

14th August 2021

BSE Limited
P J Tower
Dalal Street
Fort,
Mumbai- 400 001

National Stock Exchange of India Ltd
Plot No. C/1, 'G' Block
Bandra-Kurla Complex,
Bandra (East),
Mumbai- 400 051

Scrip Code No.: 533248

Scrip Symbol: GPPL

Subject: Declaration of E-voting Results on Resolutions set out in notice of 29th Annual General Meeting held on 13th August 2021

Dear Madam/Sirs,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 29th Annual General Meeting (AGM) of Gujarat Pipavav Port Limited (the Company) was convened yesterday, 13th August 2021 through Vide Conference (VC) and Other Audio Visual Means (OAVM) at 2.20 p.m. to seek the approval of members of the Company on the resolutions set out in the Notice dated 27th May 2021 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

Accordingly, I, Manish Agnihotri, Company Secretary and Compliance Officer of Gujarat Pipavav Port Limited, confirm that all the 5 (Five) resolutions as set out in the Notice dated 27th May 2021 of the 29th Annual General Meeting of the Company, have been approved with requisite majority by the Members of the Company.

The Company requests the Exchanges 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

13th August, 2021

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

Dear Sir,

Sub: **Scrutinizer's Report on the remote e-voting prior to and e-voting conducted during the 29th Annual General Meeting of the Members of Gujarat Pipavav Port Limited held on 13th August, 2021**

Gujarat Pipavav Port Limited ("the Company") vide resolution of its Board of Directors dated 27th May, 2021 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting prior to and e-voting conducted during the 29th Annual General Meeting (AGM) on the resolutions contained in the Notice dated 27th May, 2021 for the 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 the Securities and Exchange Board of India (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 AGM was held through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") without the physical presence of the Members at a common venue and in compliance with Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 02/2021 dated January 13, 2021 (collectively "Circulars") issued by the Ministry of Corporate Affairs ("MCA").



The Company had provided e-voting facility at the AGM for those shareholders who did not cast their votes through remote e-voting facility prior to the AGM.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, the Circulars issued by the MCA and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and e-voting at AGM on the resolutions contained in the aforesaid Notice of AGM of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting through remote e- voting prior to the AGM and e-voting during the 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 and e-voting system as per the facility provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide remote e-voting facility prior to AGM and e-voting facility during the AGM.

The Ministry of Corporate Affairs vide circulars mentioned above has permitted the holding of Annual General Meeting through VC/OAVM, without physical presence of the Members at a common venue. As required under Section 101 of the Act, a Notice of AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members by permitted means as per the circulars issued by MCA and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021. In compliance with the provisions of MCA's Circulars, the AGM of the Company was held through VC/OAVM. Following resolutions were proposed for approval by remote e-voting prior to the AGM and e- voting during the AGM by the Members of the Company:

1. **Resolution No. 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 2021, 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 2021, along with the Auditors' Report thereon.

2. **Resolution No. 2** as an Ordinary Resolution for declaration of final dividend of Rs. 2.40 per Equity Share and confirmation of interim dividend of Rs. 2.10 per Equity Share already paid during the year, for the financial year ended 31st March, 2021.
3. **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.
4. **Resolution No. 4** as an Ordinary Resolution for appointment of Mr. Timothy John Smith (DIN:08526373) who retired by rotation and being eligible, had offered himself for re-appointment, as Director of the Company.
5. **Resolution No. 5** as a Special Resolution pursuant to the provisions of Sections 149(9) and 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for payment amongst the Independent Directors of the Company on annual basis, of such remuneration by way of commission, the aggregate of which shall not exceed one percent of the Net Profit of the Company per annum computed in the manner prescribed under Section 198 of the Companies Act, 2013, subject to maximum ceiling of Rs. 7,500,000 per annum for the Financial years commencing from 2021-22 to 2025-26, in such amount and proportion and in such manner and in all such respects as may be determined by the Board of Directors (which shall include Nomination & Remuneration Committee) from time to time.

The Company provided remote e-voting facility to the members to cast votes on aforesaid resolutions prior to the AGM. The Company also provided e-voting facility during the AGM to those members who did not cast their votes through remote e-voting facility prior to the AGM, to enable them to cast their votes on the aforesaid resolutions.



Remote e-voting facility was made available to shareholders of the Company to cast their votes from 9.00 a.m. IST on Tuesday, 10th August 2021 to 5.00 p.m. IST on Thursday, 12th August 2021. Accordingly, votes casted through remote e-voting upto 5.00 p.m. IST on Thursday, 12th August 2021 and votes casted through e-voting during the AGM have been considered for my scrutiny.

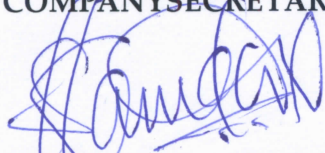
After conclusion of the 29th Annual General Meeting, the voting through remote e-voting prior to the AGM and e-voting during the AGM were unlocked. In case of shareholders who cast votes through remote e-voting prior to as well as e-voting during the AGM, the voting through remote e-voting of such shareholders prior to the AGM was treated as valid. A summary of the votes cast by shareholders through remote e-voting prior to the AGM and e-voting during the AGM with their pattern of voting is as per Annexure attached to this Report.

The results of the voting by members through remote e-voting prior to the AGM and e-voting during the AGM in respect of the above-mentioned resolutions may accordingly be declared by the Company Secretary of the Company (who has been so authorized 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
MEM. NO. FCS 5171
COP NO. 3030
UDIN: F005171C000783982

COUNTERSIGNED BY
For Gujarat Pipavav Port Limited

Manish Agnihotri
Company Secretary
Membership No. ACS 12045



ANNEXURE

Resolution No. 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 2021, 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 2021, along with the Auditors' Report thereon.

Sr. No.	Particulars	Resolution 1	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during AGM	14	4,438
b.	Votes cast through remote e-voting prior to AGM	411	414,162,370
	Total	425	414,166,808
c.	Less: Invalid voting	1	78,823
d.	Net Valid voting	424	414,087,985
	(i) Voting with assent for the Resolution	418	411,132,354
	% of Assent		99.29
	(ii) Voting with dissent for the Resolution	6	2,955,631
	% of Dissent		0.71



Resolution No. 2 as an **Ordinary Resolution** for declaration of final dividend of Rs. 2.40 per Equity Share and confirmation of interim dividend of Rs. 2.10 per Equity Share already paid during the year, for the financial year ended 31st March, 2021.

Sr. No.	Particulars	Resolution 2	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during AGM	14	4,438
b.	Votes cast through remote e-voting prior to AGM	414	414,667,403
	Total	428	414,671,841
c.	Less: Invalid voting	1	78,823
d.	Net Valid voting	427	414,593,018
	(i) Voting with assent for the Resolution	423	414,592,851
	% of Assent		100
	(ii) Voting with dissent for the Resolution	4	167
	% of Dissent		0.00



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.

Sr. No.	Particulars	Resolution 3	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during AGM	14	4,438
b.	Votes cast through remote e-voting prior to AGM	412	414,667,251
	Total	426	414,671,689
c.	Less: Invalid voting	1	78,823
d.	Net Valid voting	425	414,592,866
	(i) Voting with assent for the Resolution	398	412,773,018
	% of Assent		99.56
	(ii) Voting with dissent for the Resolution	27	1,819,848
	% of Dissent		0.44



Resolution No. 4 as an **Ordinary Resolution** for appointment of Mr. Timothy John Smith (DIN:08526373) who retired by rotation and being eligible, had offered himself for re-appointment, as Director of the Company.

Sr. No.	Particulars	Resolution 4	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during AGM	14	4,438
b.	Votes cast through remote e-voting prior to AGM	413	414,667,401
	Total	427	414,671,839
c.	Less: Invalid voting	1	78,823
d.	Net Valid voting	426	414,593,016
	(i) Voting with assent for the Resolution	396	411,917,843
	% of Assent		99.35
	(ii) Voting with dissent for the Resolution	30	2,675,173
	% of Dissent		0.65



Resolution No. 5 as a **Special Resolution** pursuant to the provisions of Sections 149(9) and 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for payment amongst the Independent Directors of the Company on annual basis, of such remuneration by way of commission, the aggregate of which shall not exceed one percent of the Net Profit of the Company per annum computed in the manner prescribed under Section 198 of the Companies Act, 2013, subject to maximum ceiling of Rs. 7,500,000 per annum for the Financial years commencing from 2021-22 to 2025-26, in such amount and proportion and in such manner and in all such respects as may be determined by the Board of Directors (which shall include Nomination & Remuneration Committee) from time to time.

Sr. No.	Particulars	Resolution 5	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during AGM	14	4,438
b.	Votes cast through remote e-voting prior to AGM	413	414,667,401
	Total	427	414,671,839
c.	Less: Invalid voting	1	78,823
d.	Net Valid voting	426	414,593,016
	(i) Voting with assent for the Resolution	398	414,519,019
	% of Assent		99.98
	(ii) Voting with dissent for the Resolution	28	73,997
	% of Dissent		0.02



	GUJARAT PIPAVAV PORT LIMITED
Date of the AGM/EGM	13-08-2021
Total number of shareholders on record date	106404
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	1
Public:	40

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt a.the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2021, along with the Reports of the Board of Directors and Auditors thereon and b.the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2021, along with the Auditors Report thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	212,738,931	212,738,931	100.0000	212,738,931	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		212,738,931	100.0000	212,738,931	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	211,876,067	186,664,612	88.1008	183,709,148	2,955,464	98.4166	1.5833	78,823	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		186,664,612	88.1008	183,709,148	2,955,464	98.4167	1.5833	78,823	0
Public- Non Institutions	E-Voting	58,824,912	14,680,004	24.9554	14,679,837	167	99.9988	0.0011	0	0
	Poll		4,438	0.0075	4,438	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		14,684,442	24.9629	14,684,275	167	99.9989	0.0011	0	0
Total		483,439,910	414,087,985	85.6545	411,132,354	2,955,631	99.2862	0.7138	78,823	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To declare a final dividend of Rs. 2.40 per equity share and to confirm the interim dividend of Rs. 2.10 per equity share already paid during the year, for the financial year ended 31st March 2021.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	212,738,931	212,738,931	100.0000	212,738,931	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		212,738,931	100.0000	212,738,931	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	211,876,067	187,116,521	88.3141	187,116,521	0	100.0000	0.0000	78,823	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		187,116,521	88.3141	187,116,521	0	100.0000	0.0000	78,823	0
Public- Non Institutions	E-Voting	58,824,912	14,733,128	25.0457	14,732,961	167	99.9988	0.0011	0	0
	Poll		4,438	0.0075	4,438	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		14,737,566	25.0532	14,737,399	167	99.9989	0.0011	0	0
Total		483,439,910	414,593,018	85.7590	414,592,851	167	100.0000	0.0000	78,823	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Julian Bevis (DIN 00146000) who retires by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	212,738,931	212,738,931	100.0000	212,738,931	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		212,738,931	100.0000	212,738,931	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	211,876,067	187,116,521	88.3141	185,316,756	1,799,765	99.0381	0.9618	78,823	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		187,116,521	88.3141	185,316,756	1,799,765	99.0382	0.9618	78,823	0
Public- Non Institutions	E-Voting	58,824,912	14,732,976	25.0455	14,712,893	20,083	99.8636	0.1363	0	0
	Poll		4,438	0.0075	4,438	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		14,737,414	25.053	14,717,331	20,083	99.8637	0.1363	0	0
Total		483,439,910	414,592,866	85.7589	412,773,018	1,819,848	99.5611	0.4389	78,823	0

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Timothy John Smith (DIN 08526373) who retires by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	212,738,931	212,738,931	100.0000	212,738,931	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		212,738,931	100.0000	212,738,931	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	211,876,067	187,116,521	88.3141	184,461,234	2,655,287	98.5809	1.4190	78,823	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		187,116,521	88.3141	184,461,234	2,655,287	98.5809	1.4191	78,823	0
Public- Non Institutions	E-Voting	58,824,912	14,733,126	25.0457	14,713,240	19,886	99.8650	0.1349	0	0
	Poll		4,438	0.0075	4,438	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		14,737,564	25.0532	14,717,678	19,886	99.8651	0.1349	0	0
	Total	483,439,910	414,593,016	85.7590	411,917,843	2,675,173	99.3547	0.6453	78,823	0

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Payment of Commission to Independent Directors of the Company the aggregate of which shall not exceed one percent of the Net Profit of the Company per annum computed in the manner prescribed under Section 198 of the Companies Act, 2013, subject to maximum ceiling of Rs. 7,500,000 per annum for the Financial years commencing from 2021-22 to 2025-26, in such amount and proportion and in such manner and in all such respects as may be determined by the Board of Directors (Board shall include Nomination Remuneration Committee) from time to time.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	212,738,931	212,738,931	100.0000	212,738,931	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		212,738,931	100.0000	212,738,931	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	211,876,067	187,116,521	88.3141	187,071,044	45,477	99.9756	0.0243	78,823	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		187,116,521	88.3141	187,071,044	45,477	99.9757	0.0243	78,823	0
Public- Non Institutions	E-Voting	58,824,912	14,733,126	25.0457	14,705,603	27,523	99.8131	0.1868	0	0
	Poll		4,438	0.0075	3,441	997	77.5349	22.4650	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		14,737,564	25.0532	14,709,044	28,520	99.8065	0.1935	0	0
Total	483,439,910	414,593,016	85.7590	414,519,019	73,997	99.9822	0.0178	78,823	0	0