

2nd November 2022

National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 NSE Scrip Symbol: GPPL	BSE Limited P. J. Towers, Dalal Street, Mumbai - 400 001 BSE Scrip Code: 533248
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Dear Madam/ Sir,

Sub: Declaration of voting result of the Postal Ballot as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please note the Board of Directors of Gujarat Pipavav Port Limited ('the Company') had appointed Mr. Himanshu S. Kamdar, Partner, M/s. Rathi & Associates, Company Secretaries, as Scrutinizer for voting by Postal Ballot process in a fair and transparent manner. Kindly find attached the Scrutinizer's Report dated 1st November 2022 issued by Mr. Kamdar.

Further, in accordance with the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, also enclosed are the details of voting results in the prescribed format for information and records.

Thank you,

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

Manish Agnihotri
Company Secretary & Compliance Officer

RESULT OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, members’ approval was sought for the Resolutions mentioned in the Postal Ballot Notice dated 23rd September 2022. The Postal Ballot Notice containing the Resolutions together with the Statement to be annexed to the Postal Ballot Notice was sent on 29th September 2022 to all the shareholders whose Email is registered with their Depository Participant/ the Company and the last date for Remote E-voting was on or before 5.00 P.M. of Monday 31st October 2022.

Pursuant to General Circular no. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 read with other relevant circulars including General Circular Nos. 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021 and 02/2022 dated 5th May 2022 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by the Securities and Exchange Board of India (SEBI), the Postal Ballot Notice was sent in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope was not sent to the Members for this Postal Ballot.

The Company had also made arrangements for shareholders who did not have registered Email to temporarily register their Email with the Company’s Registrar and Transfer Agents KFIN Technologies Limited by visiting <https://iris.kfintech.com/clientservices/postalballot/> and cast their votes for this Postal Ballot.

The Scrutinizer has submitted the report dated 1st November 2022 and basis the report of the scrutinizer on the voting done through remote e-voting by the members, it is hereby declared that the Resolutions as set out in the Postal ballot notice dated 23rd September 2022 have been duly passed by the members of the Company with the requisite majority.

The details of the voting results of the resolutions passed through postal ballot process are as follows:

Item No.	Brief particulars of the resolutions
1	Special Resolution: Appointment of Ms. Matangi Gowrishankar (DIN: 01518137) as an Independent Director for a period of five consecutive years with effect from 3 rd August, 2022 to 2 nd August, 2027
2	Ordinary Resolution: Approval of Related Party Transaction with Maersk A/S

For Gujarat Pipavav Port Limited

Place: Mumbai
Date: 2nd November 2022

Manish Agnihotri
Company Secretary & Compliance Officer

DETAILS OF VOTING RESULTS

Date of Meeting (Last Date of receipt of Postal Ballot Forms/Remote e-voting) [As per SS 2- Secretarial Standards on General Meetings]	31.10.2022
Total number of shareholders on record date (cut-off date): 23.09.2022	142,417
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A.

AGENDA-WISE

The mode of voting on the resolutions:

- Remote e-voting facility was made available from 9.00 AM on 2nd October 2022 up to 5.00 PM on 31st October 2022; and
- Voting through Postal ballot was not available for those shareholders who did not have registered Email. The Company had made arrangements for shareholders who did not have registered Email, to temporarily register their Email with the Company's Registrar and Transfer Agents KFIN Technologies Limited by visiting <https://ris.kfintech.com/clientservices/postalballot/> and cast their votes for this Postal Ballot.

The Results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are enclosed as an Annexure.

Accordingly I, Manish Agnihotri, Company Secretary, declare that the Resolutions as set out in the Notice of the Postal Ballot of the Company, have been approved with requisite majority by the Members of the Company.

For Gujarat Pipavav Port Limited

Place: Mumbai
Date: 2nd November 2022

Manish Agnihotri
Company Secretary & Compliance Officer

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

1st November, 2022

The Chairman/ Company Secretary
Gujarat Pipavav Port Limited
Pipavav Port, At Post Rampara 2 via
Rajula, Amreli,
Gujarat - 365 560

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Gujarat Pipavav Port Limited ("the Company") vide resolution by circulation passed by its Board of Directors dated 23rd September, 2022, 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 relation to the Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, in a fair and transparent manner.

As required under 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 Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular Nos. 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 02/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs ("MCA Circulars"), and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI), Notice of Postal Ballot along with the explanatory statement thereto was sent to the Members of the Company whose email addresses are registered with their



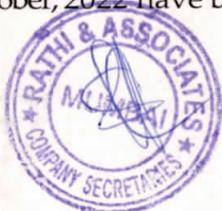
respective Depository Participant or the Company and whose names appeared in the Register of Members as on Friday, 23rd September, 2022.

The Company also made arrangements for shareholders who have not registered their email addresses, to temporarily register their email addresses with the Company's Registrar and Transfer Agents viz. KFIN Technologies Limited by visiting <https://ris.kfintech.com/clientservices/postalballot/> and cast their votes for the Postal Ballot.

The following resolutions were proposed for consideration and approval by the members of the Company by way of Remote e-voting only. The Ministry of Corporate Affairs and SEBI vide circulars mentioned above have dispensed with the requirement for sending the physical copy of Postal Ballot Notice along with Postal Ballot Forms and Prepaid Self-addressed Business envelopes to the Members.

- (a) **Resolution No. 1** as a **Special Resolution** for appointment of Ms. Matangi Gowrishankar (DIN: 01518137) as an Independent Director of the Company for a period of five consecutive years with effect from 3rd August, 2022 to 2nd August, 2027.
- (b) **Resolution No. 2** as an **Ordinary Resolution** for approval for entering into material contract(s)/transaction(s) (including transfer of resource, service or obligation) with Maersk A/S (including A. P. Moller - Maersk A/S and its affiliates), a related party, with further liberty to the Board of Directors of the Company to make material modifications by altering and/or varying the said terms and conditions for such contract/transactions for rendering of Services related to Port Operations for the period from 1st April 2023 to 31st March 2026.

The Company availed services offered by its Registrar and Transfer Agent viz. KFin Technologies Limited ("KFin" or "RTA") for providing Remote e-voting facility to the members of the Company. The Remote e-voting facility was made available to the shareholders of the Company from 9.00 a.m. on Sunday, 2nd October, 2022 upto 5.00 p.m. on Monday, 31st October, 2022. Accordingly, e-votes casted upto 5.00 p.m. on 31st October, 2022 have been considered for my scrutiny.



A summary of voting through Remote e-voting with the pattern of voting is as per **Annexure** annexed to this Report. The result of the voting by shareholders through Remote e-voting in respect of the above mentioned resolutions may accordingly be declared by the Chairman or Company Secretary.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES

COMPANY SECRETARIES



HIMANSHU S. KAMDAR

PARTNER

MEM. NO. FCS 5171

COP NO. 3030

UDIN: F005171D001431741

COUNTERSIGNED BY

For GUJARAT PIPAVAV PORT LIMITED

MANISH AGNIHOTRI

COMPANY SECRETARY

MEM. NO. ACS 12045

ANNEXURE

1. Resolution No. 1 as a **Special Resolution** for appointment of Ms. Matangi Gowrishankar (DIN: 01518137) as an Independent Director of the Company for a period of five consecutive years with effect from 3rd August, 2022 to 2nd August, 2027.

Sr. No.	Particulars	Resolution 1	
		No. of Remote e-voting confirmations	No. of Shares voted
a.	Remote e-voting confirmations received	567	421,846,975
	Total	567	421,846,975
b.	Less: Invalid Remote e-voting confirmations	0	0
c.	Net Valid Remote e-voting confirmations	567	421,846,975
(i)	Remote e-voting confirmations with assent for the Resolution	523*	420,931,097
	% of Assent		99.78
(ii)	Remote e-voting confirmations with dissent for the Resolution	44*	915,878
	% of Dissent		0.22

* Includes votes casted by shareholders partly in favour and partly against the resolution.



2. **Resolution No. 2** as an **Ordinary Resolution** for approval for entering into material contract(s)/transaction(s) (including transfer of resource, service or obligation) with Maersk A/S (including A. P. Moller - Maersk A/S and its affiliates), a related party, with further liberty to the Board of Directors of the Company to make material modifications by altering and/or varying the said terms and conditions for such contract/transactions for rendering of Services related to Port Operations for the period from 1st April 2023 to 31st March 2026.

Sr. No.	Particulars	Resolution 2	
		No. of Remote e-voting confirmations	No. of Shares voted
a.	Remote e-voting confirmations received	561	209,105,203
	Total	561	209,105,203
b.	Less: Invalid Remote e-voting confirmations	0	0
c.	Net Valid Remote e-voting confirmations	561	209,105,203
	(i) Remote e-voting confirmations with assent for the Resolution	428*	142,651,497
	% of Assent		68.22
	(ii) Remote e-voting confirmations with dissent for the Resolution	133*	66,453,706
	% of Dissent		31.78

* Includes votes casted by shareholders partly in favour and partly against the resolution.

