

10th August 2017

Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street
Mumbai- 400 001

Scrip Code: 533248

The Listing Department
National Stock Exchange of India
Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai 400 051
Scrip Symbol: GPPL

Subject: Declaration of E-voting Results on Resolutions set out in notice of 25th Annual General Meeting held on 10th August 2017

Dear Madam/Sirs,

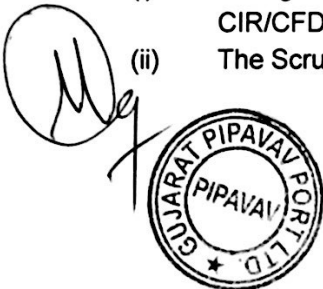
Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 25th Annual General Meeting (AGM) of Gujarat Pipavav Port Limited (the Company) was convened on Thursday, 10th August 2017 at its Registered Office at Pipavav Port, At Post Rampara-2 via Rajula, District Amreli- 365 560 at 2.00 p.m. to seek the approval of members of the Company on the resolutions set out in the Notice dated 11th May 2017 for the said AGM.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility to the members to vote electronically by remote e-voting and also by e-voting at the AGM, on the resolutions.

The Company had appointed Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the voting process in a fair and transparent manner.

In furtherance thereto, kindly find attached the following documents for reference:

- (i) Voting results of the Resolutions, in the format prescribed as per SEBI's Circular CIR/CFD/CMD/8/2015 dated 4th November 2015; and
- (ii) The Scrutinizer's report on the remote e-voting and e-voting at the AGM



APM Terminals Pipavav
Gujrat Pipavav Port Ltd.
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Via : Rajula
District - Amreli, Gujarat - 365 560
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CIN : L63010GJ1992PLC018106
T +91-2794 - 302400
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www.apmtpipavav.com

Accordingly, I, Manish Agnihotri, Company Secretary and Compliance Officer of Gujarat Pipavav Port Limited, confirm that all the 7 (Seven) resolutions as set out in the Notice dated 11th May 2017 of the 25th Annual General Meeting of the Company, have been approved with requisite majority by the Members of the Company.

We request you to kindly take the E-voting results and the Scrutinizer's Report on record. These are also being made available on the Company website www.pipavav.com

Thank you,

Yours truly,
For GUJARAT PIPAVAV PORT LIMITED


Manish Agnihotri
Company Secretary and Compliance Officer



End: As above

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

10th August 2017

The Chairman

Gujarat Pipavav Port Limited

Pipavav Port, At Post Ucchayi via Rajula,
District Amreli – 365 560

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and e-voting conducted at the 25th Annual General Meeting of the Members of Gujarat Pipavav Port Limited held on 10th August 2017:

Gujarat Pipavav Port Limited ("the Company") vide resolution of its Board of Directors dated 11th May 2017 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and e-voting at the 25th Annual General Meeting (25th AGM) on the resolutions contained in the Notice dated 11th May 2017 for the 25th AGM, as prescribed under Section 108 of the Companies Act, 2013 ("the Act") as amended from time to time, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and e-voting at 25th AGM on the resolutions contained in the aforesaid Notice of the 25th AGM of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting through remote e-voting and e-voting at 25th AGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system and e-voting at 25th AGM as per the facility provided by Karvy Computershare Private Limited (Karvy), Registrar and Share Transfer Agents of the Company appointed by the Company for the said purpose.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the 25th AGM was sent to the Members by permitted means (i.e. by courier or through e-mail), for seeking approval of members on following resolutions:



- (a) **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon.
- (b) **Resolution No. 2** as an Ordinary Resolution for declaration of final dividend of Rs. 1.80 per Equity Share and approval of interim dividend of Rs. 2.00 per Equity Share already paid during the year, for the financial year ended 31st March, 2017.
- (c) **Resolution No. 3** as an Ordinary Resolution for appointment of Mr. Julian Bevis (DIN: 00146000), who retired by rotation and being eligible, had offered himself for re-appointment as Director of the Company.
- (d) **Resolution No. 4** as an Ordinary Resolution for ratification of appointment of Price Waterhouse LLP, Chartered Accountants (ICAI Regn. No. 012754N/N-500016) as Statutory Auditors of the Company which was made by the Members in the 23rd Annual General Meeting held on 30th July 2015, to hold office until the conclusion of 26th Annual General Meeting and fixing of their remuneration for the financial year ending 31st March, 2018.
- (e) **Resolution No. 5** as an Ordinary Resolution for appointment of Mr. David Skov (DIN: 07810539), as a Director, liable to retire by rotation.
- (f) **Resolution No. 6** as an Ordinary Resolution for appointment of Mr. Jan Damgaard Sorensen (DIN 06408939), as a Director, liable to retire by rotation.
- (g) **Resolution No. 7** as an Ordinary Resolution for approval under Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Regulations') for Related Party Transaction with Maersk Line A/S for the period from 1st April, 2017 to 31st March, 2020.

The Company provided the remote e-voting facility offered by Karvy Computershare Private Limited (Karvy) to cast votes on aforesaid resolutions by the members of the Company. The Company had also made available e-voting facilities at the 25th AGM to enable the members to cast their votes on the aforesaid resolutions.

Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from 9.00 a.m. of Monday, 7th August, 2017 upto 5.00 p.m. of Thursday, 9th August, 2017.

Accordingly, remote e-votes casted upto 5.00 p.m. of 9th August, 2017 have been considered for my scrutiny. The facility of e-voting provided at the 25th AGM has also been considered for the scrutiny.



After the conclusion of the 25th AGM, first the voting conducted through e-voting at the 25th AGM was considered and thereafter voting through remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Darshil Shah and Ms. Komal Binwani. A summary of the votes casted by shareholders through remote e-voting and e-voting at the 25th AGM with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through remote e-voting and e-voting at the 25th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Company Secretary of the Company (who has been so authorised by the Chairman in writing) and who has also countersigned this Report.

Thanking you,

Yours sincerely,

For **RATHI & ASSOCIATES**

COMPANY SECRETARIES



HIMANSHU S. KAMDAR

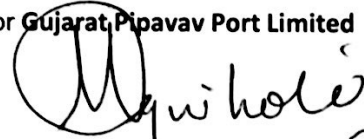
PARTNER

FCS NO. 5171

COP NO. 3030



COUNTERSIGNED BY
For Gujarat Pipavav Port Limited



Manish Agnihotri

Company Secretary

Membership No. ACS 12045

ANNEXURE

Summary of votes casted by e-voting at the 25th AGM and through remote e-voting for each of the resolutions is given below:

1. **For Resolution 1:** As an Ordinary Resolution for consideration and adoption of:

- a. Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2017, along with the Reports of the Board of Directors and Auditors thereon; and
- b. Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2017, along with the Reports of the Auditors thereon.

Sr. No.	Particulars	Resolution 1	
		No. of e-voting at AGM/Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through e-voting at AGM	33	415,818,676
b.	Remote e-voting confirmations received	154	191,379,601
	Total	187	607,198,277
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations	0	0
d.	Net valid e-voting at AGM/Remote e-voting confirmations	187	607,198,277
	(i) e-voting at AGM/Remote e-voting confirmations with assent for the Resolution	183	605,394,191
	% of Assent		99.70
	(ii) e-voting at AGM/Remote e-voting confirmations with dissent for the Resolution	4	1,804,086
	% of Dissent		0.30



For Resolution 2: As an Ordinary Resolution for declaration of final dividend of Rs. 1.80 per Equity Share and approval of interim dividend of Rs. 2.00 per Equity Share already paid during the year, for the financial year ended 31st March, 2017.

Sr. No.	Particulars	Resolution 2	
		No. of e-voting at AGM/Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through e-voting at AGM	33	415,818,676
b.	Remote e-voting confirmations received	154	191,379,601
	Total	187	607,198,277
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations	0	0
d.	Net valid e-voting at AGM/Remote e-voting confirmations	187	60,7198,277
	(i) e-voting at AGM/Remote e-voting confirmations with assent for the Resolution	186	607,198,113
	% of Assent		100.00*
	(ii) e-voting at AGM/Remote e-voting confirmations with dissent for the Resolution	1	164
	% of Dissent		0.00

*Rounded off to nearest percentage



For Resolution 3: As an Ordinary Resolution for appointment of Mr. Julian Bevis (DIN: 00146000) who retired by rotation and being eligible, offered himself for re-appointment as Director of the Company.

Sr. No.	Particulars	Resolution 3	
		No. of e-voting at AGM/Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through e-voting at AGM	33	415,818,676
b.	Remote e-voting confirmations received	154	191,379,598
	Total	187	607,198,274
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations	0	0
d.	Net valid e-voting at AGM/Remote e-voting confirmations	187	607,198,274
	(i) e-voting at AGM/Remote e-voting confirmations with assent for the Resolution	183	606,056,771
	% of Assent		99.81
	(ii) e-voting at AGM/Remote e-voting confirmations with dissent for the Resolution	4	1,141,503
	% of Dissent		0.19



For Resolution 4: As an Ordinary Resolution for ratification of appointment of M/s Price Waterhouse LLP, Chartered Accountants (ICAI Regn. No. 012754N/N500016) as Statutory Auditors of the Company which was made by the Members in the 23rd Annual General Meeting held on 30th July 2015, to hold office until the conclusion of 26th Annual General Meeting and fixing of their remuneration for the financial year ending 31st March, 2018.

Sr. No.	Particulars	Resolution 4	
		No. of e-voting at AGM/Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through e-voting at AGM	33	415,818,676
b.	Remote e-voting confirmations received	153	191,379,576
	Total	186	607,198,252
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations	0	0
d.	Net valid e-voting at AGM/Remote e-voting confirmations	186	607,198,252
	(i) e-voting at AGM/Remote e-voting confirmations with assent for the Resolution	182	607,197,569
	% of Assent		100.00*
	(ii) e-voting at AGM/Remote e-voting confirmations with dissent for the Resolution	4	683
	% of Dissent		0.00

*Rounded off to nearest percentage



For Resolution 5: As an Ordinary Resolution for appointment of Mr. David Skov (DIN: 07810539), as a Director, liable to retire by rotation.

Sr. No.	Particulars	Resolution 5	
		No. of e-voting at AGM/Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through e-voting at AGM	33	415,818,676
b.	Remote e-voting confirmations received	154	191,379,601
	Total	187	607,198,277
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations	0	0
d.	Net valid e-voting at AGM/Remote e-voting confirmations	187	607,198,277
	(i) e-voting at AGM/Remote e-voting confirmations with assent for the Resolution	182	605,896,230
	% of Assent		99.79
	(ii) e-voting at AGM/Remote e-voting confirmations with dissent for the Resolution	5	1,302,047
	% of Dissent		0.21



For Resolution 6: As an Ordinary Resolution for appointment of Mr. Jan Damgaard Sorensen (DIN 06408939), as a Director, liable to retire by rotation.

Sr. No.	Particulars	Resolution 6	
		No. of e-voting at AGM/Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through e-voting at AGM	33	415,818,676
b.	Remote e-voting confirmations received	154	191,379,601
	Total	187	607,198,277
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations	0	0
d.	Net valid e-voting at AGM/Remote e-voting confirmations	187	607,198,277
	(i) e-voting at AGM/Remote e-voting confirmations with assent for the Resolution	171	601,572,504
	% of Assent		99.07
	(ii) e-voting at AGM/Remote e-voting confirmations with dissent for the Resolution	16	5,625,773
	% of Dissent		0.93



For Resolution 7: As an Ordinary Resolution for approval under Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Regulations') for Related Party Transaction with Maersk Line A/S for the period from 1st April, 2017 to 31st March, 2020.

Sr. No.	Particulars	Resolution 7	
		No. of e-voting at AGM/Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through e-voting at AGM	31	10,809
b.	Remote e-voting confirmations received	154	191,379,601
	Total	185	191,390,410
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations	0	0
d.	Net valid e-voting at AGM/Remote e-voting confirmations	185	191,390,410
	(i) e-voting at AGM/Remote e-voting confirmations with assent for the Resolution	181	191,389,244
	% of Assent		100.00*
	(ii) e-voting at AGM/Remote e-voting confirmations with dissent for the Resolution	3	1,166
	% of Dissent		0.00

*Rounded off to nearest percentage

