques/drafts on hand	-	-	-	0.54
Cash on hand	-	-	0.10	0.15
	-	-	150.17	755.80
Other bank balances				
Deposits with original maturity for more than 12 months	1.45	0.73	-	-
Deposits with original maturity for more than 3 months but less than 12 months	-	-	331.92	25.81
Margin money deposit (refer note below)	36.96	-	31.83	48.94
	38.41	0.73	363.75	74.75
Amount disclosed under non-current assets (Refer note 19)	(38.41)	(0.73)	-	-
	-	-	513.92	830.55

Note: Margin Money and Fixed Deposit includes ₹ 68.79 crore (previous year ₹ 48.94 crore) pledged / lien against bank guarantees, letter of credit and cash credit facilities.

(₹ In Crore)

21. Revenue from operations	March 31, 2014	March 31, 2013
a) Income from Port Operations (including related infrastructure)	3,601.76	2,912.75
b) Land Lease, Upfront Premium and Deferred Infrastructure Income**	152.38	276.52
c) Income from Development of Container Infrastructure at Mundra (refer note 35)	362.44	-
d) Utilities Services	41.90	30.65
e) Aircraft Operation	30.54	20.23
f) Logistic Services	391.87	246.27
g) Other operating income including construction, Infrastructure development support services and related income	243.10	90.21
	4,823.99	3,576.63

** (Includes annual discounting income ₹ 17.75 crore in respect of land lease (previous year ₹ 14.97 crore))
(₹ In Crore)

22. Other Income	March 31, 2014	March 31, 2013
Interest income on		
Bank Deposits, Inter Corporate Deposits etc.	491.62	108.52
Customers	52.57	14.95
Dividend income on		
Current investments	6.61	2.50
Long-term investments	7.00	5.00
Scrap sales	2.72	-
Profit on dilution of control from subsidiary to joint venture	-	125.76
Profit on Sale of Fixed Asset (net)	110.35	-
Unclaimed Liabilities / Excess Provision written back	6.43	1.40
Miscellaneous Income	6.33	6.31
	683.63	264.44

(₹ In Crore)

23. Operating Expenses	March 31, 2014	March 31, 2013
Cargo handling/other charges to sub-contractors (net of reimbursement)	270.86	269.55
Purchase of traded goods	71.88	56.89
Customer Claims	8.18	3.32
Railway Operating Expenses	220.15	146.47
Tug and Pilotage Charges	20.81	19.22
Maintenance Dredging expenses	27.12	26.95
Other expenses including customs establishment charges	3.79	6.69
Repairs to Plant & Machinery	33.29	33.60
Stores and spares consumed (net of reimbursement)	100.98	53.45
Repairs to Buildings	10.70	7.16
Power & Fuel	113.14	85.15
Waterfront Charges	191.13	137.92
Construction Contract Expenses*	135.43	11.30
Cost of Land Leased / Sub-Leased	0.35	2.57
Cargo Freight and Transportation Expenses	50.27	33.68
Aircraft Operating Expenses	13.36	14.16
Container Terminal Infrastructure Development Cost (refer note 35)**	208.40	-
	1,479.84	908.08

*Includes material of ₹ 40.34 crore (previous year ₹ 8.56 crore) and services ₹ 92.89 crore (previous year ₹ 2.71 crore)

** Includes material of ₹ 83.16 crore (previous year ₹ Nil), sub-contracting ₹ 94.15 crore (previous year ₹ Nil) and others ₹ 31.10 crore (previous year ₹ Nil)

(₹ In Crore)

24. Employee benefits expense	March 31, 2014	March 31, 2013
Salaries, Wages and Bonus	141.31	112.78
Contribution to Provident & Other Funds	7.19	6.40
Gratuity	1.88	2.44
Workmen and Staff Welfare Expenses	11.23	9.13
	161.61	130.75

(₹ In Crore)

25. Other Expenses	March 31, 2014	March 31, 2013
Rent (including land lease discounting charge of ₹ 0.07 crore; previous year ₹ 0.07 crore, Refer note below)	9.18	6.39
Rates and Taxes	6.55	8.05
Insurance (net of reimbursement)	16.60	12.21
Advertisement and Publicity	9.45	5.56
Other Repairs and Maintenance (net of reimbursement)	19.62	12.06
Legal and Professional Expenses	45.12	34.18
Payment to auditors	1.12	1.08
Security expenses	14.61	9.92
Communication expenses	2.49	1.98
Electric Power expenses	3.78	3.15
Office expenses	1.04	0.51
Travelling and Conveyance	17.32	7.43
Directors Sitting Fee	0.16	0.15
Commission to Non-executive Directors	0.60	0.47
Charity & Donations	27.54	25.78
Loss on Foreign Exchange Variation (net)	57.45	7.47
Loss on sale of fixed assets (net)	-	5.53
Loss on sale of Investment	0.08	-
Miscellaneous Expenses	29.48	19.90
	262.19	161.82

Note:

- a) Assets taken under Operating Leases – office space and residential houses for staff accommodation are generally obtained on operating leases. The lease rent terms are generally for eleven months period and are renewable by mutual agreement. There are no sub-leases and leases are cancellable in nature. There are no restrictions imposed by the lease arrangements. There is no contingent rent in the lease agreements and there is no escalation clause in the lease agreements. Expenses of ₹ 3.65 crore (previous year ₹ 2.98 crore) incurred under such leases have been expensed in the statement of profit & loss.
- b) Assets taken under Operating Leases – office premises are obtained on operating leases. The lease rent terms are for the period of 15 years and are renewable by mutual consent. The lease agreement entered is non-cancellable for the period of first 3 years of the lease agreement. As per the lease agreement lease rental is escalated by 10% at every 5 years. There is no contingent rent, no sub-leases and no restrictions imposed by the lease arrangements. Expenses of ₹ 0.05 crore (previous year ₹ Nil) incurred under such lease have been expensed in the statement of profit and loss.

Future minimum rentals payable under non-cancellable operating leases are as follows:

(₹ In Crore)

Particulars	As at March 31, 2014	As at March 31, 2013
Not later than one year	0.10	-
Later than one year and not later than five years	0.52	-
Later than five years	0.99	-

(₹ In Crore)

26. Finance costs	March 31, 2014	March 31, 2013
Interest		
Debentures	214.97	91.74
Fixed Loans, Buyer's Credit, Short Term etc.	505.15	359.51
Interest on income tax	2.76	-
Others	3.59	3.29
Bank and other finance charges (Including amortisation of Ancilliary cost)	39.38	34.87
Loss on Derivatives / Swap Contracts (net)	210.91	52.43
	976.76	541.84

(₹ In Crore)

27. Earnings per share (EPS)	March 31, 2014	March 2013
Total operations for the year		
Net Profit for the year	1,739.64	1,623.22
Less : Dividends on Non-Cumulative Redeemable Preference Shares & tax thereon	*_-	*_-
Net profit for calculation of basic and diluted EPS	1,739.64	1,623.22
	No.	No.
Weighted average number of equity shares in calculating basic and diluted EPS	2,05,78,15,856	2,00,33,94,100
Basic and Diluted Earnings per Share in Rupees		
- From total operations	8.45	8.10
* Figures being nullified on conversion to ₹ in crore		
Continuing Operations		
Profit After Tax (After adjusting of minority interest)	1,739.64	1,537.92
Less : Dividends on Non-Cumulative Redeemable Preference Shares & tax thereon	*_-	*_-
Net profit for calculation of basic and diluted EPS	1,739.64	1,537.92
	No.	No.
Weighted average number of equity shares in calculating basic and diluted EPS	2,05,78,15,856	2,00,33,94,100
Basic and Diluted Earnings per Share in Rupees		
- From continuing operations	8.45	7.68

* Figures being nullified on conversion to ₹ in crore

28. Details of employee benefits

1. The company has recognised, in the consolidated statement of profit and loss for the current year, an amount of ₹ 6.42 crore (previous year ₹ 5.10 crore) as expenses under the following defined contribution plan.

(₹ In Crore)

Contribution to	2013-14	2012-13
Provident Fund	5.80	4.51
Superannuation Fund	0.62	0.59
Total	6.42	5.10

2. The Company has a defined gratuity plan. Every employee gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with Life Insurance Corporation of India (LIC) in the form of a qualifying insurance policy. Currently, there are no retirement benefit plans applicable in case of subsidiaries in Australia.

The following tables summarise the components of net benefit expense recognised in the profit and loss account and the funded status and amounts recognised in the balance sheet for the respective plans.

Consolidated Statement of Profit and Loss**a) Net Employee benefit expense (recognised in Employee Cost)**

(₹ In Crore)

Particulars	Gratuity (Funded) March 31, 2014	Gratuity (Funded) March 31, 2013
Current Service cost	1.74	1.43
Interest Cost on benefit obligation	0.66	0.49
Expected return on plan assets	(0.57)	(0.43)
Actuarial loss / (gain) recognised in the year	0.05	0.95
Net benefit expense	1.88	2.44

Note:

- a) Actual return on plan assets ₹ 0.05 crore (previous year ₹ 0.95 crore)

Balance Sheet**b) Details of Provision for gratuity**

(₹ In Crore)

Particulars	Gratuity (Funded) March 31, 2014	Gratuity (Funded) March 31, 2013
Present value of defined benefit obligation	9.46	7.98
Fair value of plan assets	8.22	6.14
Net asset/ (liability)	(1.24)	(1.84)

c) **Changes in Present Value of the defined benefit obligation are as follows:**

(₹ In Crore)

Particulars	Gratuity (Funded) March 31, 2014	Gratuity (Funded) March 31, 2013
Defined benefit obligation at the beginning of the period	7.98	6.09
Current Service cost	1.74	1.43
Interest Cost	0.66	0.49
Actuarial (gain) / loss on obligations	0.18	0.72
Benefits paid	(1.00)	(0.75)
Liability Transferred	(0.10)	-
Defined benefit obligation at the end of the period	9.46	7.98

d) **Changes in Fair Value of Plan Assets are as follows:**

(₹ In Crore)

Particulars	Gratuity (Funded) March 31, 2014	Gratuity (Funded) March 31, 2013
Opening fair value of plan assets	6.14	5.04
Expected return	0.57	0.43
Contributions by employer	1.86	0.66
Benefits Paid	(0.31)	(0.03)
Liability transfer to other Company	(0.17)	-
Actuarial gains / (losses)	0.13	0.04
Closing fair value of plan assets	8.22	6.14

Note:

1. The present value of the plan assets represents the balance available with the LIC / TATA AIG life insurance company as at the end of the period. The total value of Plan Assets amounting to ₹ 8.22 crore (previous year ₹ 6.14 crore) is as certified by the LIC.
2. The Company's expected contribution to the fund in the next financial year is ₹ 2.39 crore.

e) **The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:**

Benefit Contribution to	2013-14 %	2012-13 %
Investments with insurers	100.00	100.00

The overall expected rate of return on assets is determined based on the market price prevailing on that date, applicable to the period over which the obligation has to be settled.

f) The principle assumptions used in determining Gratuity obligations are as follows:

Particulars	Gratuity (Funded) March 31, 2014	Gratuity (Funded) March 31, 2013
Discount rate	9.38%	8.25% to 8.75%
Expected rate of return on plan assets	8.50% to 8.70%	8.50% to 8.75%
Rate of Escalation in Salary (per annum)	5% to 8.50%	5% to 8.50%
Mortality	India Assured Lives Mortality (2006-08) Ultimate	India Assured Lives Mortality (2006-08) Ultimate
Attrition rate	10% for 4 years & below and 1% thereafter	10% for 4 years & below and 1% thereafter

The estimates of future salary increases considered in actuarial valuation and take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

g) Amounts for the current and previous four periods are as follows:

(₹ In Crore)

Gratuity	March, 2014	March, 2013	March, 2012	March, 2011	March, 2010
Defined benefit obligation	(9.46)	(7.98)	(6.09)	(4.97)	(3.26)
Plan Assets	8.22	6.14	5.04	3.94	2.63
Surplus / (deficit)	(1.24)	(1.84)	(1.05)	(1.03)	(0.63)
Experience loss (gain) on plan liabilities	0.18	0.72	0.10	0.28	0.56
Experience loss (gain) on plan assets	0.13	0.04	(0.07)	(0.10)	(0.05)

29. Segment Information**Business Segment**

The identified reportable Segments are Port and Special Economic Zone activities and others in terms of Accounting Standard-17 on 'Segment Reporting' as notified accounting standard by Companies Accounting Standards Rules, 2006 (as amended).

Other Segment mainly includes Aircraft Operating Income, Services as per Concession agreement with Government of India, Ministry of Railways for movement of Container Trains on specific Railway Routes and Multi-modal Cargo storage cum logistics services through development of Inland Container Depots at various strategic locations.

The segment information on Consolidated Financial Statement with Segment wise Revenue, Result and Capital Employed for the year ended March 31, 2014 is given below:-

(₹ In Crore)

Sr. No.	Particulars	Port and SEZ Activities	Others	Eliminations	Total
1	Revenue*				
	External Sales	4,440.89 3,254.86	383.11 321.77	- -	4,824.00 3,576.63
	Inter-Segment Sales	- -	179.58 51.95	(179.58) (51.95)	- -
	Total Revenue	4,440.89 3,254.86	562.69 373.72	(179.58) (51.95)	4,824.00 3,576.63
2	Results*				
	Segment Results	2,311.84 1,977.62	39.75 2.96	- -	2,351.59 1,980.58
	Unallocated Corporate Income (Net of expenses)	- -	- -	- -	602.91 237.87
	Operating Profit*	- -	- -	- -	2,954.50 2,218.45
	Less: Finance Expense	- -	- -	- -	976.76 541.84
	Profit before tax*	- -	- -	- -	1,977.74 1,676.61
	Loss from discontinued operation before tax	- -	- -	- -	- (369.09)
	Profit from sale of discontinued operation	- -	- -	- -	- 419.57
	Profit before tax after discontinued operation	- -	- -	- -	1,977.74 1,727.09
	Gross Current Taxes (net of MAT credit)	- -	- -	- -	90.95 28.06
	Deferred Tax	- -	- -	- -	145.79 60.20
	Total Tax	- -	- -	- -	236.74 88.26
	Profit after tax	- -	- -	- -	1,741.00 1,638.83
	Less: Minority Interest	- -	- -	- -	1.36 15.61
	Net profit	- -	- -	- -	1,739.64 1,623.22
3	Other Information				
	Segment Assets	19,057.83 15,525.03	1,096.47 1,299.22	- -	20,154.30 16,824.25
	Unallocated Corporate Assets	- -	- -	- -	4,522.86 4,235.35
	Total Assets	19,057.83 15,525.03	1,096.47 1,299.22	- -	24,677.16 21,059.60
	Segment Liabilities	1,349.77 820.36	56.67 1,106.89	- -	1,406.44 1,927.25
	Unallocated Corporate Liabilities	- -	- -	- -	14,358.95 12,593.77
	Total liabilities	1,349.77 820.36	56.67 1,106.89	- -	15,765.39 14,521.02
	Capital Expenditure during the year (including acquisition)	1,242.54 3,649.02	3.50 205.23	- -	1,246.04 3,854.25
	Segment Depreciation(Expense)	610.02 392.57	39.46 29.40	- -	649.48 421.97
	Non-Cash Expenses other than Depreciation (net)	50.22 (35.63)	3.07 45.67	- -	53.29 10.04
	Unallocated Non-Cash Expenses other than Depreciation	- -	- -	- -	958.20 60.20

* Details of discontinued Port activities which are not included above are as follows

(₹ In Crore)

Sr. No.	Particulars	Port and SEZ Activities	Eliminations	Total
1	Revenue	-	-	-
	External Sales	1,042.97	-	1,042.97
	Total Revenue	-	-	-
		1,042.97	-	1,042.97
2	Results	-	-	-
	Segment Results	333.95	-	333.95
	Unallocated Corporate Income (Net of expenses)	-	-	-
		-	-	18.16
	Operating Profit	-	-	-
		-	-	352.11
	Less: Finance Expense	-	-	-
		-	-	721.20
	Profit before tax	-	-	-
		-	-	(369.09)

Geographical Segments

The Company's secondary segments are the geographic distribution of activities. Revenue and Receivables are specified by location of customers while the other geographic information is specified by location of the assets. The following tables present revenue, expenditure and certain asset information regarding the Company's geographical segments:

(₹ In Crore)

Sr. No.	Particulars	Domestic Operations	Foreign Operations (Discontinued operations)	Total
1	Revenue	4,824.00	-	4,824.00
		3,576.63	1,042.97	4,619.60
2	Assets	24,677.16	-	24,677.16
		21,059.60	-	21,059.60
3	Addition to fixed assets	1,247.40	-	1,247.40
		3,854.25	-	3,854.25

previous year figures are in italics

30. Adani Ports and Special Economic Zone Limited's share in the voting power of subsidiary companies as at year end is as follows:

Sr. No.	Name of Company	Country of Incorporation	Proportion of Ownership Interest(%) March 31, 2014	Proportion of Ownership Interest(%) March 31, 2013
1	Adani Logistics Ltd.	India	100	100
2	Karnavati Aviation Pvt. Ltd.	India	100	100
3	MPSEZ Utilities Pvt. Ltd.	India	100	100
4	Mundra SEZ Textile and Apparel Park Pvt. Ltd.	India	56.98	56.98
5	Adani Murmugao Port Terminal Pvt. Ltd.	India	74	74
6	Mundra International Airport Pvt. Ltd.	India	100	100
7	Adani Hazira Port Pvt. Ltd.	India	100	100
8	Adani Petronet (Dahej) Port Pvt. Ltd.	India	74	74
9	Hazira Infrastructure Pvt. Ltd.	India	100	100
10	Hazira Road Infrastructure Pvt. Ltd.	India	100	100
11	Adani Vizag Coal Terminal Pvt. Ltd.	India	100	100
12	Adani Kandla Bulk Terminal Pvt. Ltd.	India	51	51
13	Adani Warehousing Services Pvt. Ltd.	India	100	100
14	Adani Ennore Container Terminal Pvt. Ltd.* [18/02/2014]	India	100	NA
15	Adani Hospitals Mundra Pvt. Ltd.* [01/11/2013]	India	100	NA

* Date on which the company was incorporated.

Adani Ports and Special Economic Zone Limited's share in the voting power of associate company as at year end is as follows:

Sr. No.	Name of Company	Country of Incorporation	Proportion of Ownership Interest(%) March 31, 2014	Proportion of Ownership Interest(%) March 31, 2013
1	Dholera Infrastructure Pvt. Ltd.	India	49	49

Adani Ports and Special Economic Zone Limited's share in the voting power in joint ventures as at year end is as follows:

Sr. No.	Name of Company	Country of Incorporation	Proportion of Ownership Interest(%) March 31, 2014	Proportion of Ownership Interest(%) March 31, 2013
1	Adani International Container Terminal Pvt. Ltd.	India	50	50

31. Related Party Disclosures

The Management has identified the following entities and individuals as related parties of the Company for the year ended March 31, 2014 for the purposes of reporting as per AS 18 – Related Party Transactions, which are as under:

A. Related parties where control exists.

Holding Company	Adani Enterprises Ltd.
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B. Related parties with whom transaction have taken place during the year.

Associate	Dholera Infrastructure Pvt. Ltd.
Fellow Subsidiary	Adani Power Ltd. Adani Agri Logistics Ltd. Adani Power Dahej Ltd. Adani Gas Ltd. Chemoil Adani Pvt. Ltd. Adani Global FZE, Dubai. Adani Global Pte Ltd. Adani Infra (India) Ltd. Adani Power Rajasthan Ltd. Adani Welspun Exploration Ltd. Kutchh Power Generation Ltd. Adani Agri Fresh Ltd. Adani Energy Ltd. Mundra LNG Ltd. Adani Power Maharashtra Ltd.
Key Management Personnel	Mr. Gautam S. Adani, Chairman and Managing Director Mr. Rajeeva Ranjan Sinha, Whole time Director Dr. Malay R. Mahadevia, Whole time Director
Joint Venture	Adani International Container Terminal Pvt. Ltd.
Relative of Key Management Personnel	Mr. Rajesh S. Adani, Director
Entities over which Key Management Personnel, Directors and their relatives are able to exercise Significant Influence	Gujarat Adani Institute of Medical Science Adani Wilmar Ltd. Shanti Builders Adani Foundation Mundra Port Pty Ltd., Australia Abbot Point Port Holdings Pte Ltd. - Singapore Dholera Port and Special Economic Zone Ltd. Ezy Global Ignite Foundation

Aggregate of transactions for the year ended with these parties have been given below.

Sub Notes:

- 1 The names of the related parties and nature of the relationships where control exists are disclosed irrespective of whether or not there have been transactions between the related parties. For others, the names and the nature of relationships is disclosed only when the transactions are entered into by the Company with the related parties during the existence of the related party relationship.
- 2 Pass through transactions / payable relating to railway freight, water front charges and other payable to third parties have not been considered for the purpose of related party disclosure.
- 3 For the purpose of comparison, the previous year's transactions have been re-classified in the current year.

Consolidated Related Party Transaction Statement

(₹ In Crore)

Categories	Name of Related Party	March 31, 2014	March 31, 2013
Income from Port Services (including reimbursement of expenses)	Adani Enterprises Ltd.	291.87	289.22
	Adani Global FZE	-	0.08
	Adani Infra (India) Ltd.	-	0.67
	Adani Mundra SEZ Infrastructure Pvt. Ltd.	-	0.03
	Adani Power Dahej Ltd.	6.31	15.56
	Adani Power Ltd.	455.11	378.06
	Adani Power Rajasthan Ltd.	50.76	8.44
	Adani Power Maharashtra Ltd.	33.10	-
	Chemoil Adani Pvt. Ltd.	30.15	29.34
	Adani Foundation	0.03	0.03
	Adani Wilmar Ltd.	37.43	22.77
	Adani International Container Terminal Pvt. Ltd.	42.88	75.16
	MSC Mediterranean Shipping Co. S.A.	183.56	-
	Adani Abbot Point Terminal Pty Ltd. Australia	-	3.36
	Adani Power Maharashtra Ltd.	-	23.93
Lease & Infrastructure Usage Charge or Upfront Premium	Adani Power Ltd.	12.83	12.82
	Chemoil Adani Pvt. Ltd.	-	0.01
	Adani Wilmar Ltd.	0.54	0.52
	Adani International Container Terminal Pvt. Ltd.	1.53	-
	Adani Foundation	-	*-
	Adani Mundra SEZ Infrastructure Pvt. Ltd.	-	0.72
Income from development of Container Terminal Infrastructure	Adani International Container Terminal Pvt. Ltd.	362.44	102.93
Upfront Infrastructure Development Fees	Adani International Container Terminal Pvt. Ltd.	75.00	-
Deferred Infrastructure Usage Charges (Amortised over a period of Agreement)	Adani International Container Terminal Pvt. Ltd.	189.00	-
Services Availed (including reimbursement of expenses)	Adani Enterprises Ltd.	3.08	3.68
	Adani Power Limited	2.86	57.75
	Chemoil Adani Pvt. Ltd.	0.17	0.86
	Adani Welspun Exploration Ltd.	-	0.01
	Adani Wilmar Ltd.	0.03	-
	Adani Power Rajasthan Ltd.	-	-
	Petronet LNG Ltd.	0.01	0.08
Customer claim	Adani Enterprises Limited	9.92	-
Security Deposit & Service Line Contribution Received	Adani Power Limited	0.03	-
Site Development Expenses	Shanti Builders	4.79	4.35
Purchase of Goods	Adani Gas Ltd.	-	*-
	Adani Power Ltd.	72.33	0.35
	Chemoil Adani Pvt. Ltd.	159.76	88.15
	Adani International Container Terminal Pvt. Ltd.	-	286.45
	Adani Power Rajasthan Ltd.	-	1.02
	Adani Enterprises Ltd.	0.98	-
	Adani Wilmar Ltd.	-	0.02

Categories	Name of Related Party	March 31, 2014	March 31, 2013
Rent Income	Adani Enterprises Ltd.	0.01	-
Rent Expenses	Adani Properties Pvt. Ltd.	0.06	0.06
	Adani International Container Terminal Pvt. Ltd.	0.85	-
	Adani Enterprises Ltd.	-	0.01
Purchase of Asset	Adani Enterprises Ltd.	-	0.18
	Adani Mundra SEZ Infrastructure Pvt. Ltd.	-	17.09
	Adani International Container Terminal Pvt. Ltd.	-	0.68
	Adani Properties Pvt. Ltd.	-	0.15
Sale of Asset	Adani Global F.Z.E	-	0.01
	Adani International Container Terminal Pvt. Ltd.	298.84	-
Other Income	Adani Mundra SEZ Infrastructure Pvt. Ltd.	-	0.17
	Adani Power Ltd.	1.36	0.99
	Adani Power Dahej Ltd.	0.04	0.85
	Adani Power Maharashtra Ltd	0.07	-
	Adani Power Rajasthan Ltd.	0.26	-
	Adani Wilmar Ltd.	0.05	0.01
	Adani Enterprises Ltd.	0.01	0.01
	Chemoil Adani Pvt. Ltd.	0.02	0.02
	Adani International Container Terminal Pvt. Ltd.	0.60	-
	Adani Foundation	-	0.03
Share Application Money Paid / Investment	Adani International Container Terminal Pvt. Ltd.	45.91	97.95
Share Application Received	Adani Enterprises Ltd	5.53	-
	Adani International Container Terminal Pvt. Ltd.	9.57	-
	Mundi Ltd	315.60	-
Interest Income	Adani Power Ltd.	59.33	27.41
	Chemoil Adani Pvt Ltd.	12.19	-
	Adani Power Maharashtra Ltd	3.55	-
	Adani Power Rajasthan Ltd	2.26	-
	Adani International Container Terminal Pvt. Ltd	8.00	-
	Adani Infra (India) Ltd.	159.31	9.76
Interest Expense	Adani Enterprises Ltd.	2.40	1.63
Loans Given	Mundra Port Pty Ltd., Australia	-	60.32
	Adani Power Ltd.	452.66	392.00
	Adani Infra (India) Ltd.	642.85	250.00
	Dholera Infrastructure Pvt. Ltd.	0.01	-
	Adani Agri Fresh Ltd.	1,450.00	-
	Chemoil Adani Pvt Ltd.	192.84	-
	Adani International Container Terminal Pvt. Ltd.	-	39.09
Loans Received back	Mundra Port Pty Limited, Australia	68.46	-
	Adani Power Ltd.	506.66	338.00
	Adani Agri Fresh Ltd.	546.00	-
	Adani International Container Terminal Pvt. Ltd.	-	41.84
Borrowings (Loan Taken) Addition	Adani Enterprises Ltd.	584.50	817.41
Borrowings (Loan) Repaid	Adani Enterprises Ltd.	594.50	807.41
Deposit Given	Adani Enterprises Ltd.	250.00	-

Categories	Name of Related Party	March 31, 2014	March 31, 2013
Remuneration	Gautam S. Adani	1.80	1.65
	Rajeeva R. Sinha	2.07	1.93
	Malay Mahadevia	10.10	7.52
Commission to Director	Gautam S. Adani	1.00	1.00
Sitting Fees	Rajesh S. Adani	0.06	0.06
Donation	Adani Foundation	24.17	20.20
	Gujarat Adani Institute of Medical Science	-	4.00
Purchase of Investments	Adani Enterprises Ltd.	6.08	-
Sale of Investments	Adani Enterprises Ltd.	-	0.54
	Abbot Point Port Holdings Pte Ltd. - Singapore	-	1,334.70
Corporate Guarantee (Deed of Indemnity) received (refer note 41)	Abbot Point Port Holdings Pte Ltd. - Singapore	USD 800.00 mio	-
Closing Balance			
Other Current Liabilities	Adani Enterprises Ltd.	1.00	1.00
	Chemoil Adani Pvt. Ltd.	0.25	0.25
	Adani Wilmar Ltd.	1.85	0.50
	Adani International Container Terminal Pvt. Ltd.	-	293.67
	Shanti Builders	0.20	0.33
	Adani Power Ltd.	1.76	1.61
		5.06	297.36
Advances from Customers / Sales of Assets	Adani Enterprises Ltd.	6.35	3.08
	Adani Power Ltd.	-	0.78
	Adani Power Maharashtra Ltd	3.72	-
	Adani Power Rajasthan Ltd	4.27	-
	Chemoil Adani Pvt. Ltd.	2.00	2.25
	Kutchh Power Generation Ltd.	3.21	3.21
	Adani Wilmar Ltd.	0.07	0.23
	Adani International Container Terminal Pvt. Ltd.	-	336.41
	Adani Foundation	*-	0.01
	Shanti Builders	-	0.01
		19.62	345.98
Trade Payable (including provisions)	Adani Enterprises Ltd.	1.81	15.90
	Adani Gas Ltd.	*-	-
	Adani Power Ltd.	7.18	5.59
	Adani Welspun Exploration Ltd.	-	0.01
	Shanti Builders	-	0.46
	Adani International Container Terminal Pvt. Ltd.	0.84	1.14
	Petronet LNG Ltd.	-	0.05
	Adani Power Rajasthan Ltd	*-	-
	Adani Infra (India) Ltd	0.21	-
	Adani Power Dahej Ltd.	-	0.01
		10.04	23.16
Trade Receivable	Adani Enterprises Ltd.	33.82	12.40
	Adani Global FZE	0.10	0.10
	Adani Infra (India) Ltd.	0.10	0.33
	Adani Power Ltd.	567.57	145.49
	Adani Power Rajasthan Ltd.	50.99	9.25
	Chemoil Adani Pvt. Ltd.	2.25	0.37

Categories	Name of Related Party	March 31, 2014	March 31, 2013
	Adani Power Dahej Ltd.	22.69	15.74
	Adani Foundation	-	0.02
	Adani Wilmar Ltd.	4.72	2.24
	Adani International Container Terminal Pvt. Ltd.	50.38	89.66
	Shanti Builders	-	*-
	Adani Mining Pvt. Ltd.	0.01	-
	Adani Power Maharashtra Ltd.	47.72	14.82
		780.35	290.42
Other Receivable	MSC Mediterranean Shipping Co. S.A.	3.18	-
		3.18	-
Loans & Advances (including Advance Receivable Cash or kind)	Adani Enterprises Ltd.	250.16	-
	Mundra Port Pty Ltd., Australia	-	60.55
	Chemoil Adani Pvt. Ltd.	192.84	0.04
	Adani Infra (India) Ltd.	996.16	-
	Adani Agri Fresh Ltd.	904.00	-
	Dholera Infrastructure Pvt. Ltd.	8.77	8.76
	Adani Abbot Point Terminal Pty Ltd, Australia	-	3.30
	Adani Power Ltd.	-	54.00
	Adani Infra (India) Ltd.	-	250.00
	Adani Properties Pvt. Ltd.	1.00	1.00
		2,352.93	377.65
Other Current Assets	Adani Power Ltd.	47.10	19.67
	Adani Power Maharashtra Ltd	3.55	-
	Adani Power Rajasthan Ltd	2.26	-
	Adani Agri Fresh Ltd.	48.81	-
	Chemoil Adani Private Ltd.	9.98	-
	Adani Wilmar Ltd.	2.54	-
	Adani International Container Terminal Pvt. Ltd.	30.82	-
	Abbot Point Port Holdings Pte Ltd.-Singapore	94.95	1,334.70
		240.01	1,354.37
Share Application Money Outstanding	Adani International Container Terminal Pvt. Ltd.	-	105.16
		-	105.16
Capital Advances	Shanti Builders	0.14	0.47
	Adani Power Ltd.	248.00	-
	Chemoil Adani Pvt. Ltd.	0.32	-
		248.46	0.47
Corporate Guarantee Given	Adani International Container Terminal Pvt. Ltd.	USD 45.00 mio	USD 32.50 mio
	Mundra Port Pty Ltd., Australia	USD 800.00 mio	USD 807.00 mio
	Mundra Port Pty Ltd., Australia	-	AUD 22.03 mio
	Gujarat Adani Institute Of Medical Sciences	-	13.50
Corporate Guarantee (Deed of Indemnity) received	Abbot Point Port Holdings Pte Limited - Singapore	USD 800.00 mio	-

* Figures being nullified on conversion to ₹ in crore.

32. The Company takes various types of derivative instruments to hedge its future loans & interest liabilities. The category-wise outstanding position of derivative instruments is as under:

Nature	Particulars of Derivatives		Purpose
	As at March 31, 2014 (Amount in Million)	As at March 31, 2013 (Amount in Million)	
INR - Foreign Currency Swap	USD 460.89	USD 296.65	Hedging of equivalent rupee non convertible debentures aggregating to ₹1,988.39 crore and ₹ 510.21 crore of long term loan (previous year ₹ 1,116.39 crore and ₹ 476.83 crore) to mitigate higher interest rate of INR loans against foreign currency loans with possible risk of principal currency losses.
Forward Contract	JPY -	JPY 235.05	Hedging of loan and interest liability ₹ Nil (previous year ₹ 13.56 crore).
	USD -	USD 8.99	Hedging of foreign currency letter of credit liability of ₹ Nil (previous year ₹ 48.80 crore).
	EUR -	EUR 8.82	Hedging of foreign currency term loan installment liability of ₹ Nil (previous year ₹ 61.29 crore)

The details of foreign currency exposures those are not hedged by a derivative instrument or otherwise are as under:

Nature	As at March 31, 2014		As at March 31, 2013	
	Amount (₹ In Crore)	Foreign Currency (in Million)	Amount (₹ In Crore)	Foreign Currency (in Million)
Foreign Currency Loan	7,362.13 682.70 150.10	USD 1,228.76 EUR 82.57 JPY 2,585.28	6,252.59 438.13 156.23	USD 1,151.81 EUR 63.04 JPY 2,708.63
Buyer's Credit	524.95 231.28 1.88	USD 87.61 EUR 27.97 GBP 0.19	312.11 248.65 1.55	USD 57.49 EUR 35.78 GBP 0.19
Trade Payables	2.83 9.97 - - -	USD 0.47 EUR 1.19 AUD - GBP - JPY -	24.18 10.38 0.06 0.17 *-	USD 4.45 EUR 1.49 AUD 0.01 GBP 0.02 JPY 0.01
Interest accrued but not due	44.26 3.87 1.34 0.01	USD 7.39 EUR 0.47 JPY 23.08 GBP #	25.63 4.60 1.50 0.03	USD 4.72 EUR 0.66 JPY 25.97 GBP #
Other Receivable	94.95	AUD 17.17	1,334.70	AUD 235.71

* Figures being nullified on conversion to ₹ in crore.

Figures being nullified on conversion to foreign currency in million.

Closing rates as at March 31 :

	2014	2013
INR / USD =	59.92	54.29
INR / EUR =	82.69	69.50
INR / GBP =	99.77	82.23
INR / JPY =	0.58	0.58
INR / AUD =	55.30	56.63

- 33.** The Company has been availing benefit u/s 80IAB of the Income Tax Act, 1961 on the taxable income. In view of the amendment in Income Tax Act, 1961 w.e.f. April 1, 2011 by Finance Act 2011, the Company is liable to pay Minimum Alternate Tax (MAT) on income from the financial year 2011-12. Based on the amendment, the Company has made provision of ₹ 463.63 crore (previous year ₹ 377.36 crore) for current taxation based on its book profit for the financial year 2013-14 and considered credit for MAT of ₹ 387.37 crore (previous year ₹ 365.58 crore) as the management believes, it has convincing evidence in the nature of strategic volumes of cargo available with the Company and higher depreciation charge for accounting purposes than the depreciation for income tax purposes in the future period, thereby, the MAT credit will be utilized post tax holiday period.
- 34.** The MPSEZ Utilities Pvt Ltd is engaged in the business of distribution of power. Accordingly additional information pursuant to provision of paragraph 3,4C,4D of the Part-II of Schedule VI to the Companies Act, 1956 is given under to the extent applicable.

Sr. No.	Particulars	2013-14 Unit in Mus	2012-13 Unit in Mus
ia)	Unit Purchased (incl. of GETCO/WR Transmission Losses)	173.92	141.22
ib)	UI Purchased	2.90	5.27
i	Net Units Purchased	176.82	146.49
ii)	Unit Sold	169.64	140.63
iii)	Transmission & Distribution Losses	7.18	5.86
iv)	Transmission & Distribution Losses (%)	4.13%	4.00%

- 35.** During the year Company transferred Container Terminal Infrastructure Assets (earlier included as "Fixed assets held for sale") to Adani International Container Terminal Private Limited (AICTPL), a (50:50) joint venture entity between Company and Mundi Limited on approval of government and regulatory authorities under the approved sub-concession by Gujarat Maritime Board (GMB) w.e.f. July 1, 2013. The income from sale /sub-lease of core port assets i.e. port container infrastructure, upfront infrastructure development fee and proportionate portion of deferred usages charges aggregating to ₹ 445.46 crore are included in revenue from operations and corresponding related costs are shown under head "Operating Expenses". The value of port equipments and other miscellaneous assets related to port terminal sold to AICTPL is netted against the cost in the books of account as such assets were being acquired specifically for AICTPL and transferred on cost basis. The value of such asset is ₹ 597.67 crore.
- 36.** Capital Work in Progress includes Expenditure during Construction Period/New Projects and Capital Inventory, details of which are as follows:

(₹ In Crore)

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
A. Project Expenditure	1,633.66	2,655.53
B. Capital Inventory	319.28	253.55
C. Expenditure during Construction Period :		
Personnel Expenses		
Salaries, Wages & Bonus	1.50	9.01
Contribution to Provident Fund	0.11	0.70
Workmen and Staff Welfare Expense	0.49	0.39
Sub Total	2.10	10.10
Other Expenses		
Power & Fuel	1.48	0.71
Insurance	0.19	1.13

(₹ In Crore)

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
Other Repairs and Maintenance	0.05	0.33
Legal and Professional Expenses	1.14	6.79
Travelling and Conveyance	2.04	6.58
Rent	9.33	7.63
Security Charges	1.08	1.18
Store and Consumables	0.19	1.89
Other Expenses	1.64	6.17
Sub Total	17.14	32.41
Financial Expenses		
Interest on Borrowings	21.42	79.19
Bank Charges	0.62	2.94
Ancillary Cost of Borrowings	0.61	4.83
Sub Total	22.65	86.96
Interest Income on Bank Deposits	(2.31)	(7.21)
Depreciation	79.50	95.49
Total Expenditure (A)	119.08	217.75
Trial Run Income	2.37	(10.64)
Scrap Sales	(3.18)	(10.72)
Dividend Income	(0.06)	-
Miscellaneous Income	(0.72)	-
Total Income (B)	(1.59)	(21.36)
Net (A) + (B)	117.49	196.39
Brought Forward from previous year	40.01	238.54
Total	157.50	434.93
Amount capitalized during the year	95.17	(394.92)
Balance Carried Forward Pending Allocation/Capitalisation	62.33	40.01
Foreign exchange Fluctuation	9.56	2.12
Total Capital Work In Progress (A + B + C)	2,024.83	2,951.21

Note:

The above expenditure excludes operational expenditure related to project assets, such as fuel and stores & spares consumption, which has been directly allocated as project expenditure.

37. Capital Commitments

(₹ In Crore)

Particulars	As at March 31, 2014	As at March 31, 2013
Estimated amount of contracts (Net of advances) remaining to be executed on capital account and not provided for	711.85	1,433.49

Other Commitments

- a) The port projects of subsidiary companies viz. Adani Hazira Port Private Limited, Adani Petronet (Dahej) Port Private Limited, Adani Murmugao Port Terminal Private Limited and Adani Vizag Coal Terminal Private Limited has been funded through various credit facility agreements with banks. Against the said facilities availed by the subsidiary companies from the banks, the Company has executed a Sponsor Undertaking and Pledge Agreement whereby 51% of the holding would be retained by the Company at all points of time and of which 30% holding is pledged (except in case of AICTPL where the company has pledged 1,64,59,755 equity shares (equivalent to 5.31 %) and balance share are in process of being pledged) and for the balance 21% holding, the Company has given a non-disposal undertaking to the lenders of respective subsidiary companies.
- b) In terms of arrangement with Adani Enterprises Limited, the holding company, the Company has proposed to purchase equity share and consequential economic interest / ownership rights thereunder in respect of some of the companies where equity shares are also held by holding company. The Company is in the process of obtaining regulatory approvals to get the share transferred in it's own name. In the meantime, the Company has advanced unsecured loans to these companies as promoter's contribution for funding the ongoing projects.
- c) An agreement has been entered between Adani Petronet (Dahej) Port Private Limited (APDPPL - subsidiary company), Adani Power Limited (fellow subsidiary), Adani Enterprises Limited (holding company), Adani Power Dahej Limited (fellow subsidiary) and the Company, wherein Adani Power Dahej Limited has agreed to transfer under suitable arrangements; certain assets to APDPPL. Based on the agreement, the Company has given ₹ 248.00 crore as an capital advance to Adani Power Limited. The transaction is recorded as capital advance in the books of accounts. As per agreement, the transaction is expected to consummate by March 31, 2015.
- d) The Company has entered into an agreement / MOU with a party to either purchase or lease corporate office space of 5 lacs square feet. The Company has given deposit of ₹ 250.00 crore as per the agreement / MOU to secure its rights.

38. Disclosure pursuant of Accounting Standard (AS) – 7 (revised) – Construction Contracts are as under

(₹ In Crore)

Particulars	As at March 31, 2014	As at March 31, 2013
a) Contract revenue recognized during the year	74.21	67.08
b) Disclosure for Contract in Progress		
(i) Aggregate amount of contract costs incurred up to date	121.56	65.74
(ii) Recognised Profit (Less recognised losses)	116.95	101.71
(iii) Customer advances outstanding	3.00	-
(iv) Retention money due from customers	6.33	8.19
c) Amount due from customers	-	-
d) Amount due to customers	8.33	1.37

39. Contingent Liabilities not provided for

(₹ In Crore)

Sr. No.	Particulars	As at March 31, 2014	As at March 31, 2013
a.	Corporate Guarantees given to banks and financial institutions against credit facilities availed by the subsidiaries. Amount outstanding there against ₹ 727.09 crore (previous year ₹ 195.19 crore)	269.62	176.43
b.	Corporate Guarantee given to Bank for credit facility availed by erstwhile subsidiary company, Mundra Port Pty Limited, Australia. (Amount outstanding there against ₹ 4793.20 crore (previous year ₹ 4,342.80 crore)	(Refer note 41)	4,342.80
c.	Bank Guarantees and Letter of Credit outstanding against credit facilities availed by the subsidiaries	3.87	13.50
d.	Bank Guarantees given to government authorities and bank (also includes DSRA bank guarantees given to Bank on behalf of erstwhile subsidiaries).	195.64	95.35
e.	Civil suits filed by the Customers for recovery of damages caused to machinery in earthquake ₹ 0.37 crore (previous year ₹ 0.37 crore), to cargo stored in Company's godown ₹ 0.94 crore (previous year ₹ 0.94 crore), loss due to mis-handling of wheat cargo ₹ 6.20 crore (previous year ₹ 6.20 crore) and loss due to non-performance of dredging contract ₹ 22.98 crore (previous year ₹ 22.98 crore). The said civil suits are currently pending with various Civil Courts in Gujarat. The management is reasonably confident that no liability will devolve on the Company in this regard and hence no provision is made in the books of accounts towards these suits.	30.49	30.49
f.	The Company received show cause notices from the Custom Authorities for import of various Cargos at Port ₹ 0.46 crore (previous year ₹ 0.46 crore). The Customs cases are currently pending with, Assistant Commissioner of Customs, Mundra (₹ 0.14 crore), Customs, Excise and Service Tax Appellate Tribunal, Mumbai (₹ 0.27 crore) and Addl. Director General, DRI (₹ 0.05 crore) respectively. The Company has given deposit of ₹ 0.05 crore (previous year ₹ 0.05 crore) against the demand. The management is reasonably confident that no liability will devolve on the Company and hence no liability has been recognised in the books of accounts.	0.46	0.41
g.	Deputy Commissioner of Customs, Mundra and Assistant Commissioner of Customs, Mumbai have held that the Company wrongly availed duty benefit exemption under DFCEC Scheme on import of equipment and demanded duty payment of ₹ 0.25 crore (previous year ₹ 0.25 crore). The Company has filed its reply to the show cause notice with Deputy Commissioner of Customs, Mundra and Commissioner of Customs, Mumbai against order in original. The management is of view that no liability shall arise on the Company.	0.25	0.25

(₹ In crore)

Sr. No.	Particulars	As at March 31, 2014	As at March 31, 2013
h.	Various show cause notices received from Commissioner/ Additional Commissioner/Joint Commissioner/Deputy Commissioner of Customs and Central Excise, Rajkot and Commissioner of Service Tax, Ahmedabad, for wrongly availing of Cenvat credit/Service tax credit and Education Cess credit on input services and steel, cement and other misc. fixed assets during financial year 2006-07 to 2013-14. The Excise department has demanded recovery of the duty along with penalty and interest thereon. The Company has given deposit of ₹ 4.50 crore (previous year: ₹ 4.50 crore) against the demand. The matters are pending before High Court of Gujarat, Commissioner of Central Excise (Appeals), Rajkot and Commissioner of Service Tax, Ahmedabad. The Company has taken an external opinion in the matter based on which the management is of the view that no liability shall arise on the Company.	73.20	69.19
i.	Show cause notices received from Commissioner of Customs and Central Excise, Rajkot in respect of levy of service tax on various services provided by the Company and wrong availment of CENVAT credit by the Company during financial year 2009-10 to 2011-12. The matter is currently pending at High Court of Gujarat ₹ 6.72 crore (previous year ₹ 6.72 crore); and Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad ₹ 0.15 crore (previous year ₹ 0.15 crore) and Commissioner of Service Tax Ahmedabad ₹ 0.02 crore (previous year ₹ 0.02 crore). The Company has taken an external opinion in the matter based on which the management is of the view that no liability shall arise on the Company.	6.90	6.90
j.	Company has imported Tamping Machine & Spare parts system - Plasser Theurer duty free under the EPCG Scheme for which an export obligation of ₹ 17.73 crore that is equivalent to 6 times of duty saved of ₹ 2.95 crore. The export obligation has to be completed by F.Y. 2019-20.	2.95	-
k.	During the year the Company has received order from Addl. Commissioner of Income Tax and Dy. Commissioner of Income tax for recovery of income tax of ₹ 33.27 crore and interest of ₹ 18.74 crore for assessment years 2009-10, 2010-11 and 2011-12. The management is reasonably confident that no liability will be devolve on the Company.	52.01	-
l.	The subsidiary companies has imported capital good for its Container and Multipurpose Port Terminal Project under the Export Promotion Capital Goods Scheme of the Government of India at concessional rate of custom duty by undertaking	208.45	197.96

(₹ In crore)

Sr. No.	Particulars	As at March 31, 2014	As at March 31, 2013
	obligation to export. Future outstanding export obligation under the scheme is ₹ 1613.92 crore (previous year ₹ 1583.68 crore) which is equivalent to 8 times of duty saved of ₹ 208.46 crore (previous year ₹ 197.96 crore). The export obligation has to be completed by 2017-18, 2018-19 and 2019-20.		
m.	Commissioner of Customs, Ahmedabad has demanded vide letter no.4/Comm./SIIB/2009 dated 25/11/2009 for recovery of penalty in connection with import of Air Craft which is owned by Karnavati Aviation Private Limited (Formerly Gujarat Adani Aviation Private Limited.), subsidiary of the Company. Company has filed an appeal before the Customs, Excise and Service Tax Appellate Tribunal against the demand order, the management is reasonably confident that no liability will devolve on the Company and hence no liability has been recognized in the books of accounts	16.81	16.81
n.	Notice received from Superintendent / Commissioner of Service Tax Department and show cause from Directorate General of Central Excise Intelligence for wrong availing of Cenvat Credit /Service tax credit and Education Cess on input services steel and cement. The management is of the view that no liability shall arise on the subsidiary companies	47.04	44.25
o.	Subsidiary company has acquired land of 25.62 Acre at Kathuwas district, Rajasthan. The Company has paid stamp duty on acquisition of such land. The Collector of stamp duty has raised a demand for additional stamp duty of ₹ 0.80 crore on the Company. The Company has filed an appeal against the said demand. The provision has not been made in books of account as the Company is hopeful of defending its claim before the authorities and disclosed under contingent liabilities. The Company has paid ₹ 0.40 crore under protest.	0.80	0.80
p.	Notice received from Superintendent of Service Tax Department and show cause from Directorate General of Central Excise Intelligence for non payment of service tax on domestic air travel and on certain foreign travel on reverse base mechanism. The Company has taken an external opinion in the matter based on which the management is of the view that no liability shall arise on the subsidiary company. (This amount is net off of ₹ 0.35 crore paid under protest)	3.36	3.36
q.	Statutory claims not acknowledged as debts	0.46	0.46
r.	Interest claims not acknowledged as debts	0.69	-

40. Interest in a joint venture

The company holds 50% interest in Adani International Container Terminal Private Limited, a joint controlled entity which propose to acquire container terminal and related infrastructure facilities from Adani Ports and Special Economic Zone Ltd. (Refer Note 35).

The company's share of the assets, liabilities, income and expenses of the jointly controlled entity for the year ended March 31, 2014 is as follows:

(₹ In crore)

Particulars	March 31, 2014	March 31, 2013
Equity	290.52	25.90
Share application money pending allotment	-	105.16
Non-current liabilities	524.10	358.37
Current liabilities	344.73	353.08
Non-current assets	1,125.48	525.46
Current assets	33.87	317.05
Revenue	111.93	10.20
Operating Expenses	(26.06)	-
Employee Benefit Expenses	(2.13)	-
Depreciation of plant and machinery	(48.11)	(1.40)
Other expense	(21.66)	(0.71)
Finance charges	(48.35)	(9.36)
Profit / (Loss) before tax	(34.38)	(1.27)
Income-tax expense	(0.05)	-
Profit / (Loss) after tax	(34.43)	(1.27)

- 41.** During the previous year, the Company had initiated and recorded the divestment of its entire equity holding in Adani Abbot Point Terminal Holdings Pty Limited (AAPTHPL) and entire Redeemable Preference Shares holding in Mundra Port Pty Ltd (MPPL) representing Australia Abbot Point operations to Abbot Point Port Holdings Pte Ltd, Singapore. The Company entered Share Purchase Agreement ('SPA') on March 30, 2013 to sell its holding in AAPTHPL and MPPL. In terms of the SPA the conditionality as regards regulatory and lenders approvals were obtained except in respect of approval from one of the lenders who have given specific line of credit to MPPL. The Company has also extended a corporate guarantee of USD 800 million against this line of credit to MPPL, which is outstanding as at the year end and the Company has pledged its entire equity holding of 1,000 equity shares of AUD 1 each at the reporting date in favour of lender.

During the year, the Company has received corporate guarantee ('Deed of Indemnity') against this outstanding corporate guarantee from Abbot Point Port Holding Pte Limited, Singapore.

The position of assets and liabilities as at the reporting date and results of discontinued business operation after elimination of inter company transactions and balances for the year ended is as follows;

(A) Balance Sheet

(₹ In Crore)

Particulars	As at March 31, 2014	As at March 31, 2013
Non-Current Liabilities		
Long- term borrowings	-	10,800.16

(₹ In Crore)

Particulars	As at March 31, 2014	As at March 31, 2013
Deferred tax liabilities (Net)	-	1,128.76
Derivative Liability	-	254.63
Other Long term Provisions	-	8.90
Total Non-Current Liabilities	-	12,192.45
Current Liabilities		
Short term borrowings	-	60.43
Trade payables	-	196.21
Other current liabilities	-	29.99
Short-term provisions	-	1.47
Total Current Liabilities	-	288.10
ASSETS		
NON CURRENT ASSETS		
Fixed Assets		
Tangible Assets	-	10,131.24
Intangible Assets	-	162.03
Capital Work in Progress	-	281.04
	-	10,574.31
Goodwill on Consolidation	-	1,072.17
Long term loans and advances	-	0.27
Total Non Current Assets	-	11,646.75
CURRENT ASSETS		
Trade Receivables	-	58.10
Short term loans and advances	-	359.23
Other current assets	-	420.62
Cash and Bank Balances	-	519.34
Total Current Assets	-	1,357.29

Note

Assets and Liabilities are included in Consolidated Balance Sheet as above

(B) Statement of Profit and Loss

(₹ In Crore)

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
Total Revenue		
Revenue from Operations (net)	-	1,042.97
Other Income	-	18.17
	-	1,061.14
Total Expenses		
Operating Expenses	-	284.38
Employee Benefits Expense	-	20.02
Other Expenses	-	70.22

(₹ In Crore)

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
Depreciation and Amortization Expense	-	334.41
Finance Costs	-	721.20
Total Expenses	-	1,430.23
Loss Before Tax	-	(369.09)
Current Tax	-	6.22
Deferred Tax (Credit) / Charge	-	(41.04)
Loss for the period	-	(334.27)

(C) Cash Flow

(₹ In Crore)

Particulars	For the year ended March 31, 2014	For the year ended March, 31, 2013
Cash flow from Operating activities	-	(476.44)
Cash flow from Investing activities	-	(113.67)
Cash flow from Financing activities	-	784.19
Net Cash Inflow / (Outflow)	-	194.08

- 42.** During the year, the Company had received a show cause notice from Ministry of Environment and Forest. The Company has filed its reply to the aforesaid show cause notice and is confident of having no liability in the matter. Also, the management is confident of recovery of certain receivables from customers which remained overdue as at year end on account of the pending environment clearances.
- 43.** The Ministry of Corporate Affairs, Government of India, vide General Circular No. 2 and 3 dated February 8, 2011 and February 21, 2011 respectively has granted a general exemption from compliance with section 212 of the Companies Act, 1956, subject to fulfillment of conditions stipulated in the circular. The Company has satisfied the conditions stipulated in the circular and hence is entitled to the exemption. Necessary information relating to the subsidiaries has been included in the annexure to the Consolidated Financial Statements.

44. Previous year figures

Previous year's figures have been regrouped wherever necessary to conform to this year's classification.

As per our report of even date
For **S.R. BATLIBOI & ASSOCIATES LLP**
Firm Registration No.: 101049W
Chartered Accountants

per **Arpit K. Patel**
Partner
Membership No.: 34032
Place : Ahmedabad
Date : May 15, 2014

For and on behalf of the Board of Directors

Gautam S. Adani
Chairman and Managing Director

Dr. Malay R. Mahadevia
Wholetime Director

Place : Ahmedabad
Date : May 15, 2014

Rajesh S. Adani
Director

B Ravi
Chief Financial Officer

Dipti Shah
Company Secretary

Statement pursuant to approval u/s 212(8) of the Companies Act, 1956

(₹ in Crore)

Sr. No	Name of the Subsidiaries	Capital (Paid Up)	Reserve	Total Asset	Total Liabilities	Investment*	Turnover/ Total Income	Profit/ (Loss) before taxation	Provision for taxation (Net)	Profit/ (Loss) after taxation	Proposed Dividend
1	Mundra SEZ Textile and Apparel Park Pvt. Ltd.	4.77	24.15	88.26	59.34	-	4.72	(4.49)	-	(4.49)	-
2	MPSEZ Utilities Pvt. Ltd.	13.14	57.57	90.57	19.87	4.52	89.66	5.26	1.06	4.20	-
3	Adani Logistics Ltd.	325.00	(26.40)	1,747.56	1,448.96	0.27	536.10	37.39	7.68	29.71	-
4	Karnavati Aviation Pvt. Ltd.	20.00	(36.05)	336.06	352.12	0.01	48.25	(13.81)	1.86	(15.67)	-
5	Adani Petronet (Dahej) Port Pvt. Ltd.	346.15	43.38	1,138.52	748.99	17.33	298.47	44.52	31.79	12.73	-
6	Adani Murmugao Port Terminal Pvt. Ltd.	115.89	(0.72)	480.35	365.18	-	-	(0.01)	-	(0.01)	-
7	Mundra International Airport Pvt. Ltd.	0.50	(0.45)	9.80	9.75	-	0.40	#-	-	#-	-
8	Adani Hazira Port Pvt. Ltd.	650.00	(25.92)	2,585.86	1,961.78	24.25	270.70	(24.55)	(0.03)	(24.52)	-
9	Hazira Infrastructure Pvt. Ltd.	24.20	0.01	24.28	0.07	-	0.43	0.41	0.20	0.21	-
10	Hazira Road Infrastructure Pvt. Ltd.	0.05	(0.02)	0.03	0.01	-	-	(0.01)	-	(0.01)	-
11	Adani Vizag Coal Terminal Pvt. Ltd.	4.80	(0.10)	372.76	368.05	1.42	#-	(0.02)	-	(0.02)	-
12	Adani Kandla Bulk Terminal Pvt. Ltd.	0.05	(0.04)	667.76	667.75	-	#-	(0.03)	-	(0.03)	-
13	Adani Warehousing Services Pvt. Ltd.	0.05	0.14	0.49	0.30	-	1.24	0.21	0.07	0.14	-
14	Adani Hospitals Mundra Private Ltd.	0.05	#-	0.75	0.70	-	-	#-	-	#-	-
15	Adani Ennore Container Terminal Pvt. Ltd.	0.05	(0.01)	0.05	0.01	-	-	(0.01)	-	(0.01)	-

* Investment except in case of Investment in Subsidiaries

Figures being nullified on conversion to ₹ in crore

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