

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

22nd December, 2020

The Chairman/Company Secretary

Gujarat Pipavav Port Limitd

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 of its Board of Directors dated 12th November, 2020 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 No. 17/2020 dated 13th April 2020 and No. 33/2020 dated 28th September 2020 issued by the 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 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, 13th November,

2020. 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 Private 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 Member's account of the Covid-19 Pandemic.

- (a) **Resolution No. 1** as an **Ordinary Resolution** for appointment of Mr. Samir Chaturvedi (DIN: 08911552) as an Independent Director of the Company for a period of five consecutive years commencing from 12th November 2020 to 11th November 2025.
- (b) **Resolution No. 2** as an **Ordinary Resolution** for appointment of Mr. Soren Brandt (DIN: 00270435) as Director of the Company.
- (c) **Resolution No. 3** as an **Ordinary Resolution** for appointment of Mr. Maarten Degryse (DIN:08925380) as Director of the Company.

The Company availed services offered by its Registrar and Transfer Agent viz. KFin Technologies Private 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 22nd November, 2020 to 5.00 p.m. on 21st December, 2020. Accordingly, e-votes casted upto 5.00 p.m. on 21st December, 2020 have been considered for my scrutiny. As required under Rule 22(10) of the Rules of Chapter VII, a register has been maintained and particulars of all the e-votes received from the members have been recorded therein.

A summary of voting through Remote e-voting with the pattern of voting is as per Annexure annexed to this Report. The results 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

M. NO. FCS 5171

COP NO. 3030

UDIN: F005171B001606606

COUNTERSIGNED BY

For GUJARAT PIPAVAV PORT LIMITED

MANISH AGNIHOTRI

COMPANY SECRETARY

M. NO.ACS 12045

ANNEXURE

Resolution No. 1 as an Ordinary Resolution for appointment of Mr. Samir Chaturvedi (DIN: 08911552) as an Independent Director of the Company for a period of five consecutive years commencing from 12th November 2020 to 11th November 2025.

Sr. No.	Particulars	Resolution 1	
		No. of Remote e-voting confirmations	No. of Shares voted
a.	Remote e-voting confirmations received	234	432,368,047
	Total	234	432,368,047
b.	Less: Invalid Remote e-voting confirmations	0	0
c.	Net Valid Remote e-voting confirmations	234	432,368,047
	(i) Remote e-voting confirmations with assent for the Resolution	220*	431,738,235
	% of Assent		99.85
	(ii) Remote e-voting confirmations with dissent for the Resolution	14	629,812
	% of Dissent		0.15

*includes such shareholders who have casted votes partly in favour and partly against the resolution.

Resolution No. 2 as an **Ordinary Resolution** for appointment of Mr. Soren Brandt (DIN: 00270435) as Director of the Company.

Sr. No.	Particulars		Resolution 2	
			No. of Remote e-voting confirmations	No. of Shares voted
a.	Remote e-voting confirmations received		235	432,368,247
	Total		235	432,368,247
b.	Less: Invalid Remote e-voting confirmations		0	0
c.	Net Valid Remote e-voting confirmations		235	432,368,247
	(i)	Remote e-voting confirmations with assent for the Resolution	222*	431,201,246
		% of Assent	99.73	
	(ii)	Remote e-voting confirmations with dissent for the Resolution	13	1,167,001
		% of Dissent	0.27	

*includes such shareholders who have casted votes partly in favour and partly against the resolution.

Resolution No. 3 as an **Ordinary Resolution** for appointment of Mr. Maarten Degryse (DIN:08925380) as Director of the Company.

Sr. No.	Particulars		Resolution 3	
			No. of Remote e-voting confirmations	No. of Shares voted
a.	Remote e-voting confirmations received		234	432,368,248
	Total		234	432,368,248
b.	Less: Invalid Remote e-voting confirmations		0	0
c.	Net Valid Remote e-voting confirmations		234	432,368,248
	(i)	Remote e-voting confirmations with assent for the Resolution	215*	430,978,737
		% of Assent	99.68	
	(ii)	Remote e-voting confirmations with dissent for the Resolution	19	1,389,511
		% of Dissent	0.32	

*includes such shareholders who have casted votes partly in favour and partly against the resolution.