

20<sup>th</sup> August 2021

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400 051  NSE Scrip Symbol: GPPL	<b>BSE Limited</b> Floor 14, P J Towers, Dalal Street, Mumbai 400 001  BSE Scrip Code: 533248
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Dear Madam/ Sirs,

**Sub: Intimation regarding Postal Ballot**

This is with reference to letter dated 12<sup>th</sup> August 2021 by Gujarat Pipavav Port Limited ('the Company') intimating about approval by its Board of Directors for Appointment of Ms. Monica Widhani (DIN: 07674403) as an Independent Director of the Company and for conducting Postal Ballot by way of Remote E-voting only, seeking shareholder's approval for her appointment.

Kindly find enclosed the Postal Ballot Notice along with the Explanatory Statement ('Postal Ballot Notice'). These have been sent today by Email to the Members whose Email is registered with their Depository Participant/ Company and their name appeared in the Register of Members as on Friday 13<sup>th</sup> August 2021 (the Cut-off Date).

Pursuant to General Circular no. 02/2021 dated 13<sup>th</sup> January 2021 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 issued by the Securities and Exchange Board of India (SEBI), the Postal Ballot Notice has been sent in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

The Company has made arrangements for shareholders who do not have registered Email to temporarily register their Email with the Company's Registrar and Transfer Agents KFIN Technologies Private Limited by visiting <https://ris.kfintech.com/clientservices/postalballot/> to facilitate their participation in the E-voting.

This intimation is also being uploaded on the Company's website [www.pipavav.com](http://www.pipavav.com)

Thank you,

Yours truly,  
For **Gujarat Pipavav Port Limited**

**Manish Agnihotri**  
**Company Secretary & Compliance Officer**



**POSTAL BALLOT NOTICE**  
(Pursuant to Section 110 of the Companies Act, 2013)

**GUJARAT PIPAVAV PORT LIMITED**

**Registered Office: Pipavav Port, At Post Rampara-2, Tal. Rajula, Dist. Amreli 365560**  
**CIN: L63010GJ1992PLC018106 Tel: 02794 242400 Fax: 02794 242413**  
**Website: [www.pipavav.com](http://www.pipavav.com) Email: [investorrelationinppv@apmterminals.com](mailto:investorrelationinppv@apmterminals.com)**

Dear Member(s),

Pursuant to Section 110 of the Companies Act, 2013 ('the Act') and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, read with General Circular no. 02/2021 dated 13<sup>th</sup> January 2021 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 issued by the Securities and Exchange Board of India (SEBI), Notice is hereby given that the resolution appended herein below is proposed to be passed by way of Remote E-voting only by the Members of Gujarat Pipavav Port Limited ('the Company'). The Ministry of Corporate Affairs and SEBI vide their respective circular mentioned above have dispensed with the requirement for issuing the hard copies of documents for passing of Ordinary and Special Resolutions by the Members on account of the threat posed by Covid-19 crisis.

Pursuant to the aforesaid Circulars, for the purpose of remote e-voting for this Postal Ballot, Members who have not registered their email address and in consequence the e-voting notice could not be serviced to such members, may temporarily get their respective email address registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited ('KFinTech') for Remote E-voting on the proposed resolution. The Company has also made arrangement for registration of Email ID by the Members who are yet to do so. Such Members are required to visit <https://ris.kfintech.com/clientservices/postalballot/> to provide their Email ID and they would get an email with the link to participate in the Remote E-voting.

Post successful registration of the email ID, the concerned Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, members may write to [evoting@kfintech.com](mailto:evoting@kfintech.com). It is clarified that for permanent registration of email address, Members are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participant and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium Building, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032, India, by following due procedure.

The Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed hereto, for your consideration.

The Board of Directors of the Company at its meeting held on 12<sup>th</sup> August 2021, has appointed Mr. Himanshu S. Kamdar (Membership no. FCS 5171) and in his absence Mr. Jayesh M. Shah (Membership no. FCS 5637), Partners of M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai as Scrutinizer for conducting the Remote E-voting process in a fair and transparent manner.

The Members are requested to read carefully the instructions and complete the Remote E-voting on or before 5.00 p.m. on Monday 20<sup>th</sup> September 2021.

In compliance with Section 108 and 110 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to its Members to exercise their right to vote on the resolution appended to this Notice by electronic means. For this purpose, the Company has availed electronic voting platform of KFintech for facilitating Remote E-voting. The instructions for Remote E-voting are provided hereunder.

The Scrutinizer, after completion of scrutiny of the votes received, will submit his report to the Company in writing. The results of the said voting will be declared in accordance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 by 21<sup>st</sup> September 2021 through Email. The results of Postal Ballot will be displayed on the Company's website [www.pipavav.com](http://www.pipavav.com) and will be communicated to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where the Equity Shares of the Company are listed.

**Appointment of Ms. Monica Widhani (DIN: 07674403) as an Independent Director for a period of five consecutive years commencing from 12<sup>th</sup> August 2021 to 11<sup>th</sup> August 2026**

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ('the Regulations') and all other applicable provisions and in accordance with the recommendation of the Nomination and Remuneration Committee, Ms. Monica Widhani (DIN: 07674403) who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company who shall not be liable to retire by rotation, for a period of five years with effect from 12<sup>th</sup> August 2021 to 11<sup>th</sup> August 2026."

**Registered office:**  
**Pipavav Port At Post Rampara-2 via Rajula**  
**Dist. Amreli- 365560 Gujarat**  
**Tel No.: 02794 242400**  
**Fax No.: 02794 242413**  
**CIN: L63010GJ1992PLC018106**  
**Website: [www.pipavav.com](http://www.pipavav.com)**  
**Email Id: [investorrelationinppv@apmterminals.com](mailto:investorrelationinppv@apmterminals.com)**

**By Order of the Board of Directors  
Of Gujarat Pipavav Port Limited**

**Manish Agnihotri  
Company Secretary  
Membership No. ACS 12045**

**Place: Mumbai**

**Date: 12<sup>th</sup> August 2021**

**NOTES**

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of the resolution contained in the above Notice is appended and forms part of the Notice.
2. The Company has appointed Mr. Himanshu S. Kamdar (Membership No. FCS 5171) and in his absence Mr. Jayesh Shah (Membership No. FCS 5637), Partners of Rathi & Associates,

Practicing Company Secretaries, as Scrutinizer for conducting the Remote E-voting process in accordance with the law and in a fair and transparent manner.

3. In view of the Covid-19 crisis, the Company is unable to get the Postal Ballot Notice and Form printed and dispatched. The approval of Members is being sought through Remote E-voting only.
4. The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members/records of the Depositories as on Friday, 13<sup>th</sup> August 2021. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date.
5. You are requested to read carefully the instructions before exercising the vote and complete the E-voting on or before 5.00 p.m. on 20<sup>th</sup> September 2021.
6. **The Company is offering only Remote E-voting facility to its Members to enable them to cast their vote.** A Member has to carefully follow the instructions as given for E-voting. He/-She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period, whichever is earlier.

Members who have not registered their E-mail ID for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs, need to log on to <https://ris.kfintech.com/clientservices/postalballot/> to provide their Email ID and they would get an email with the link to participate in Remote E-voting.

## **7. Voting through electronic means**

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular no. 02/2021 dated 13<sup>th</sup> January 2021 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 issued by the Securities and Exchange Board of India (SEBI), the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on 13<sup>th</sup> August 2021 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by KFintech.

## **8. The instructions for Remote E-voting are as under:**

### **Step 1:**

Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

## Step 2:

Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Details on Step 1 are mentioned below:**

**Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"><li><b>1. User already registered for IDeAS facility:</b><ol style="list-style-type: none"><li>I. Visit URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a></li><li>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li><li>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li><li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li></ol></li><li><b>2. User not registered for IDeAS e-Services</b><ol style="list-style-type: none"><li>I. To register click on link : <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a></li><li>II. Select "Register Online for IDeAS" or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>III. Proceed with completing the required fields.</li><li>IV. Follow steps given in points 1</li></ol></li><li><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b><ol style="list-style-type: none"><li>I. Open URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a></li><li>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</li><li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li><li>IV. Post successful authentication, you will be requested to select the name of the company and the name of the e-Voting Service Provider (ESP) , i.e. KFintech.</li><li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li></ol></li></ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li><b>1. Existing user who have opted for Easi / Easiest</b><ol style="list-style-type: none"><li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li><li>II. Click on New System Myeasi</li><li>III. Login with your registered user id and password.</li><li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li><li>V. Click on e-Voting service provider name to cast your vote.</li></ol></li><li><b>2. User not registered for Easi/Easiest</b><ol style="list-style-type: none"><li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>II. Proceed with completing the required fields.</li><li>III. Follow the steps given in point 1</li></ol></li></ol>

	<p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>KFintech</b> where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

**Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- (A) Members whose email IDs are registered with the Company/Depository Participant(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) , followed by folio number.–In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on “LOGIN”.
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it.

It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVEN" and click on "Submit"
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [hsk@rathiandassociates.com](mailto:hsk@rathiandassociates.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Event No."
- (B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Postal Ballot Notice and remote e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not yet registered their respective e-mail address are requested to get their e-mail address temporarily registered by visiting <https://ris.kfintech.com/clientservices/postalballot/> Post successful registration of email, the Members would get soft copy of the notice and the procedure for remote e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, members may write to [evoting@kfintech.com](mailto:evoting@kfintech.com) In case of any queries, members may write to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).
  - ii. Alternatively, members may send an e-mail request at the email id [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for receiving the Postal Ballot Notice and the remote e-voting instructions.
  - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

The Scrutinizer will submit his report to the Company after completion of the scrutiny and result of the Postal Ballot will be declared by 21<sup>st</sup> September 2021 5.00 p.m.(IST) through Email and the Resolution will be taken as passed if the result of E-voting indicate that the requisite majority of the Members have assented to the Resolution. The Scrutinizer's decision on the validity of E-voting shall be final. As indicated earlier, the result will be published on the website of the Company [www.pipavav.com](http://www.pipavav.com) besides being notified to BSE Limited and the National Stock Exchange of India Limited, where the Company's shares are listed. Result will also be posted on the Website of KFin Technologies Pvt. Ltd <https://evoting.kfintech.com>

### **C. General Instructions**

**i. In case Members of the Company have not registered their e-mail address:**

On account of COVID-19 crisis and in terms of the MCA and SEBI Circulars mentioned hereinabove, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only.

- ii. The Remote E-voting period commences from 9.00 a.m. (IST) on Sunday 22<sup>nd</sup> August 2021 and ends at 5.00 p.m. (IST) on Monday 20<sup>th</sup> September 2021. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of 13<sup>th</sup> August 2021, may cast their vote electronically. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iii. The Scrutinizer shall unlock 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, forthwith to the Company Secretary of the Company.
- iv. Subject to the receipt of sufficient votes, the Resolution shall be deemed to be passed on the last date of voting i.e. on 20<sup>th</sup> September 2021. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.pipavav.com](http://www.pipavav.com) and also on the notice board placed at the Registered Office of the Company and on the website of KFinTech.
- v. To receive communication through electronic means, members are requested to kindly register/update their respective email address with their depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their respective e-mail address with KFinTech on <https://ris.kfintech.com/clientservices/postalballot/> or contact Ms. C Shobha Anand, Dy. General Manager, Toll Free No. 1800 309 4001 at [Unit: Gujarat Pipavav Port Limited] KFin Technologies Private Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.



## **EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO AND FORMING PART OF POSTAL BALLOT NOTICE**

The Company's Board of Directors comprises total 11 Directors out of which 4 are Independent Directors, 1 is representative of Gujarat Maritime Board (GMB), the Port Regulatory Authority and 6 are representatives of the Promoters, APM Terminals.

The Company proposes to appoint Ms. Monica Widhani (DIN: 07674403) as an Independent Director in place of Mr. Pradeep Mallick who has ceased to be Director of the Company on 30<sup>th</sup> July 2021. The proposed appointment of Ms. Widhani is for a period of five consecutive years from 12<sup>th</sup> August 2021 to 11<sup>th</sup> August 2026 and she shall not be liable to retire by rotation. Ms. Monica Widhani is also proposed to be appointed as a Member of the Audit Committee.

### **Profile of Ms. Monica Widhani**

Ms. Monica Widhani a Science Graduate and a qualified Chartered Accountant has worked with Bharat Petroleum Corporation Limited (BPCL) one of the largest Oil and Gas Company in India. During her tenure from the year 1985 to 2019 in BPCL, Ms. Widhani has held various positions in Finance. She was also the Executive Assistant to the Chairman & Managing Director. She has also held the positions of Head of Retail Sales of Northern India, Head of Urban Retailing, Executive Director and her last position was of Head of Aviation from 2016 until her retirement in the year 2019.

Upon appointment of Ms Monica Widhani as an Independent Director, the Company shall be compliant with the provisions relating to the composition of the Board of Directors and of the Audit Committee as per the requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable statutory provisions.

Like other Independent Directors of the Company, Ms. Widhani shall be paid sitting fees for attending the meetings of the Board of Directors and Committees thereof. Ms. Widhani shall also be eligible for receiving any other remuneration for Independent Director as may be approved by the Shareholders from time to time.

The Company's Board of Directors believe that the Company will benefit from the knowledge and experience of Ms. Monica Widhani and therefore recommend her appointment as Independent Director of the Company.

The appointment of Ms. Widhani shall further add to the gender diversity on the Company's Board of Directors. It has also been the Board's endeavour for increased women representation on the Board.

As per the provisions of Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee has recommended the appointment of Ms. Monica Widhani as Independent Director of the Company. The Board of Directors recommend the special resolution for your approval.

None of the Directors are related to each other. Except Ms. Monica Widhani, none of the Promoters, Directors, Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in the Postal Ballot Notice.

Ms. Monica Widhani has not been disqualified/ debarred by SEBI or by any authority from being appointed as an Independent Director.

The required details as per the Secretarial Standards-2 ("SS-2") and Regulation 36(3) of the Listing Regulations, are provided at Annexure A of this Notice.

### **Annexure A**

Details of Director seeking approval for Appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:

Name of Director	<b>Ms. Monica Widhani</b>
Age	62 Years
Qualifications	B.Sc, & Qualified Chartered Accountant
Experience	Over 35 years
Terms and conditions of appointment along with details of remuneration sought to be paid	As mentioned hereinabove, Ms. Monica Widhani shall receive Sitting Fee for attending the Board and Committee Meetings. She will also be entitled to any other remuneration for Independent Directors as approved by the shareholders from time to time.
Remuneration last drawn	NA
Nature of expertise in specific functional areas	Finance and Strategic Business Management
Date of first appointment on the Board	12 <sup>th</sup> August 2021
No. of shares held in the Company as on March 31, 2021	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None
No. of Meetings of the Board attended during the year	One
Directorship in other Companies as on March 31, 2021	Listed companies: None Unlisted companies: One
Chairmanship/Membership of Committees of other Board	Nil

**By Order of the Board of Directors  
Of Gujarat Pipavav Port Limited**

**Manish Agnihotri  
Company Secretary  
Membership No. ACS 12045**

**Place: Mumbai**

**Date: 12<sup>th</sup> August 2021**