

12th June 2020

| | |
|---|--|
| National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400 051 NSE Scrip Symbol: GPPL | BSE Limited Floor 14, P J Towers, Dalal Street, Mumbai 400 001 BSE Scrip Code: 533248 |
|---|--|

Dear Madam/ Sirs,

Sub: Intimation regarding Postal Ballot

This is with reference to letter dated 9th June 2020 by Gujarat Pipavav Port Limited ('the Company') intimating about approval by its Board of Directors for Re-appointment of three out of four Independent Directors with a differing tenure as follows:

- (a) Mr. Pradeep Mallick is proposed to be re-appointed for one year from 30th July 2020 to 29th July 2021;
- (b) Ms. Hina Shah is proposed to be re-appointed for three years from 30th July 2020 to 29th July 2023; and
- (c) Mr. Tejpreet Singh Chopra is proposed to be re-appointed for five years from 30th July 2020 to 29th July 2025

The Shareholder's approval is being sought by way of a Postal Ballot.

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 5th June 2020.

Pursuant to General Circular no. 17/2020 dated 13th April 2020 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 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://karisma.kfintech.com/emailreg> and cast their votes for this Postal Ballot.

This intimation is also being uploaded on the Company's website 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 Email: 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. 17/2020 dated 13th April 2020 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (SEBI), Notice is hereby given that the following resolutions appended herein below are 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 circulars 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 Circular issued by Ministry of Corporate Affairs, for 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 may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited ('KFin') for Remote E-voting on the proposed resolutions. The Company has also made arrangement for registration of Email ID by the Members who are yet to do so. Those Members are required to visit <https://karisma.kfintech.com/emailreg> to provide their Email ID and they would get an email with the link to participate in the E-voting.

Post successful registration of the email, the 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, member may write to murthy.psrch@kfintech.com It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.

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

- (i) Re-appointment of Mr. Pradeep Mallick (DIN: 00061256) as Independent Director of the Company for a period of one year commencing from 30th July 2020 to 29th July 2021**
- (ii) Re-appointment of Ms. Hina Shah (DIN:06664927) as Independent Director of the Company for second term of three consecutive years commencing from 30th July 2020 to 29th July 2023**
- (iii) Re-appointment of Mr. Tejpreet Singh Chopra (DIN:00317683) as Independent Director of the Company for second term of five consecutive years commencing from 30th July 2020 to 29th July 2025**

The Board of Directors of the Company at its meeting held on 9th June 2020, 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 13th July 2020.

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 resolutions appended to this Notice by electronic means. For this purpose, the Company has availed electronic voting platform of KFin for facilitating Remote e-voting. The instructions for E-voting are provided hereunder.

The Scrutinizer, after completion of scrutiny of the votes received, will submit his report to the Company Secretary 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 on 15th July 2020 through Email. The results of Postal Ballot will be displayed on the Company's website 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.

(i) Re-appointment of Mr. Pradeep Mallick (DIN: 00061256) as Independent Director of the Company for a period of one year commencing from 30th July 2020 to 29th July 2021

To consider and if thought fit, to provide Assent/ Dissent to 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 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (together referred as 'the Regulations') and all other applicable provisions, Mr. Pradeep Mallick (DIN: 00061256), a Non-executive Independent 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 and who has attained the age of 77 years and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, for a period of one year commencing from 30th July 2020 to hold office upto 29th July 2021."

(ii) Re-appointment of Ms. Hina Shah (DIN:06664927) as Independent Director of the Company for second term of three consecutive years commencing from 30th July 2020 to 29th July 2023

To consider and if thought fit, to provide Assent/ Dissent to 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, Ms. Hina Shah (DIN:06664927), a Non-executive Independent Director of the Company, 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 re-appointment, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, for second term of three consecutive years commencing from 30th July 2020 to hold office upto 29th July 2023."

(iii) Re-appointment of Mr. Tejpreet Singh Chopra (DIN:00317683) as Independent Director of the Company for second term of five consecutive years from 30th July 2020 to 29th July 2025

To consider and if thought fit, to provide Assent/ Dissent to 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, Mr. Tejpreet Singh Chopra (DIN:00317683), a Non-executive Independent 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 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, for second term of five consecutive years commencing from 30th July 2020 to hold office upto 29th July 2025.”

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
Email: 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: 9th June 2020

NOTES

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of the resolutions 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 threat of 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 E-voting Notice is being sent to all the Members whose names appear in the Register of Members/Record of Depositories as on Friday, 5th June 2020. 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 Remote E-voting on or before 5.00 p.m. on 13th July, 2020.
6. **The Company is offering only the 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 login 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://karisma.kfintech.com/emailreg> to provide their Email ID and they would get an email with the link to participate in the 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. 17/2020 dated 13th April 2020 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (SEBI), the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system only, to members holding shares as on 5th June 2020

(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 KFin.

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

- i. Open your web browser during the voting period and navigate to 'https://evoting.kfintech.com'.
- ii. Enter the login credentials (i.e., user-id & password). Your Folio/DP and Client ID will be your User-ID.
User-ID for Members holding shares in Demat Form:
 - ▶ For NSDL:8 Character DPID followed by 8 Digits Client ID.
 - ▶ For CDSL:16 digits Beneficiary ID.
 - ▶ For Members holding shares in Physical Form: Event number + Folio number
 - ▶ Visit: <https://karisma.kfintech.com/emailreg> to get the link for E-voting
- iii. Please contact toll free No. [18003454001] for any further clarifications.
- iv. Members can cast their vote online from 9.00 A.M. (IST) on 13th June 2020 to 5.00 P.M. (IST) on 13th July 2020. Please note that the voting beyond 5 P.M. on 13th July 2020 will not be permitted.
- v. After entering these details appropriately, click on LOGIN".
- vi. Members will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one uppercase (A-Z), one lowercase (a-z), one numeric value (0-9) and a special character. Kindly note that this password can 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 KFin Technologies Private Limited E-voting platform. System will prompt you to change your password and update any contact details like mobile no., emailed etc., on 1st login You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. You need to login again with the new credentials.
- viii. On successful login, system will prompt to select the 'Event' i.e. ' Gujarat Pipavav Port Limited'.
- ix. If you are holding equity shares in Demat form and had logged onto <https://evoting.kfintech.com> and had cast your vote earlier for any company where the System Provider was Kfin Technologies Private Limited, then your existing login id and password given earlier are to be used.
- x. On the voting page, you will see Resolution description and against the same the option FOR/AGAINST/ABSTAIN for voting.

Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the Member does not want to cast vote, select 'ABSTAIN'. 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.

- xi. Once you 'CONFIRM' your vote on the Resolution, you will not be allowed to modify your vote.
- xii. Member(s) cannot appoint a proxy to exercise their voting powers through Postal Ballot.
- xiii. Corporate/institutional Members (Corporate/FIs/foreign institutional investors/trust/ mutual funds/banks, etc.) are required to send scan (PDF format) of the relevant resolution of the Board of Directors to the Scrutinizer through e-mail to hsk@rathindassociates.com with a copy marked to evoting@kfintech.com. The file scanned image of the Board Resolution should be in the naming format " Corporate Name_EVENT No."
- xiv. The Scrutinizer will submit his report to the Company Secretary after completion of the scrutiny and results of the Postal Ballot would be announced by 15th July, 2020 on or before 5.00 p.m. (IST) through Email and the Resolution will be taken as passed, if the results of E-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of E-voting shall be final. As indicated earlier, the results will be published on the website of the Company www.pipavav.com besides being notified to BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed. Results will also be posted on the Website of KFin Technologies Pvt. Ltd, <https://evoting.kfintech.com>.

C. General Instructions

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

On account of threat posed by COVID-19 and in terms of the MCA Circulars, as mentioned hereinabove, the Company will send Postal Ballot Notice 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. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses registered by following the procedure as under:

1. In light of the MCA Circulars, Members who have not registered their e-mail address and in consequence could not receive the E-voting Notice may temporarily get their e-mail registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by following the registration process as mentioned below:

Electronic folios:

- (a) Visit the link <https://karisma.kfintech.com/emailreg>
- (b) Select the company name i.e. Gujarat Pipavav Port Limited
- (c) Member to enter DPID-CLID / Folio No. and PAN.
- (d) Member to enter the e-mail id and Mobile No.
- (e) System checks the authenticity of the client id and PAN and sends different OTPs to Mobile and on e-mail to validate.
- (f) Member to enter the OTPs received by SMS and e-mail to complete the validation process. (OTPs will be valid for 5 minutes only).
- (g) System confirms the e-mail id for the limited purpose of serviced postal ballot notice.
- (h) System will send the notice & procedure for E-voting to the e-mail given by Member.

Physical folios:

- (a) Visit the link <https://karisma.kfintech.com/emailreg>
- (b) Select company name i.e. Gujarat Pipavav Port Limited
- (c) Member to enter physical Folio No and PAN.
- (d) If PAN is not available in the records, Member to enter one of the Certificate No.
- (e) Member to enter the e-mail id and Mobile No.
- (f) System checks the authenticity of Folio No. and PAN/ Certificate No. and sends different OTPs to Mobile and on e-mail to validate.
- (g) Member to enter the OTPs received by SMS and e-mail to complete the validation process. (OTPs will be valid for 5 minutes only).
- (h) If PAN is not available in the records, system will prompt to upload the duly signed scan copy of the PAN.
- (i) System confirms the registration of e-mail id.
- (j) System will send the notice & procedure for E-voting to the e-mail given by Member.

Post successful registration of e-mail, the Member would get soft copy of the notice and the procedure for E-voting along with the User ID and the Password to enable E-voting for this Postal Ballot. In case of any queries, Member may write to einward.ris@kfintech.com.

2. The E-voting period commences from 9.00 a.m. (IST) on 13th June 2020 and ends at 5.00 p.m. (IST) on 13th July 2020. 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 5th June 2020, may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
3. The Scrutinizer shall, unlock the remote e-voting and make a Scrutinizer's Report of the votes cast in favour or against, if any, forth with to the Company Secretary of the Company.
4. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date of voting i.e. on 13th July 2020. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pipavav.com and also on the notice board placed at the Registered Office of the Company and on the website of KFINTECH
5. To receive communication through electronic means, including annual reports and notices, Members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with KFin on <https://karisma.kfintech.com/emailreg> or contact Ms. C Shobha Anand, Dy. General Manager, at [Unit: Gujarat Pipavav Port Limited] KFin Technologies Private Limited, Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500032, Telangana State, India. E-mail: einward.ris@kfintech.com, Phone No.: +91 40 67162222, Fax: +91 40 23001153 and Toll Free No.: 1800 345 4001.
6. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants/ the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices/ documents/ Annual Reports electronically to their e-mail address.

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

Item nos. (i) to (iii)

The Company's Board of Directors currently comprises total 8 Directors, out of which 4 are Independent Directors and 4 are representatives of the Promoters, APM Terminals.

The present five-year tenure of all four Independent Directors is upto 29th July 2020. As per the provisions of the Companies Act, 2013, all four Directors are eligible for being re-appointed as Independent Directors. But the Company is committed to adhering to highest standards of Governance. The Company has a clear road map to bring changes in its Independent Directors, although it believes that a gradual change amongst its Independent Directors is important in order to ensure smooth and staggered succession on the Board. In that context, the Company is proposing a varied tenure for re-appointment of 3 out of the 4 Independent Directors.

Mr. Pradeep Mallick (DIN: 00061256) is proposed to be re-appointed for a period of one year commencing from 30th July 2020. Ms. Hina Shah (DIN:06664927) is proposed to be re-appointed for second term of three consecutive years commencing from 30th July 2020 to 29th July 2023 and Mr. Tejpreet Singh Chopra (DIN:00317683) is proposed to be re-appointed for second term of five consecutive years commencing from 30th July 2020 to 29th July 2025. They shall not be liable to retire by rotation.

Mr. Pravin Laheri, IAS (Retd.) (DIN:00499080) the fourth Independent Director is not being re-appointed because he has been the longest serving Director on the Board. He shall cease to be Director of the Company upon completion of the current tenure on 29th July 2020.

Meanwhile, the Company has already initiated the process for identification of potential candidates in place of Mr. Laheri and Mr. Mallick.

Upon Re-appointment of Mr. Mallick, Ms. Shah and Mr. Chopra, the Company shall continue to be compliant with the requirements as regards the structure of the Board of Directors as per the requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions.

All Independent Directors are paid Sitting Fees for attending the meetings of the Board and Committees. The Independent Directors are also paid commission amount as approved by the Members in the Annual General Meeting held on 11th August 2016, with a prescribed maximum ceiling.

The Company's Board of Directors believes that the Company will benefit from the experience and knowledge of Mr. Mallick, Ms. Shah and Mr. Chopra in their respective areas of expertise and therefore recommend their respective re-appointment.

As per the provisions of Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee has recommended the respective re-appointment of Mr. Pradeep Mallick, Ms. Hina Shah and Mr. Tejpreet Singh Chopra as Independent Directors of the Company. The Board of Directors recommends the special resolutions for your approval.

Except Mr. Pradeep Mallick, Ms. Hina Shah and Mr. Tejpreet Singh Chopra, none of the Promoters, Directors, Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out in the Postal Ballot Notice.

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

Annexure A

Details of Director seeking approval for Appointment/Re-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 | Mr. Pradeep Mallick (DIN: 00061256) | Ms. Hina Shah (DIN:06664927) | Mr. Tejpreet Singh Chopra (DIN:00317683) |
|---|---|--|---|
| Age | 77 Years | 71 Years | 50 Years |
| Qualifications | B. Tech IIT Madras, Fellow of the Institution of Engineering & Technology, London, Diploma in Business Management, UK. | Masters in Chemistry and courses in Management | BA (Hons) in Economics from St. Stephen's College, Delhi University, MBA from Cornell University |
| Experience | Over 50 years | Over 40 years | Over 25 Years |
| Terms and Conditions of Re-appointment along with details of remuneration sought to be paid | Proposed to be re-appointed for One year. Remuneration shall be the sitting fee for attending the Meeting and Commission as may be approved by the Shareholders | Proposed to be re-appointed for Three years. Remuneration shall be the sitting fee for attending the Meeting and Commission as may be approved by the Shareholders | Proposed to be re-appointed for Five years. Remuneration shall be the sitting fee for attending the Meeting and Commission as may be approved by the Shareholders |
| Remuneration last drawn | Sitting Fee: Rs. 950,000 Commission: Rs. 750,000 | Sitting Fee: Rs. 850,000 Commission: Rs. 750,000 | Sitting Fee: Rs. 550,000 Commission: Rs. 1,500,000 |
| Nature of expertise in specific functional areas | Strategic Business Management and Governance | Corporate Social Responsibility | Strategic Business Management |
| Date of first appointment on the Board | 4th September 2012 | 30th July 2013 | 4th September 2012 |
| No. of shares held in the Company as on March 31, 2020 | Nil | Nil | Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel | None | None | None |

| | | | |
|---|---|---|---|
| Name of Director | Mr. Pradeep Mallick (DIN: 00061256) | Ms. Hina Shah (DIN:06664927) | Mr. Tejpreet Singh Chopra (DIN:00317683) |
| No. of Meetings of the Board attended during the year | All Four Meetings held during the financial year 2019-20 | Three Meetings held during the financial year 2019-20 | All Four Meetings held during the financial year 2019-20 |
| Directorship in other Companies as on March 31, 2020 | None | None | SRF Limited; Indian Energy Exchange Limited |
| Chairmanship/Membership of Committees of other Board | None | None | Chairman: Stakeholder Relationship Committee |
| Performance Evaluation Report | Mr. Mallick is the Chairman of Nomination & Remuneration Committee and of the Stakeholders Relationship Committee. He is also the Lead Independent Director. He has been instrumental in guiding to the Board of Directors with the best practices of Governance and acts as a sounding board for the Company Management. | Ms. Hina Shah is Chairperson of the CSR Committee of the Company. She has guided the Company in preparing its CSR Policy and has given direction to various CSR projects. Under her able guidance and support the Company has been effectively able to fulfill its CSR obligations. | Mr. Chopra is Chairman of the Board of Directors. His sharp business acumen and his ability to encourage the Directors for an open discussion brings lot of energy particularly during the strategic discussions. He ensures participation by all the Directors during the discussions at the Board Meetings. He constantly challenges the Management team on potential growth opportunities. |

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

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

Place: Mumbai

Date: 9th June 2020