

17th May 2018

National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400 051	BSE Limited 14 th Floor, P J Towers, Dalal Street, Fort, Mumbai 400 001
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Dear Madam/ Sir,

Sub: Submission of Audited financial results and Intimation regarding Dividend

Kindly find enclosed Audited Financial Results of Gujarat Pipavav Port Limited ('the Company') for the year ended 31st March 2018 for reference as follows:

- (i) Standalone and Consolidated Audited Financial Statements;
- (ii) Auditors Report for Standalone and Consolidated Financial Statements;
- (iii) Annexure I for Consolidated Financial Statements

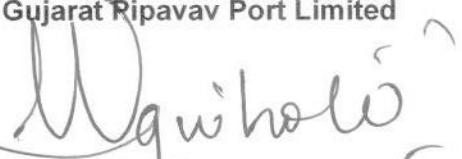
The results have been approved in the Board Meeting of the Company held today and are also available on the Company's website www.pipavav.com

Please note that the Board has also recommended a Final Dividend of Rs. 1.70 per share on the Equity Share Capital of the Company, subject to approval by the Members in the Company's Annual General Meeting scheduled for Thursday 9th August 2018.

Thank you,

Yours truly,

For Gujarat Pipavav Port Limited



Manish Agnihotri
Company Secretary & Compliance Officer



GUJARAT PIPAVAV PORT LIMITED

Registered Office : Pipavav Port, At Post Rampara-2, Tal. Rajula, Dist. Amreli, Gujarat 365 560.

CIN: L63010GJ1992PLC018106 Tel: 02794 302400 Fax: 02794 302413

Website: www.pipavav.com Email: investorrelationppv@apmterminals.com

STATEMENT OF STANDALONE RESULTS FOR THE QUARTER AND YEAR ENDED ON 31 MARCH 2018

(₹ In Millions)

Sr. No.	Particulars	3 months ended	Preceding 3 months ended	Corresponding 3 months ended in the previous year	Year ended	Year ended
		31/03/2018	31/12/2017	31/03/2017	31/03/2018	31/03/2017
		(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Audited)
1	Income					
	a. Revenue from operations	1,654.85	1,626.84	1,745.71	6,489.00	6,831.04
	b. Other Income	82.44	74.04	66.84	370.45	353.59
	Total Income	1,737.29	1,700.88	1,812.55	6,859.45	7,184.63
2	Expenses					
	a. Operating expenses	258.71	323.14	246.74	1,185.08	1,212.88
	b. Employee benefits expense	136.89	130.98	118.38	528.86	484.15
	c. Finance costs	0.97	1.19	0.52	3.48	4.03
	d. Depreciation and amortisation expense	267.32	250.85	259.47	1,035.64	1,065.15
	e. Other expenses	329.28	226.21	233.84	1,034.35	948.11
	Total expenses	993.17	932.37	858.95	3,787.41	3,714.32
3	Profit before tax (1 - 2)	744.12	768.51	953.60	3,072.04	3,470.31
4	Tax expense					
	a. Current tax expense	157.95	179.34	189.87	662.74	735.20
	b. Deferred tax expense (Including Minimum Alternate Tax Credit utilised/availed)	100.30	89.22	101.78	424.70	235.99
5	Net Profit for the period/year (3 - 4)	485.87	499.95	661.95	1,984.60	2,499.12
6	Other comprehensive income, net of income tax					
	Items that will not be reclassified to profit or loss					
	- Re-measurement of post-employment benefit obligations	(3.66)	-	(0.99)	(3.66)	(0.99)
	- Less: Tax relating to above	1.29	-	0.28	1.29	0.28
	Total other comprehensive income, net of income tax	(2.37)	-	(0.71)	(2.37)	(0.71)
7	Total comprehensive income for the period/year (5 - 6)	483.50	499.95	661.24	1,982.23	2,498.41
8	Paid-up equity share capital (Face value ₹ 10 per share)	4,834.40	4,834.40	4,834.40	4,834.40	4,834.40
9	Other equity (excluding revaluation reserves)				15,306.19	15,360.58
	Basic and diluted earnings per share (of ₹ 10/- each) (not annualised)	1.00	1.03	1.37	4.10	5.17



STATEMENT OF STANDALONE AUDITED ASSETS AND LIABILITIES AS AT 31 MARCH 2018

(₹ In Millions)

Particulars	As at	As at
	31/03/2018	31/03/2017
	(Audited)	(Audited)
A ASSETS		
1 Non-current assets		
a. Property, plant and equipment	16,847.91	16,753.33
b. Capital work in progress	323.23	922.21
c. Intangible assets	14.88	8.56
d. Investments in associate company	830.00	830.00
e. Financial assets		
i. Other financial assets	35.96	35.39
f. Income Tax Assets (net)	114.68	304.16
g. Deferred tax assets (net)	-	416.05
h. Other non-current assets	62.82	170.96
Total non-current assets	18,229.48	19,440.66
2 Current assets		
a. Inventories	136.16	155.58
b. Financial assets		
i. Trade receivables	257.56	285.73
ii. Cash and cash equivalents	354.51	534.01
iii. Bank balances other than (ii) above	3,960.96	2,988.44
iv. Loans	2.16	2.40
v. Other financial assets	7.83	7.63
c. Other current assets	156.10	91.28
Total current assets	4,875.28	4,065.07
TOTAL ASSETS	23,104.76	23,505.73
B EQUITY AND LIABILITIES		
1 Equity		
Equity share capital	4,834.40	4,834.40
Other equity		
i. Reserves and surplus	15,306.19	15,360.58
Total equity	20,140.59	20,194.98
2 Liabilities		
I Non-current liabilities		
a. Financial liabilities		
i. Other financial liabilities	27.20	52.91
b. Employee benefit obligations	18.41	14.22
c. Deferred tax liability (net)	3.42	-
d. Other non-current liabilities	738.86	813.16
Total non-current liabilities	787.89	880.29
II Current liabilities		
a. Financial liabilities		
i. Trade payables	284.63	256.35
ii. Other financial liabilities	501.70	846.93
b. Provisions	365.04	366.16
c. Employee benefit obligations	108.24	79.34
d. Income tax provisions (net)	-	47.91
e. Other current liabilities	916.67	833.77
Total current liabilities	2,176.28	2,430.46
Total liabilities	2,964.17	3,310.75
TOTAL EQUITY AND LIABILITIES	23,104.76	23,505.73



Notes :

- 1 The above results have been reviewed by the Audit Committee and approved by the Board of Directors on 16 May 2018 and 17 May 2018 respectively.
- 2 This statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.
- 3 The Company has only one reportable business segment, which is "Port Services" and only one reportable geographical segment, which is the port at Pipavav. Accordingly, the Company is a single segment company in accordance with Indian Accounting Standard 108 "Operating Segment".
- 4 The figures for the quarter ended 31 March 2018 are balancing figures between audited figures in respect of financial year ended 31 March 2018 and the published year to date figures upto the third quarter ended on 31 December 2017.
- 5 Figures for the previous periods have been reclassified / regrouped wherever applicable, to conform with the current period classification.
- 6 The Board of Directors proposes final dividend of INR 1.70 per share on 483,439,910 equity shares of face value of INR 10 each, aggregating to INR 989 million (including Dividend Distribution Tax), for the financial year 2017-18, subject to approval by the Members at the forthcoming Annual General Meeting of the Company.

For Gujarat Pipavav Port Limited



Keld Pedersen
Managing Director

Place : Mumbai
Date : 17 May 2018



GUJARAT PIPAVAV PORT LIMITED

Registered Office : Pipavav Port, At Post Rampara-2, Tal. Rajula, Dist. Amreli, Gujarat 365 560.

CIN: L63010GJ1992PLC018106 Tel: 02794 302400 Fax: 02794 302413

Website: www.pipavav.com Email: investorrelationinppv@apmterminals.com

STATEMENT OF CONSOLIDATED AUDITED RESULTS FOR THE YEAR ENDED ON 31 MARCH 2018

(₹ In Millions)

Sr. No.	Particulars	Year ended	Year ended
		31/03/2018	31/03/2017
		(Audited)	(Audited)
1	Income		
	a. Revenue from operations	6,489.00	6,831.04
	b. Other Income	370.45	315.59
	Total Income	6,859.45	7,146.63
2	Expenses		
	a. Operating expenses	1,185.08	1,212.88
	b. Employee benefits expense	528.86	484.15
	c. Finance costs	3.48	4.03
	d. Depreciation and amortisation expense	1,035.64	1,065.15
	e. Other expenses	1,034.35	948.11
	Total expenses	3,787.41	3,714.32
3	Profit before share of net profits of investments accounted for using equity method and tax (1-2)	3,072.04	3,432.31
4	Share of net profit of associate accounted for using the equity method	225.54	361.19
5	Profit before tax (3+4)	3,297.58	3,793.50
6	Tax expense		
	a. Current tax expense	662.74	735.20
	b. Deferred tax expense (Including Minimum Alternate Tax Credit utilised/availed)	424.70	235.99
7	Net Profit for the period/year (3 - 4)	2,210.15	2,822.31
8	Other comprehensive income, net of income tax		
	Items that will not be reclassified to profit or loss		
	(i) Re-measurement of post-employment benefit obligations	(3.66)	(0.99)
	(ii) Share of other comprehensive income of associate	0.12	-
	(iii) Less: Tax relating (i) above	1.29	0.28
	(iv) Less: Tax relating (ii) above	(0.02)	-
	Total other comprehensive income, net of income tax	(2.28)	(0.71)
9	Total comprehensive income for the period/year (5 - 6)	2,207.87	2,821.60
10	Paid-up equity share capital (Face value ₹ 10 per share)	4,834.40	4,834.40
11	Other equity (excluding revaluation reserves)	16,760.06	16,588.81
	Basic and diluted earnings per share (of ₹ 10/- each) (not annualised)	4.57	5.84



STATEMENT OF CONSOLIDATED AUDITED ASSETS AND LIABILITIES AS AT 31 MARCH 2018

(₹ In Millions)

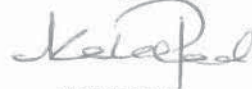
Particulars	As at	As at
	31/03/2018	31/03/2017
	(Audited)	(Audited)
A ASSETS		
1 Non-current assets		
a. Property, plant and equipment	16,847.91	16,753.33
b. Capital work in progress	323.23	922.21
c. Intangible assets	14.88	8.56
d. Investment accounted for using the equity method	2,283.87	2,058.23
e. Financial assets		
i. Other financial assets	35.96	35.39
f. Current Tax Assets (net)	114.68	304.16
g. Deferred tax assets (net)	-	416.05
h. Other non-current assets	62.82	170.96
Total non-current assets	19,683.35	20,668.89
2 Current assets		
a. Inventories	136.16	155.58
b. Financial assets		
i. Trade receivables	257.56	285.73
ii. Cash and cash equivalents	354.51	534.01
iii. Bank balances other than (ii) above	3,960.96	2,988.44
iv. Loans	2.16	2.40
v. Other financial assets	7.83	7.63
c. Other current assets	156.10	91.28
Total current assets	4,875.28	4,065.07
TOTAL ASSETS	24,558.63	24,733.96
B EQUITY AND LIABILITIES		
1 Equity		
Equity share capital	4,834.40	4,834.40
Other equity		
i. Reserves and surplus	16,760.06	16,588.81
Total equity	21,594.46	21,423.21
2 Liabilities		
I Non-current liabilities		
a. Financial liabilities		
i. Other financial liabilities	27.20	52.91
b. Employee benefit obligations	18.41	14.22
c. Deferred tax liability (net)	3.42	-
d. Other non-current liabilities	738.86	813.16
Total non-current liabilities	787.89	880.29
II Current liabilities		
a. Financial liabilities		
i. Trade payables	284.63	256.35
ii. Other financial liabilities	501.70	846.93
b. Provisions	365.04	366.16
c. Employee benefit obligations	108.24	79.34
d. Current tax provisions (net)	-	47.91
e. Other current liabilities	916.67	833.77
Total current liabilities	2,176.28	2,430.46
Total liabilities	2,964.17	3,310.75
TOTAL EQUITY AND LIABILITIES	24,558.63	24,733.96



Notes :

- 1 The above results have been reviewed by the Audit Committee and approved by the Board of Directors on 16 May 2018 and 17 May 2018 respectively.
- 2 This statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.
- 3 The Company has only one reportable business segment, which is "Port Services" and only one reportable geographical segment, which is the port at Pipavav. Accordingly, the Company is a single segment company in accordance with Indian Accounting Standard 108 "Operating Segment".
- 4 PRCL's (Associate Company) audited financial statements for the year ended 31st March 2018 are yet to be released to the company. Hence, the company's statutory auditors have qualified their audit opinion stating that Company's share of total comprehensive income (comprising profit and other comprehensive income) of Rs. 225.64 million for the year ended 31 March 2018 in respect of the associate company is based on un-audited financial information of the associate company.
- 5 The Board of Directors proposes final dividend of INR 1.70 per share on 483,439,910 equity shares of face value of INR 10 each, aggregating to INR 989 million (including Dividend Distribution Tax), for the financial year 2017-18, subject to approval by the Members at the forthcoming Annual General Meeting of the Company.
- 6 Figures for the previous periods have been reclassified / regrouped wherever applicable, to conform with the current period classification.

For Gujarat Pipavav Port Limited



Keld Pedersen
Managing Director

Place : Mumbai
Date : 17 May 2018



Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GUJARAT PIPAVAV PORT LIMITED

Report on the Standalone Indian Accounting Standards (Ind AS) Financial Statements

1. We have audited the accompanying standalone Ind AS financial statements of Gujarat Pipavav Port Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

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Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)

Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT

To the Members of Gujarat Pipavav Port Limited

Report on the Standalone Ind AS Financial Statements as at and for the year ended 31 March 2018

Page 2 of 3

7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2018, its total comprehensive income (comprising of profit and other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except that the backup of the books of accounts and other books and papers maintained in electronic mode has not been maintained on servers physically located in India.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our comments in paragraph 10(b) above.
 - (g) With respect to the adequacy of the internal financial controls with reference to standalone Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.



Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT

To the Members of Gujarat Pipavav Port Limited

Report on the Standalone Ind AS Financial Statements as at and for the year ended 31 March 2018

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- (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
- i. The Company has disclosed the impact, if any, of pending litigations as at 31 March 2018 on its financial position in its standalone Ind AS financial statements – Refer Note 33;
 - ii. The Company has long-term contracts as at 31 March 2018 for which there were no material foreseeable losses. The Company did not have any derivative contracts as at 31 March 2018.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2018.
 - iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended 31 March 2018.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/ N-500016
Chartered Accountants



Priyanshu Gundana
Partner

Membership Number 109553

Mumbai
17 May 2018

Price Waterhouse Chartered Accountants LLP

Annexure A to Independent Auditors' Report

Referred to in paragraph 10(g) of the Independent Auditors' Report of even date to the members of Gujarat Pipavav Port Limited on the Standalone Ind AS financial statements for the year ended 31 March 2018

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Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of Gujarat Pipavav Port Limited ("the Company") as of 31 March 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Price Waterhouse Chartered Accountants LLP

Annexure A to Independent Auditors' Report

Referred to in paragraph 10(g) of the Independent Auditors' Report of even date to the members of Gujarat Pipavav Port Limited on the Standalone Ind AS financial statements for the year ended 31 March 2018

Page 2 of 2

Meaning of Internal Financial Controls Over Financial Reporting

6. A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to standalone Ind AS financial statements and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/ N-500016
Chartered Accountants



Priyanshu Gundana
Partner
Membership Number 109553

Mumbai
17 May 2018

Price Waterhouse Chartered Accountants LLP

Annexure B to Independent Auditors' Report

Referred to in paragraph [9] of the Independent Auditors' Report of even date to the members of Gujarat Pipavav Port Limited on the standalone Ind AS financial statements as at and for the year ended 31 March 2018.

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
 - (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
 - (c) The title deeds of immovable properties, other than self constructed properties, as disclosed in Property Plant and Equipment Note 3(a) to the standalone Ind AS financial statements, are held in the name of the Company, except for a free hold land of gross and net book value of Rs. 1.47 million registered in the name of Associate Company - Pipavav Railway Corporation Limited.
- ii. The physical verification of inventory have been conducted at reasonable intervals by the Management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of income tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, goods and service tax with effect from 1 July 2017 and other material statutory dues, as applicable, with the appropriate authorities.
 - (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of sales-tax, duty of customs, duty of excise, value added tax and goods and service tax which have not been deposited on account of any dispute. The particulars of dues of income tax and service tax as at 31 March 2018 which have not been deposited on account of a dispute, are as follows:



Price Waterhouse Chartered Accountants LLP

Annexure B to Independent Auditors' Report

Referred to in paragraph [9] of the Independent Auditors' Report of even date to the members of Gujarat Pipavav Port Limited on the standalone Ind AS financial statements for the year ended 31 March 2018.

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Name of the statute	Nature of dues	Amount (Rs in million) #@	Period to which the amount relates (Financial year)	Forum where the dispute is pending
Income tax Act, 1961	Tax deducted at source	4.28	2007-08 to 2008-09 and 2010-11 to 2016-17	Assessing Officer
Income tax Act, 1961	Tax deducted at source	74.06	2014-15	Commissioner of Income Tax (Appeals)
Finance Act, 1994	Service Tax	72.49	2008-09 and 2010-11	Customs, Excise and Service Tax Appellate Tribunal
Finance Act, 1994	Service Tax	25.00	2009-10 to 2010-11 and 2012-13 to 2014-15	Commissioner of Central Excise (Appeals)

#Net of amounts paid under protest.

@Including interest and penalty

- viii. As the Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(viii) of the Order are not applicable to the Company.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the Ind AS financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015.



Price Waterhouse Chartered Accountants LLP

Annexure B to Independent Auditors' Report

Referred to in paragraph [9] of the Independent Auditors' Report of even date to the members of Gujarat Pipavav Port Limited on the standalone Ind AS financial statements for the year ended 31 March 2018.

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- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/ N-500016
Chartered Accountants



Priyanshu Gundana
Partner
Membership Number 109553

Mumbai
17 May 2018

Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT

To the Members of Gujarat Pipavav Port Limited

Report on the Consolidated Indian Accounting Standards (Ind AS) Financial Statements

1. We have audited the accompanying consolidated Ind AS financial statements of Gujarat Pipavav Port Limited ("hereinafter referred to as the Company") and its associate company [refer Note (1)(B) to the attached consolidated Ind AS financial statements], comprising of the consolidated Balance Sheet as at 31 March 2018, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Cash Flow Statement for the year then ended and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

Management's Responsibility for the Consolidated Ind AS Financial Statements

2. The Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows and changes in equity of the Company including its associate company in accordance with accounting principles generally accepted in India including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. The Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. The respective Board of Directors of the Company and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and its associate respectively and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Company, as aforesaid.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
4. We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

Price Waterhouse Chartered Accountants LLP, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West)
Mumbai - 400 028
T: +91 (22) 66691500, F: +91 (22) 66547804 / 07

Registered office and Head office: Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)

Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT

To the Members of Gujarat Pipavav Port Limited

Report on the Consolidated Ind AS Financial Statements as at and for the year ended March 31, 2018

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5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.
6. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated Ind AS financial statements.

Basis for Qualified Opinion

7. a) The consolidated Ind AS financial statements include the Company's share of total comprehensive income (comprising of profit and other comprehensive income) of Rs. 225.64 million, based on unaudited Ind AS financial statements as at and for the year ended 31 March 2018 in respect of its associate company not audited by us. The Ind AS financial statement as at and for the year ended 31 March 2018 in respect of the associate company is pending audit by their auditors. Our opinion on the consolidated Ind AS financial statements insofar as it relates to the amounts and disclosures included for the year ended on 31 March 2018 in respect of this associate company is based solely on such Ind AS financial information of the associate company for the year ended on 31 March 2018, as furnished to us by the Management of the Company.
- b) Further, pending the audit of the associate company for the year ended on 31 March 2018 by their auditors, we are unable to report on the adequacy of the internal financial controls over financial reporting and operating effectiveness of such controls of the associate company incorporated in India as required to be reported by us.

Qualified Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the Basis for Qualified Opinion paragraphs above, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Company and its associate as at 31 March 2018, their consolidated comprehensive income (comprising of consolidated profit and consolidated other comprehensive income), their consolidated cash flows and consolidated changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and, except for the possible effects of the matter described in the paragraph Basis for Qualified Opinion above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.



Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT

To the Members of Gujarat Pipavav Port Limited

Report on the Consolidated Ind AS Financial Statements as at and for the year ended March 31, 2018

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- (b) In our opinion, except for (i) the possible effects of the matter described in the paragraph Basis for Qualified Opinion above; and (ii) that the backup of the books of accounts and other books and papers maintained in electronic mode of the Company has not been maintained on servers physically located in India; proper books of account as required by law maintained by the Company and its associate company incorporated in India including relevant records relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and records of the Company.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report, except for the possible effects of the matter described in the paragraph Basis for Qualified Opinion above, are in agreement with the relevant books of account maintained by the Company and its associate company incorporated in India including relevant records relating to the preparation of the consolidated Ind AS financial statements.
- (d) In our opinion, except for the possible effects of the matter described in the paragraph Basis for Qualified Opinion above, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- (e) Except for the possible effects of the matter described in the paragraph Basis for Qualified Opinion above, on the basis of the written representations received from the directors of the Company as on 31 March 2018 taken on record by the Board of Directors of the Company, none of the directors of the Company is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With regard to maintenance of accounts and other matters connected therewith reference is made to our comments in paragraph 9(b) above.
- (g) Read with Paragraph 7 (b) above, with respect to the adequacy of the internal financial controls with reference to standalone Ind AS financial statements of the Company and the operating effectiveness of such controls, we refer to Annexure A of our report of even date on the standalone Ind AS financial statements of the Company.
- (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. Except for the possible effects of the matter described in the paragraph Basis for Qualified Opinion above, the consolidated Ind AS financial statements disclose the impact, if any, of pending litigations as at 31 March 2018 on the consolidated financial position of the Company and its associate – Refer Note 33 to the consolidated Ind AS financial statements.
 - ii. Except for the possible effects of the matter described in the paragraph Basis for Qualified Opinion above, the Company and its associate did not have any material foreseeable losses on long term contracts as at 31 March 2018.



Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT

To the Members of Gujarat Pipavav Port Limited

Report on the Consolidated Ind AS Financial Statements as at and for the year ended March 31, 2018

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- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company, and its associate company incorporated in India during the year ended 31 March 2018.
- iv. Except for the possible effects of the matter described in the paragraph Basis for Qualified Opinion above, the reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended 31 March 2018.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N / N500016
Chartered Accountants



Priyanshu Gundana
Partner
Membership Number 109553

Mumbai
17 May 2018




Annexure I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along with Annual Audited Financial Results- (Standalone and Consolidated separately)

Consolidated Financial Results for the year ended 31st March 2018

(Amount in Rupees Million)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2018				
[See Regulation 33/52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (adjusted figures after adjusting for qualifications)
	1.	Turnover/ Total Income	6,859.45	Nil
	2.	Total Expenditure	3,787.41	Nil
	3.	Net Profit/(Loss)	2,210.14	Nil
	4.	Earnings Per Share	4.57	Nil
	5.	Total Assets	24,558.63	Nil
	6.	Total Liabilities	24,558.63	Nil
	7.	Net Worth	21,594.46	Nil
	8.	Any other financial item(s) (as felt appropriate by the management)	Nil	Nil
II. Audit Qualification (each audit qualification separately):				
a. Details of Audit Qualification:				
The Basis for qualified opinion issued included in the Independent Auditors report is reproduced below:				
7 a) The consolidated Ind AS financial statements include the Company's share of total comprehensive income (comprising of profit and other comprehensive income) of Rs. 225.64 million, based on unaudited Ind AS financial statements as at and for the year ended 31 March 2018 in respect of its associate company not audited by us. The Ind AS financial statement as at and for the year ended 31 March 2018 in respect of the associate company is pending audit by their auditors. Our opinion on the consolidated Ind AS financial statements insofar as it relates to the amounts and disclosures included for the year ended on 31 March 2018 in respect of this associate company is based solely on such Ind AS financial information of the associate company for the year ended on 31 March 2018, as furnished to us by the Management of the Company.				
b) Further, pending the audit of the associate company for the year ended on 31 March 2018 by their auditors, we are unable to report on the adequacy of the internal financial controls over financial reporting and operating effectiveness of such controls of the associate company incorporated in India as required to be reported by us.				
In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the Basis for Qualified Opinion paragraphs above, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Company and its associate as at 31 March 2018, their consolidated comprehensive income (comprising of consolidated profit and consolidated other comprehensive income), their consolidated cash flows and consolidated changes in equity for the year ended on that date.				
b. Type of Audit Qualification: Qualified Opinion/ Disclaimer of Opinion/ Adverse Opinion				
c. Frequency of Qualification: Whether appeared first-time/repetitive/ since how long continuing				
d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Refer explanation provided in II(e)(ii) below				
e. For Audit Qualification(s) where the impact is not quantified by the auditor:				
(i) Management's estimation on the impact of audit qualification: Refer explanation provided in II(e)(ii) below				

	<p>(ii) If Management is unable to estimate the impact, reasons for the same: Management response: More than 50% of PRCL's shareholding is held by Government/Public Sector Undertaking and it is therefore subject to a CAG Audit and associate company's audited Ind AS financial statements for the year ended 31 March 2018 are yet to be released. Hence, Company's share of total comprehensive income (comprising of profit and other comprehensive income) of Rs. 225.64million for the year ended 31 March 2018 in respect of the associate company, included in the Consolidated Ind AS Financial Statement of Company is based on associate company's management prepared Ind AS Financial information. The statutory auditors' have qualified their audit opinion stating that Company's share of total comprehensive income (comprising of profit and other comprehensive income) of Rs. 225.64 million for the year ended 31 March 2018 in respect of the associate company is based on un-audited financial information of the associate company.</p>
	<p>(iii) Auditors' Comments on (i) or (ii) above: Reference is drawn to the "Basis for Qualified Opinion" para included in our report which is reproduced in section II (a) above.</p>
III.	Signatories:
	<p style="text-align: center;">For Gujarat Pipavav Port Limited</p> <div style="display: flex; justify-content: space-between; align-items: center;"> <div style="width: 40%;"> <p style="font-size: 1.5em; font-family: cursive;">Keld Pedersen</p> <p>Keld Pedersen Managing Director DIN: 07144184</p> </div> <div style="width: 15%; text-align: center;">  </div> </div> <p>Place: Mumbai Date: 17th May 2018</p>
	<p style="text-align: center;">For Gujarat Pipavav Port Limited</p> <div style="display: flex; justify-content: space-between; align-items: center;"> <div style="width: 40%;"> <p style="font-size: 1.5em; font-family: cursive;">Santosh Breed</p> <p>Santosh Breed Interim Chief Financial Officer</p> </div> <div style="width: 15%; text-align: center;">  </div> </div> <p>Place: Mumbai Date: 17th May 2018</p>
	<p style="text-align: center;">For Gujarat Pipavav Port Limited</p> <div style="display: flex; justify-content: space-between; align-items: center;"> <div style="width: 40%;"> <p style="font-size: 1.5em; font-family: cursive;">Pravin Laheri</p> <p>Pravin Laheri, IAS (Retd.) Chairman- Audit Committee DIN: 00499080</p> </div> <div style="width: 15%; text-align: center;">  </div> </div> <p>Place: Mumbai Date: 17th May 2018</p>
	<p style="text-align: center;">Statutory Auditors: For Price Waterhouse Chartered Accountants LLP Firm Registration Number:012754N/N-500016 Chartered Accountants</p> <div style="display: flex; justify-content: space-between; align-items: center;"> <div style="width: 40%;"> <p style="font-size: 1.5em; font-family: cursive;">Priyanshu Gundana</p> <p>Priyanshu Gundana Partner Membership Number 109553</p> </div> </div> <p>Place: Mumbai Date: 17th May 2018</p>