

7th August 2020

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 28th Annual General Meeting held on 6th August 2020

Dear Madam/Sirs,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 28th Annual General Meeting (AGM) of Gujarat Pipavav Port Limited (the Company) was convened on Thursday, 6th August 2020 through Vide Conference (VC) and Other Audio Visual Means (OAVM) at 2.00 p.m. to seek the approval of members of the Company on the resolutions set out in the Notice dated 9th June 2020 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 9th June 2020 of the 28th 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

7th August 2020

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 and e-voting conducted at the 28th Annual General Meeting of the Members of Gujarat Pipavav Port Limited held on 6th August, 2020:**

Gujarat Pipavav Port Limited ("the Company") vide resolution of its Board of Directors dated 9th June, 2020 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and e-voting conducted at the 28th Annual General Meeting (AGM) on the resolutions contained in the Notice dated 9th June 2020 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 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 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 and 17/2020 dated 13th April 2020 (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 the 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 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 at AGM 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 at 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/CMD1/ CIR/P/2020/79 dated May 12, 2020 (i.e. by e-mail). In compliance with the provisions of MCA circulars, the AGM of the Company was held through VC/OAVM. Following resolutions were proposed for approval by remote e-voting and e-voting at 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 2020, 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 2020, along with the Report of the Auditors thereon.
2. **Resolution No. 2** as an Ordinary Resolution for declaration of final dividend of Rs. 3.50 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, 2020.
3. **Resolution No. 3** as an Ordinary Resolution for appointment of Mr. Keld Pedersen (DIN:07144184), 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 Price Waterhouse Chartered Accountants LLP (Firm Regn. No. 012754N/N-500016) as the Statutory Auditors of the Company to hold office from the conclusion of 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting.

5. Resolution No. 5 as an Ordinary Resolution for appointment of Mr. Timothy Smith (DIN: 08526373) as Director of the Company, liable to retire by rotation.

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 at the 28th AGM to those members who did not cast their votes through remote e-voting facility, 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. of Monday, 3rd August, 2020 upto 5.00 p.m. of Wednesday, 5th August, 2020.

Accordingly, votes casted through remote e-voting upto 5.00 p.m. of 5th August, 2020 and votes casted through e-voting at the 28th AGM have been considered for my scrutiny.

After conclusion of 28th Annual General Meeting, the voting through remote e-voting prior to AGM and e-voting at the AGM were unlocked. In case of shareholders who cast votes through remote e-voting as well as e-voting at the AGM, the voting through remote e-voting of such shareholders was treated as valid. A summary of the votes cast by shareholders through remote e-voting prior to AGM and e-voting at the 28th 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 AGM and e-voting at the 28th 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 authorized by the Chairman in writing) and who has also countersigned this Report.

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**

**HIMANSHU S. KAMDAR
PARTNER
M. NO. FCS 5171
COP NO. 3030
UDIN: F005171B000560671**

**COUNTERSIGNED BY
For Gujarat Pipavav Port Limited**

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

ANNEXURE

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 2020, 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 2020, along with the Report of the Auditors thereon.

Sr. No.	Particulars	Resolution 1	
		No. of members who voted	No. of shares voted for
a.	Votes cast through e-voting at AGM	16	8,480
b.	Votes cast through remote e-voting	249	416,234,699
	Total	265	416,243,179
c.	Less: Invalid voting	0	0
d.	Net Valid voting	265	416,243,179
	(i) Voting with assent for the Resolution	202	385,100,750
	% of Assent		92.52
	(ii) Voting with dissent for the Resolution	63	31,142,429
	% of Dissent		7.48

2. **For Resolution 2:**As an Ordinary Resolution for declaration of final dividend of Rs. 3.50 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, 2020.

Sr. No.	Particulars		Resolution 2	
			No. of members who voted	No. of shares voted for
a.	Votes cast through e-voting at AGM		16	8,480
b.	Votes cast through remote e-voting		257	428,815,005
	Total		273	428,823,485
c.	Less: Invalid voting		0	0
d.	Net Valid voting		273	428,823,485
	(i)	Voting with assent for the Resolution	273	428,823,485
		% of Assent	100	
	(ii)	Voting with dissent for the Resolution	0	0
		% of Dissent	0	

3. **For Resolution 3:** As an Ordinary Resolution for appointment of Mr. Keld Pedersen (DIN:07144184), 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 shares voted for
a.	Votes cast through e-voting at AGM		16	8,480
b.	Votes cast through remote e-voting		251	416,407,298
	Total		267	416,415,778
c.	Less: Invalid voting		0	0
d.	Net Valid voting		267	416,415,778
	(i)	Voting with assent for the Resolution	195	376,635,851
		% of Assent	90.45	
	(ii)	Voting with dissent for the Resolution	72	39,779,927
		% of Dissent	9.55	

4. **For Resolution 4:** As an Ordinary Resolution for appointment of Price Waterhouse Chartered Accountants LLP (Firm Regn. No. 012754N/N-500016) as the Statutory Auditors of the Company to hold office from the conclusion of 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting.

Sr. No.	Particulars	Resolution 4	
		No. of members who voted	No. of shares voted for
a.	Votes cast through e-voting at AGM	16	8,480
b.	Votes cast through remote e-voting	256	428,814,905
	Total	272	428,823,385
c.	Less: Invalid voting	0	0
d.	Net Valid voting	272	428,823,385
	(i) Voting with assent for the Resolution	268	428,803,027
	% of Assent	100	
	(ii) Voting with dissent for the Resolution	4	20,358
	% of Dissent	0	

5. Resolution No. 5 as an Ordinary Resolution for appointment of Mr. Timothy Smith (DIN: 08526373) as Director of the Company, liable to retire by rotation.

Sr. No.	Particulars		Resolution 5	
			No. of members who voted	No. of shares voted for
a.	Votes cast through e-voting at AGM		16	8,480
b.	Votes cast through remote e-voting		256	428,795,005
	Total		272	428,803,485
c.	Less: Invalid voting		0	0
d.	Net Valid voting		272	428,803,485
	(i)	Voting with assent for the Resolution	257	424,132,850
		% of Assent	98.91	
	(ii)	Voting with dissent for the Resolution	15	4,670,635
		% of Dissent	1.09	

	GUJARAT PIPAVAV PORT LIMITED
Date of the AGM/EGM	06-08-2020
Total number of shareholders on record date	56810
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:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution To receive, consider and adopt_x00D_ _x00D_ a.the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2020, along with the Reports of the Board of Directors and Auditors thereon and_x00D_ _x00D_ b.the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2020, along with the Auditors Report thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	235,031,704	201,329,493	85.6606	170,187,064	31,142,429	84.5316	15.4683	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		201,329,493	85.6606	170,187,064	31,142,429	84.5316	15.4684	0	0
Public- Non Institutions	E-Voting	35,669,275	2,166,275	6.0732	2,166,275	0	100.0000	0.0000	0	0
	Poll		8,480	0.0238	8,480	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,174,755	6.097	2,174,755	0	100.0000	0.0000	0.0000	0
Total		483,439,910	416,243,179	86.1003	385,100,750	31,142,429	92.5182	7.4818	0	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To declare a final dividend of Rs. 3.50 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 2020.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	235,031,704	213,889,699	91.0046	213,889,699	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		213,889,699	91.0046	213,889,699	0	100.0000	0.0000	0.0000	0

Public- Non Institutions	E-Voting	35,669,275	2,186,375	6.1296	2,186,375	0	100.0000	0.0000	0	0
	Poll		8,480	0.0238	8,480	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,194,855	6.1534	2,194,855	0	100.0000	0.0000	0	0
Total		483,439,910	428,823,485	88.7025	428,823,485	0	100.0000	0.0000	0	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Keld Pedersen DIN07144184 who retires by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	235,031,704	201,501,992	85.7340	161,722,578	39,779,414	80.2585	19.7414	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		201,501,992	85.734	161,722,578	39,779,414	80.2586	19.7414	0	0
Public- Non Institutions	E-Voting	35,669,275	2,166,375	6.0735	2,165,862	513	99.9763	0.0236	0	0
	Poll		8,480	0.0238	8,480	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,174,855	6.0973	2,174,342	513	99.9764	0.0236	0	0
Total		483,439,910	416,415,778	86.1360	376,635,851	39,779,927	90.4471	9.5529	0	0

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution Appointment of Statutory Auditors and fix their remuneration_x00D_ _x00D_ "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies Audit Auditors Rules, 2014 as amended from time to time, Price Waterhouse Chartered Accountants LLP Firm Regn. No. 012754NN-500016 be and are hereby Re-appointed as Statutory Auditors of Gujarat Pipavav Port Limited to hold office from the conclusion of this Annual General Meeting till the conclusion of the 33rd Annual General Meeting._x00D_ RESOLVED FURTHER THAT the Board of Directors including the Audit Committee of the Company be and is hereby authorised to fix the remuneration of the Statutory Auditors."									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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
	E-Voting	235,031,704	213,889,699	91.0046	213,889,699	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0

Public- Institutions	Postal Ballot (if applicable)	433,031,704	0	0.0000	0	0	0.0000	0.0000	0	0
Total			213,889,699	91.0046	213,889,699	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	35,669,275	2,186,275	6.1293	2,165,917	20,358	99.0688	0.9311	0	0
	Poll		8,480	0.0238	8,480	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total			2,194,755	6.1531	2,174,397	20,358	99.0724	0.9276	0	0
Total		483,439,910	428,823,385	88.7025	428,803,027	20,358	99.9953	0.0047	0	0

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution Appointment of Mr. Timothy Smith DIN 08526373 as Director of the Company_x00D_ _x00D_ "RESOLVED THAT Mr. Timothy Smith DIN 08526373 who was appointed as an Additional Director of the Company by the Board of Directors with effect from 19th September 2019 and who is eligible for appointment be and is hereby appointed as Director of the Company, liable to retire by rotation."									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	235,031,704	213,889,699	91.0046	209,219,706	4,669,993	97.8166	2.1833	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			213,889,699	91.0046	209,219,706	4,669,993	97.8166	2.1834	0	0
Public- Non Institutions	E-Voting	35,669,275	2,166,375	6.0735	2,165,733	642	99.9703	0.0296	0	0
	Poll		8,480	0.0238	8,480	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,174,855	6.0973	2,174,213	642	99.9705	0.0295	0	0
Total		483,439,910	428,803,485	88.6984	424,132,850	4,670,635	98.9108	1.0892	0	0