

13th February 2020

National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400 051 NSE Scrip Symbol: GPPL	BSE Limited Floor 14, P J Towers, Dalal Street, Mumbai 400 001 BSE Scrip Code: 533248
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Dear Madam/ Sirs,

Sub: Intimation regarding Postal Ballot

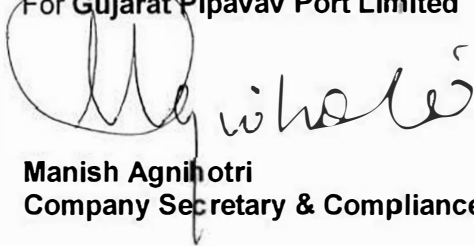
This is with reference to letter dated 7th February 2020 by Gujarat Pipavav Port Limited ('the Company') intimating about approval by its Board of Directors for Continuance of Appointment of Mr. Pravin Laheri, IAS (Retd.) as Independent Director of the Company and recommending to obtain the Shareholders' approval through Postal Ballot, pursuant to the requirements under Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

The Postal Ballot Notice along with the Explanatory Statement and the Postal Ballot Form enclosed, is for seeking shareholders' approval inter alia for Continuance of Mr. Laheri as an Independent Director for his current tenure upto 29th July 2020. These Postal Ballot documents have been dispatched/ sent today by the Company to the Members whose name appeared in the Register of Members as on Friday 7th February 2020.

This intimation is also being uploaded on the Company's website www.pipavav.com

Thank you,

Yours truly,
For Gujarat Pipavav Port Limited


Manish Agnihotri
Company Secretary & Compliance Officer



POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)



GUJARAT PIPAVAV PORT LIMITED

Registered Office: Pipavav Port, At Post Rampara-2, Tal. Rajula, Dist. Amreli 365560

CIN: L63010GJ1992PLC018106; Tel: 02794 302400; Fax: 02794 302413

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

Dear Member(s),

Pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Notice is hereby given that the following resolutions appended herein below are proposed to be passed by way of Postal Ballot including voting by electronic means (e-voting) by the Members of Gujarat Pipavav Port Limited ('the Company').

The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form and self-addressed postage prepaid envelope, for your consideration:

- (i) Continuance of appointment of Mr. Pravin Laheri, IAS (Retd) (DIN: 00499080) as Independent Director of the Company
- (ii) Appointment of Capt. Padmini Kant Mishra (DIN: 07335316) as Interim Managing Director upto 31st December 2019
- (iii) Appointment of Mr. Jakob Friis Sorensen (DIN: 08593830) as Director of the Company
- (iv) Appointment of Mr. Jakob Friis Sorensen (DIN: 08593830) as Managing Director of the Company for a period of three years with effect from 1st January 2020
- (v) Approval of Related Party Transaction with Maersk Line A/S
- (vi) Adoption of new Articles of Association in substitution and total exclusion of the existing Articles of Association of the Company to align with the Statutory requirements

The Board at their meeting held on 6th February 2020, has appointed Mr. Himanshu S. Kamdar (Membership No. FCS 3030) 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 Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to read carefully the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form duly completed, in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before 5.00 p.m. on 16th March 2020. Postal Ballot Forms received after 5.00 p.m. on 16th March 2020 will be treated as invalid.

In compliance with Section 108 and 110 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to its Members to exercise their right to vote on the resolutions appended to this Notice by electronic means instead of physical submission of the Postal Ballot Form to the Scrutinizer. For this purpose, the Company has availed electronic voting platform of KFin Technologies Private Limited (KFin) for facilitating e-voting. The instructions for e-voting are provided hereunder. Members desiring to opt for e-voting shall cast their vote not later than 5.00 p.m. on 16th March 2020.

The Scrutinizer, after completion of scrutiny of the votes received, will submit his report to the Chairman/Managing Director or a person authorized by him in writing. The results of the said voting will be declared in accordance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on 18th March 2020 at the Corporate Office of the Company. The results of Postal Ballot will be displayed on the Company's website www.pipavav.com and will be communicated to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where the Equity Shares of the Company are listed.

(i) Continuance of appointment of Mr. Pravin Laheri, IAS (Retd) (DIN: 00499080) as Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, notified by the Securities and Exchange Board of India with effect from April 1, 2019, approval of shareholders of Gujarat Pipavav Port Limited ('the Company') be and is hereby granted to Mr. Pravin Laheri, IAS (Retd.) (DIN:00499080), who shall be attaining the age of 75 years on 28th March 2020, for continuation as Independent Director of the Company for the remaining tenure of his appointment i.e. for the period from 28th March 2020 to 29th July 2020."

"RESOVLED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt that may arise in this regard and to do all such acts, deeds and matters as may be necessary, expedient and desirable for the purpose of giving effect to the above resolution."

(ii) Appointment of Capt. Padmini Kant Mishra (DIN: 07335316) as Interim Managing Director of the Company upto 31st December 2019

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other Rules framed there under (including any statutory modification(s) or re-enactment or amendments thereof for the time being in force) and in accordance with the recommendation of Nomination and Remuneration Committee, the appointment of Capt. Padmini Kant Mishra (DIN:07335316) as Interim Managing Director of Gujarat Pipavav Port Limited for the period from 24th October 2019 to 31st December 2019, on a onetime special remuneration of INR 1.50 Million in view of the additional role and responsibilities discharged by Capt. Mishra, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and is hereby authorised to execute necessary documents and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to the above resolution."

(iii) **Appointment of Mr. Jakob Friis Sorensen (DIN: 08593830) as Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Jakob Friis Sorensen (DIN: 08593830) who was appointed as an Additional Director of the Company by the Board of Directors with effect 1st January 2020 and who is eligible for appointment, be and is hereby appointed as Director of the Company who shall be liable to retire by rotation.”

(iv) **Appointment of Mr. Jakob Friis Sorensen (DIN: 08593830) as Managing Director for a period of three years with effect from 1st January 2020**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other Rules framed there under (including any statutory modification(s) or re-enactment or amendments thereof for the time being in force) and in accordance with the recommendation of Nomination and Remuneration Committee and subject to the approval of Central Government, and such other approvals/permissions, as may be required, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Jakob Friis Sorensen (DIN: 08593830) as Managing Director of the Company for a period of three years with effect from 1st January 2020 to 31st December 2022 on the terms and conditions including those relating to remuneration as set out in the Explanatory Statement containing the material facts as annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors (“Board”) and the Nomination and Remuneration Committee of Directors (“NRC”) of the Company be and are hereby authorised to alter and vary the terms and conditions of the aforesaid appointment of the Managing Director of the Company including authority from time to time to determine the amount of Salary, Performance Linked Incentive as also the type and amount of perquisites, other benefits and allowances payable to Mr. Jakob Friis Sorensen in such manner as may be agreed to between the Board/ NRC and Mr. Sorensen, subject to the limits prescribed under Section 197 and Schedule V to the Act (including any amendment, modification, variation or re-enactment thereof) and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required with regard to the said appointment as the Board/NRC may in their sole and absolute discretion deem fit to give effect to this resolution without being required to seek any further consent or approval of the shareholders.”

(v) **Approval of Related Party Transaction with Maersk Line A/S**

To consider and if thought fit, pass the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Regulations’) governing the Related Party Transactions and all other applicable acts, rules, regulations, guidelines (including any statutory modifications or re-enactment thereof, for the time being in force), approval of the shareholders of the Company be and is hereby accorded for contract(s)/ transaction(s) with Maersk Line A/S (including A. P. Moller- Maersk A/S and its affiliates), a related party in accordance with the Regulations, the details of which are provided herein below:

Details of contract/transaction with Maersk Line A/S

Nature of Contract/Transaction	Rendering of Services related to Port Operations. These transactions are in the ordinary course of business and are conducted on an arm’s length basis.
Period of Contract/Transaction	1 st April 2020 to 31 st March 2023.
Amount of Contract/Transaction	Based on the past trend as per the details mentioned in the Explanatory Statement, the revenue during each financial year is expected to exceed 10% of the total consolidated turnover of the Company. The exact amount per annum depends on actual volume and vessel calls handled and cannot be estimated.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit and the Board is hereby further authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to the said transaction and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the shareholders.”

(vi) **Adoption of new Articles of Association in substitution and total exclusion of the existing Articles of Association of the Company to align with the Statutory requirements**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for adoption of new set of Articles of Association of the Company in substitution and total exclusion of the existing Articles of Association of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise in this regard and to do all such acts, deeds and matters as may be necessary, expedient and desirable for the purpose of giving effect to the above resolution.”

Registered office:

Pipavav Port At Post Rampara-2 via Rajula,

Dist. Amreli– 365560 Gujarat

Tel No.: 02794 302400

Fax No.: 02794 302413

CIN: L63010GJ1992PLC018106

Website: www.pipavav.com

Email Id: investorrelationinppv@apmterminals.com

Place: Mumbai

Date: 6th February 2020

**By order of the Board of Directors
of Gujarat Pipavav Port Limited**

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

NOTES

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of the resolution contained in the above Notice is appended and forms part of the Notice.
2. The Company has appointed Mr. Himanshu S. Kamdar (Membership No. FCS 3030) and in his absence Mr. Jayesh Shah (Membership No. FCS 5637), Partners of M/s. Rathi & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Form together with the self-addressed postage pre-paid envelope is enclosed for the use of the Member.
4. The Notice is being sent to all the Members whose names appear in the Register of Members/Record of Depositories as on 7th February 2020. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on that date.
5. You are requested to read carefully the instructions printed on the back side of the Postal Ballot Form before exercising the vote and return the said form duly completed and signed in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on 16th March 2020. The envelope may also be deposited personally at the address given thereon. Postal Ballot Form received thereafter shall be treated as if the reply from the Member has not been received. Also, no other Form or photocopy thereof is permitted. However, an envelope containing postal ballot form if sent by any other mode at the expenses of the registered Members will be accepted.
6. **The Company is pleased to offer e-voting facility as an alternate, to its Members to enable them to cast their vote electronically instead of the Postal Ballot Form.** In case a Member desires to exercise his/her vote by using e-voting facility then he/she has to carefully follow the instructions as given for E-voting printed on the back side of the Postal Ballot Form. He/She can use the facility and log in any number of times till he/she has voted on the Resolutions or till the end of the voting period (i.e., till the last date of receipt of Postal Ballot Forms), whichever is earlier.

Members who have registered their e-mails for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs and who wish to vote through Postal Ballot Form can seek duplicate form from the Company's Registrar & Transfer Agents KFin Technologies Private Limited ('Kfin') (Unit: Gujarat Pipavav Port Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India and send/submit the same to Kfin by post at the same address.

7. Voting through electronic means

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 7th February 2020 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by KFin.

8. The instructions for voting are as under:

A. Procedure and instructions for e-voting

The procedure and instructions for E-voting are as follows:

- i. Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'.
- ii. Enter the login credentials (i.e., user-id & password). Your folio/DP and Client ID will be your User-ID.
User - ID for Members holding shares in Demat Form:
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - For CDSL: 16 digits beneficiary ID.For Members holding shares in Physical Form:
 - EVENT No. followed by Folio Number registered with the Company.
 - Password: Your unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice.
 - Enter the verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- iii. Please contact toll free No. [1800 3454 001] for any further clarifications.
- iv. Members can cast their vote online from 9.00 A.M. (IST) on 16th February 2020 to 5.00 P.M. (IST) on 16th March 2020. Please note that the voting beyond 5 P.M. on 16th March 2020 will not be permitted.
- v. After entering these details appropriately, click on "LOGIN".
- vi. Members will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for E-voting through KFin Technologies Private Limited E-voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc., on 1st login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. You need to login again with the new credentials.
- viii. On successful login, system will prompt to select the 'Event' i.e. 'Gujarat Pipavav Port Limited'.

- ix. If you are holding equity shares in Demat form and had logged on to “<https://evoting.karvy.com>” and casted your vote earlier for any company where the System Provider was Kfin Technologies Private Limited, then your existing login id and password given earlier are to be used.
- x. On the voting page, you will see Resolution description and against the same the option FOR/AGAINST/ABSTAIN for voting. Enter the number of shares (which represents number of votes) under ‘FOR/AGAINST/ABSTAIN’ or alternatively you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR/AGAINST’ taken together should not exceed your total shareholding. If the Member does not want to cast, select ‘ABSTAIN’. After selecting the resolution you have decided to vote on, click on ‘SUBMIT’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘OK’, else to change your vote, click on ‘CANCEL’ and accordingly modify your vote.
- xi. Once you ‘CONFIRM’ your vote on the Resolution, you will not be allowed to modify your vote.
- xii. Members are requested to carefully read the instructions printed on the Postal Ballot Forms before exercising their vote on the resolution.

B. Process and manner for members opting for voting through Postal Ballot

- i. A Member desirous of exercising his/her vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Himanshu S. Kamdar, Company Secretary in Practice, C/o KFin Technologies Private Limited, Unit: Gujarat Pipavav Port Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India, in the attached self-addressed postage pre-paid envelope so as to reach on or before 5.00 p.m. on 16th March 2020.
- ii. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Member(s) will also be accepted.
- iii. The self-addressed postage pre-paid envelope is addressed to the Scrutinizer appointed by the Company.
- iv. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in his/her absence by the next named Member. In case, if the Postal Ballot Form is signed through a delegate, a copy of power of attorney attested by the Member should be annexed to the Ballot.
- v. The consent must be accorded by recording the assent in the Column “FOR” and dissent in the Column” AGAINST” by placing a tick (✓) mark in the appropriate column.
- vi. There will be only one Postal Ballot Form for each Folio/Client ID irrespective of the number of joint Member(s).
- vii. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
- viii. A Member can request for duplicate Postal Ballot Form. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form i.e., 5.00 p.m. (IST) on 16th March 2020.
- ix. Member(s) are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- x. A Member need not use all the votes, nor needs to cast all the votes in the same way.
- xi. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
- xii. Member(s) cannot appoint a proxy to exercise their voting powers through Postal Ballot.
- xiii. Corporate/institutional Members (Corporate/FIs/foreign institutional investors/ trust/mutual funds/banks, etc.) are required to send scan (PDF format) of the relevant resolution of the Board of Directors to the Scrutinizer through e -mail to hsk@rathiandassociates.com with a copy marked to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format “Corporate Name _EVENT No.”
- xiv. The Scrutinizer will submit his report to the Chairman/Managing Director of the Company or to the person authorized by him after completion of the scrutiny and results of the Postal Ballot would be announced by 18th March, 2020 on or before 5.00 p.m.(IST) at the Corporate Office of the Company at 301, 3rd Floor, Trade Centre, Bandra Kurla Complex, Bandra East, Mumbai – 400 098 and the Resolutions will be taken as passed, if the results of the Postal Ballots/E-voting indicate that the requisite majority of the Members has assented to the Resolutions. The Scrutinizer’s decision on the validity of the Postal Ballot Forms shall be final. As mentioned earlier, the results will be published on the website of the Company www.pipavav.com besides being notified to BSE Limited and National Stock Exchange of India Limited, where the Company’s shares are listed. Results will also be posted on the Website of KFin Technologies Pvt. Ltd, <https://evoting.karvy.com>.

C. General Instructions

- i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Postal Ballot Form enclosed to this Notice.
- ii. Members may alternatively opt for E-voting, for which the USER ID and initial password are provided at the bottom of the Ballot Form. Please follow steps from Sl. No. 8 A. (i) to (xii) under heading A above to vote through E-voting platform.
- iii. In the event, a member casts his votes through both the processes i.e., E-voting and Postal Ballot Form, the voting by E-voting will be considered as valid and the Postal Ballot Form will be considered as invalid.

- iv. The E-voting period commences from 9.00 a.m. (IST) on 16th February 2020 and ends at 5.00 p.m. (IST) on 16th March 2020. During this period, the members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. 7th February 2020, may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v. The Scrutinizer shall unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman/Managing Director of the Company or to the person authorized by him.
- vii. Subject to the receipt of sufficient votes in favour, the Resolutions shall be deemed to be passed on the last date of voting i.e. on 16th March 2020. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pipavav.com and also on the notice board placed at the Corporate Office of the Company and on the website of KFin.
- viii. To receive communication through electronic means, including annual reports and notices, members are requested to kindly register/update their e-mail address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with KFin on einward.ris@karvy.com or contact Ms. C Shobha Anand, Dy. General Manager, Contact No. 040- 67162222, at [Unit: Gujarat Pipavav Port Limited] KFin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO AND FORMING PART OF POSTAL BALLOT NOTICE

Item no. (i)

Continuance of appointment of Mr. Pravin Laheri, IAS (Retd.) (DIN: 00499080) as Independent Director of the Company

As per the Report submitted by Uday Kotak Committee to SEBI containing recommendations for amendments to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), the Securities and Exchange Board of India vide its Notification dated May 9, 2018 notified the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018. The said amendments came into force with effect from April 1, 2019, except stated otherwise.

The said Amendment Regulations include amendment in Regulation 17 of the LODR wherein new sub-Regulation (1A) has been introduced which states as under:

"No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person."

Mr. Pravin Laheri, IAS (Retd.) (DIN: 00499080), Independent Director, was appointed by the Shareholders in the Company's Annual General Meeting held on 30th July 2015 for a continuous period of five years upto 29th July 2020 and is not liable to retire by rotation. He would be attaining the age of 75 years on 28th March 2020.

Mr. Laheri, IAS (Retd.) is Ex-Chief Secretary of Gujarat State and also has expertise in Corporate, Labour & Industrial Laws. The Company has immensely benefitted from his vast experience of over fifty years and from his area of expertise. The Company would like to continue having Mr. Laheri, IAS (Retd.) on the Board for his remaining tenure upto 29th July 2020.

The required details as per the Secretarial Standards ("SS-2") and Regulation 36(3) of the LODR, are provided in Annexure A of this Notice.

All Independent Directors including Mr. Laheri, IAS (Retd.) are paid Sitting Fees for attending the meetings of the Board of Directors and various Committees. The Independent Directors including Mr. Laheri, IAS (Retd.) are also paid Commission amount as approved by the Members in the Annual General Meeting held on 11th August 2016 within a prescribed maximum ceiling.

In the backdrop of the amended LODR and the necessity for continuation of Mr. Pravin Laheri, IAS (Retd.) as an Independent Director on the Company's Board of Directors, it is proposed to seek approval of members of the Company by way of Special Resolution through this Postal Ballot process for continuance of Mr. Laheri as an Independent Director. As per the provisions of Section 178 of the Companies Act, 2013, Nomination and Remuneration Committee of the Company has duly recommended the appointment of Mr. Pravin Laheri, IAS (Retd.) as an Independent Director of the Company. The Board of Directors recommends the special resolution for your approval.

Except Mr. Pravin Laheri, IAS (Retd.), none of the Promoters, Directors, Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Postal Ballot Notice.

Item no. (ii)

Appointment of Capt. Padmini Kant Mishra (DIN: 07335316) as Interim Managing Director upto 31st December 2019

After the completion of tenure of Mr. Keld Pedersen as the Company's Managing Director with effect from 1st June 2019, to ensure compliance with the provisions of Section 203(4) of the Companies Act, 2013 requiring the Board of Directors to fill the vacancy of a Key Managerial Personnel within six months and in accordance with the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its Meeting held on 24th October 2019 appointed Capt. Padmini Kant Mishra (DIN: 073353216) as the Company's Interim Managing Director for the period from 24th October 2019 to 31st December 2019. Capt. Mishra is the Head of the Company's Dry Bulk, Liquid Cargo and of RORO Business since 2015. The Board had authorized him to undertake additional responsibilities of Managing Director upto 31st December 2019.

Capt. Padmini Kant Mishra has over 25 years of experience in the Ports, shipping and logistics industry and has held leadership roles in organizations like Essar Ports Ltd., National Institute for Smart Government, Fleet Management Limited and Shipping Corporation of India in the past.

A Master Mariner, he holds a degree in Nautical Sciences from T.S. Rajendra, University of Mumbai and an Exec- Post Graduate Diploma in Management from IIM Bangalore.

Considering the additional role and responsibilities that Capt. Mishra was required to fulfill, the Board of Directors had approved a onetime special payment of Rs. 1.50 Million to Capt. Mishra in accordance with the recommendation of Nomination and Remuneration Committee.

The required details as per the Secretarial Standards ("SS-2") and Regulation 36(3) of the LODR are provided in Annexure A of this Notice.

Except Capt. Padmini Kant Mishra, none of the Promoters, Directors, Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Postal Ballot Notice.

Item no. (iii) & (iv)

Appointment of Mr. Jakob Friis Sorensen (DIN: 08593830) as Director and Managing Director of the Company for a period of three years from 1st January 2020

In accordance with the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its Meeting held on 24th October 2019 approved the appointment of Mr. Jakob Friis Sorensen as Additional Director of the Company and also as Managing Director effective 1st January 2020 for a period of 3 years upto 31st December 2022.

Mr. Jakob Friis Sorensen, a Danish National has been with AP Moller Maersk Group since 1987 when he started at the internal A. P Moller Shipping School in Copenhagen. Thereafter he has held various positions within the Group in Maersk Line, Maersk Logistics and Damco in Indonesia, Singapore, Malaysia, Japan and India.

Mr. Sorensen holds an MBA from Henley Management College, London and has attended several Executive Management courses at IMD, Lausanne, Penn State University in the US as well as internal leadership development programs in AP Moller-Maersk Group.

The terms of appointment and remuneration of Mr. Sorensen as Managing Director of the Company are as follows:

- Annual Basic Pay: Rs. 17,129,961 and Allowances Rs. 22,463,178
- Onetime payment towards: Relocation Allowance of Rs. 2,340,203, Household goods shipment of Rs. 1,517,164 and for Destination Services of Rs. 350,115
- The Company shall pay one-time brokerage for home search at actuals.
- Global Savings Plan, Medical Insurance and Language tuition for self and family as per the Company rules
- Performance Bonus payable as per the Company Guidelines and necessary approvals
- A one-time loan for security deposit of the house to be recovered from the monthly salary in 10 monthly equated instalments
- Mobile phone, Car and Driver basis the company rules.
- Company contribution to Provident Fund

In the event of loss or inadequacy of profits during the tenure of Mr. Sorensen as Managing Director, the Board shall determine the amount of total remuneration payable to him subject to approval of the Central Government and other authorities, if required.

The required details as per the Secretarial Standards ("SS-2") and Regulation 36(3) of the LODR are provided in Annexure A of this Notice.

Except Mr. Jakob Friis Sorensen, none of the Promoters, Directors, Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Postal Ballot Notice.

Item no. (v)

Approval of Related Party Transaction with Maersk Line A/S

The Company is engaged in operating and maintaining an all-weather Port at Pipavav, District Amreli in the State of Gujarat, having multi-cargo and multi-user operations. The Company's Port is one of the principal gateways on the West Coast of India and provides access to shipping lines through international routes as well as for the cargo belt in North and North-West Region of India. In its normal course of business, the Company has entered into contract with Maersk Line A/S, a Related Party to the Company in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements, Regulations, 2015 ('the Regulations') for providing Port Services and Operations at Pipavav Port.

The present Contract with Maersk Line A/S is valid upto 31st March 2020 and the Company proposes to renew it for a period of three years from 1st April 2020 to 31st March 2023. Pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is required to obtain Shareholders' approval for all the Material Transactions with a Related Party. The details of transactions with Maersk Line A/S during past five years are as follows:

Particulars	Amount in Rupees Million				
	15 Months Period ended 31 st March 2015	Year ended 31 st March 2016	Year ended 31 st March 2017	Year ended 31 st March 2018	Year ended 31 st March 2019
Revenue from Operations	8,670.27	6,599.55	6,831.04	6,489.00	7,019.80
Revenue from Maersk Line	1,798.43	1,213.03	1,184.30	1,498.60	2,138.03
% of Total Revenue from Operations	21%	18%	17%	23%	30%

Considering the past trend, it is expected that the aggregate amount of transactions with Maersk Line A/S would qualify as material transaction in terms of the provisions of the Regulations and requires shareholders' approval by way of an ordinary resolution. The said transaction has been duly approved by the Audit Committee.

Further, disclosures in connection with the related party transaction/contract are:

Name of the Related Party	Maersk Line A/S
Name of the Director or Key Managerial Personnel who are related, if any	None
Nature of relationship	Group Company, a Related Party as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015
Nature and Particulars of Contract	Rendering of Services related to Port Operations. These transactions are in the ordinary course of business and are conducted at an arm's length basis.
Material Terms	As a customer Maersk Line A/S shall pay the port related charges as per published tariff and subject to discount based on volumes handled at Pipavav Port.
Monetary Value	The exact amount of contract/transaction per annum depends on volume and vessel calls handled and therefore cannot be estimated. However, based on past actual data as mentioned above, the value of transactions is expected to exceed the threshold limit of 10% of the total consolidated turnover of the Company.
Period of Contract	1 st April 2020 to 31 st March 2023.

The above Related Party Transaction being in the ordinary course of business at arm's length basis and in accordance with the Company's Policy on Related Party Transactions, the requirement of shareholders' approval as contemplated under Section 188 of the Companies Act, 2013, is not applicable. However, the said transaction being material Related Party Transaction, shareholders' approval is sought under Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 by way of Ordinary Resolution.

The Board of Directors recommend, for your approval, the ordinary resolution as set out in Item No. (v) of the Notice.

None of the Directors/ Key Managerial Personnel of the Company/their respective relatives are interested in the resolution as set out in Item No. (v) of the Notice. Since this matter pertains to the transactions with Related Party as defined under the Regulations, none of the Related Parties shall be entitled to vote on the resolution.

Item no. (vi)

The Company's existing Articles of Association need to be aligned with the requirements under the Companies Act, 2013. Accordingly, these are proposed to be replaced and substituted by adoption of new set of Articles of Association for which it is proposed to pass a Special Resolution pursuant to Section 14 of the Companies Act, 2013.

Draft of the new set of Articles of Association of the Company is available for inspection of the shareholders of the Company at its Registered Office and the Corporate Office during business hours on all working days till the date of closure of voting on the Resolutions contained in this Postal Ballot Notice.

None of the Directors/Key Managerial Personnel of the Company/their respective relatives are interested in the resolution.

Annexure A

Details of Director seeking approval for Appointment/ Re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:

Name of Director	Mr. Pravin Laheri, IAS (Retd.)	Capt. Padmini Kant Mishra	Mr. Jakob Friis Sorensen
Age	74 years	47 years	54 years
Qualifications	Bachelor in Arts and Law, Masters in Science and Economics from University of Wales	Master Mariner, Degree in Nautical Sciences from T.S. Rajendra, University of Mumbai and Exec - Post Graduate Diploma in Management from IIM Bangalore.	A.P. Moller Shipping School, MBA from Henley Management College, London, Executive Management Programme from IMD, Lussane, Penn State University USA
Experience	Over 50 years	25 years	33 years
Terms and Conditions of Appointment/ Re-appointment along with details of remuneration sought to be paid	Mr. Laheri, IAS (Retd.) was appointed as an Independent Director of the Company by the Shareholders in the Annual General Meeting held on 30 th July 2015 for a period of five years upto 29 th July 2020. Approval is being sought in view of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, for continuation as Director beyond 75 years of age.	Appointed as Interim Managing Director by the Board of Directors in the Meeting held on 24 th October 2019 upto 31 st December 2019 in order to ensure compliance with the provisions of Section 203(4) of the Companies Act, 2013. This was his additional responsibility apart from his primary responsibility as Head of Company's Dry Bulk, Liquid Cargo and of RORO Business since Year 2015. Special one-time payment of Rs. 1.5 Mn.	Appointed as Managing Director for 3 years from 1 st January 2020 to 31 st December 2022. The details of remuneration proposed to be paid are mentioned in the Explanatory Statement mentioned hereinabove.
Remuneration last drawn	All Independent Directors are paid sitting fees as per the statutory provisions and Commission as approved by the shareholders in the Annual General Meeting held on 11 th August 2016.	Not applicable	Not applicable
Nature of expertise in specific functional areas	Corporate, Labour and Industrial Laws	Business Management	Business Management
Date of first appointment on the Board	29 th August 2008	24 th October 2019	1 st January 2020
No. of shares held in the Company as on March 31, 2020	Nil	50 shares	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	The Appointee is not related to other Directors, Manager and other Key Managerial Personnel.	The Appointee is not related to other Directors, Manager and other Key Managerial Personnel.	The Appointee is not related to other Directors, Manager and other Key Managerial Personnel.
No. of Meetings of the Board attended during the year	The appointee had attended all four meetings of the board held during the financial year 2019-20.	One	NA
Directorship in other Companies as on March 31, 2020	PI Industries Ltd DMCC Oil Terminals (Navlakhi) Ltd Vision Aviation Pvt Ltd Amap Management Consultancy Pvt Ltd Cue Strategic Inputs Pvt Ltd Ambuja Cement Foundation Gulmohar Greens Golf and Country Club Ltd	Pipavav Railway Corporation Limited	Nil
Chairmanship/Membership Committees of other Board	PI Industries: Chairman- Stakeholders Relationship Committee Member- Nomination & Remuneration Committee CSR Committee	Pipavav Railway Corporation Limited: Nomination & Remuneration Committee; CSR Committee	NA

**By order of the Board of Directors
of Gujarat Pipavav Port Limited**

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

Place: Mumbai
Date: 6th February 2020

GUJARAT PIPAVAV PORT LIMITED

Registered Office: Pipavav Port, At Post Rampara-2, Tal. Rajula, Dist. Amreli 365560

CIN: L63010GJ1992PLC018106 Tel: 02794 302400 Fax: 02794 302413

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

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before completing this form)

1. Name and Registered Address of Sole/ :
First named Shareholder (in block letters)

2. Name(s) of Joint holder(s), if any :
(in block letters)

3. Registered Folio No./DP ID No.*/Client :
ID No.* (*Applicable to Investors holding shares in dematerialized form)

4. Number of Shares held :
(Equity Share of : Rs.10/- each)

5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot vide the Notice of the Company dated 6th February 2020, by conveying my/our assent or dissent to the said Resolutions by placing the tick (√) mark in the appropriate box below:

Item No.	Brief Particulars of the Resolution	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special Resolution under Section 152 of the Companies Act, 2013 and Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, notified by Securities and Exchange Board of India with effect from April 1, 2019, approval of members to Mr. Pravin Laheri, IAS (Retd.) (DIN: 00499080) who shall be attaining 75 years of age on 28 th March 2020, for continuation as Independent Director of the Company upto 29 th July 2020 i.e. completion of his current tenure			
2	Special Resolution under Section 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 for ratification of appointment of Capt. Padmini Kant Mishra (DIN: 07335316) as Interim Managing Director of the Company for the period from 24 th October 2019 to 31 st December 2019 in order to ensure compliance with the provisions of Section 203(4) of the Companies Act, 2013 and approval for payment of one time special payment of Rs. 1.50 Million in view of additional responsibilities discharged by him.			
3	Ordinary Resolution for appointment of Mr. Jakob Friis Sorensen (DIN:08593830) as Director of the Company who shall be liable to retire by rotation			
4	Special Resolution under Section 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 for approval for appointment of Mr. Jakob Friis Sorensen (DIN:08593830) as Managing Director of the Company for a period of 3 years from 1 st January 2020 to 31 st December 2022 and payment of Remuneration as per the details mentioned in the Postal Ballot Notice dated 6 th February 2020.			
5	Ordinary Resolution for approval of Related Party Transaction with Maersk Line A/S under Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a period of three financial years from 1 st April 2020 to 31 st March 2023.			
6	Special Resolution under Section 14 of the Companies Act, 2013 for adoption of new Articles of Association of the Company in substitution and exclusion of the Company's existing Articles of Association			

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS (Applicable for Individual Members only)

EVSN (Electronic Voting Sequence Number)	USER ID	PAN/Sequence Number

1. Last Date for receipt of Postal Ballot Form by the Scrutinizer: 5.00 p.m. on Monday, 16th March 2020.
2. Please read carefully the instructions printed overleaf before exercising the vote.

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballot forms, if deposited in person or sent by courier/speed post at the expense of the member, will also be accepted. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The self-addressed postage pre-paid envelope is addressed to the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the member (as per the specimen signature registered with the Company/Registrar and Share Transfer Agent/Depository Participant). In case of joint holding, this form should be completed and signed by the first named member and in his/her absence, by the next named member.
4. Consent must be accorded by placing a tick mark (✓) in the column, 'I/We assent to the resolution (For)', or dissent must be accorded by placing a tick mark (✓) in the column, 'I/We dissent to the resolution (Against)'.
5. The voting by a member will be considered invalid on any of the following grounds:
 - a) if the Postal Ballot Form has not been signed by or on behalf of the member;
 - b) if the member's signature does not tally;
 - c) if the member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held by him/her/it;
 - d) if the member has made any amendment to the resolution or imposed any condition while exercising his vote.
 - e) if the Postal Ballot Form is incomplete or incorrectly filled;
 - f) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - g) if a form other than the one issued by the Company is used;
6. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before close of working hours i.e. 17:00 hours (1ST) on Monday, 16th March 2020. If any Postal Ballot Form is received after the specified date and time, it will be considered that no reply from such member has been received.
7. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Item (6) above.
8. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Power of Attorney /attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution/Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at hsk@rathiandassociates.com with a copy marked to evoting@kfintech.com or deposited at the registered office of the Company.
9. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company will not be able to act on the same.
10. The voting rights of the Members shall be in proportion to their equity shareholding in the total paid up equity share capital of the Company as on Friday, 7th February, 2020 (cut-off date).
11. The Scrutinizer's decision on the validity of the postal ballot shall be final.
12. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.