

Rathi & Associates

COMPANY SECRETARIES

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September 5, 2025

The Chairman/Company Secretary

Gujarat Pipavav Port Limited

Pipavav Port,

At Post Rampara-2 via Rajula,

Dist. Amreli,

Gujarat – 365 560

Dear Sir,

Sub: **Scrutinizer's Report on the remote e-voting prior to and e-voting at the 33rd Annual General Meeting of the Members of Gujarat Pipavav Port Limited held on September 4, 2025.**

Gujarat Pipavav Port Limited ("the Company") vide resolution passed by its Board of Directors at their meeting held on 29th May, 2025 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting prior to and e-voting at the 33rd Annual General Meeting ("AGM") on the resolutions contained in the Notice dated 29th May, 2025 for the AGM, as prescribed under Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The AGM was held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue and in compliance with General Circular No. 09/2024, dated September 19, 2024, read together with Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 of Ministry of Corporate Affairs ("MCA") and vide SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/ 133 and SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167

dated October 3, 2024 and October 7, 2023 respectively read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (collectively "said Circulars").

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

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules made thereunder and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting prior to the AGM and e-voting at the AGM on the resolutions as contained in the Notice of the AGM of the Members of the Company. My responsibility as Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting prior to the AGM and e-voting at the AGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system and e-voting at the AGM as per the facility provided by KFin Technologies Limited ("KFin"), the agency engaged by the Company to provide remote e-voting facility prior to the AGM and e-voting facility at the AGM.

As required under Section 101 of the Act, the Notice of AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members by electronic means.

Following resolutions were proposed for approval by remote e-voting prior to the AGM and e-voting during the AGM by the Members of the Company:

1. **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 along with the Reports of the Board of Directors and Auditors thereon;
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 along with the Auditors' Report thereon.
2. **Resolution No. 2** as an Ordinary Resolution for declaration of final dividend of Rs. 4.20 per Equity Share and confirmation of Interim Dividend of Rs. 4.00 per Equity Share already paid during the year, for the financial year ended 31st March, 2025.
3. **Resolution No. 3** as an Ordinary Resolution for appointment of Mr. Jonathan Richard Goldner (DIN: 09311803) who retired by rotation and being eligible, had offered himself for re-appointment.

4. **Resolution No. 4** as an Ordinary Resolution for appointment of Mr. Steven Deloor (DIN: 10337166) who retired by rotation and being eligible, had offered himself for re-appointment.
5. **Resolution No. 5** as an Ordinary Resolution for appointment of M/s. M S K A & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W), as the Statutory Auditors of the Company to hold office from the conclusion of 33rd Annual General Meeting (AGM) till the conclusion of 38th Annual General Meeting of the Company.
6. **Resolution No. 6** as an Ordinary Resolution for appointment of M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai (Firm Regn. No. P1988MH011900, Peer Reviewed No. 6391/2025) as Secretarial Auditors of the Company for the first term of five consecutive years from 1st April, 2025 to 31st March, 2030.
7. **Resolution No. 7** as an Ordinary Resolution for approval of Material Related Party Transaction (including transfer of resource, service or obligation) with Maersk A/S (including A. P. Moller- Maersk A/S and its affiliates) under Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per the explanatory statement.
8. **Resolution No. 8** as a Special Resolution for re-appointment of Mr. Samir Chaturvedi (DIN: 08911552) as an Independent Director of the Company for a second term of five consecutive years with effect from 12th November, 2025 to 11th November, 2030, not liable to retire by rotation.

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

Remote e-voting facility was made available to Shareholders of the Company to exercise their voting rights from 9:00 A.M. IST on Monday, 1st September, 2025 upto 5:00 P.M. IST on Wednesday, 3rd September, 2025. Accordingly, votes cast through remote e-voting upto 5:00 P.M. IST on Wednesday, 3rd September, 2025, have been considered for my scrutiny.

After conclusion of 33rd Annual General Meeting, the voting through remote e-voting prior to the AGM and e-voting at the AGM were unlocked. In case of shareholders who cast votes through remote e-voting prior to the AGM as well as e-voting at the AGM, the voting through remote e-voting of such shareholders was treated as valid. A summary of the votes cast by

shareholders through remote e-voting prior to the AGM and e-voting at the AGM with their pattern of voting is as per Annexure attached to this Report.

The results of the voting by members through remote e-voting prior to the AGM and e-voting during the AGM in respect of the above-mentioned resolutions may accordingly be declared by the Company Secretary of the Company who has been so authorised by the Chairman in writing and who has countersigned this Report.

Thanking you,

Yours sincerely,

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES

COUNTERSIGNED BY
For **GUJARAT PIPAVAV PORT LIMITED**

HIMANSHU S. KAMDAR
PARTNER
MEM. NO. FCS 5171
COP NO. 3030
UDIN: F005171G001184470
P.R. CERTIFICATE NO.: 6391/2025

MANISH AGNIHOTRI
COMPANY SECRETARY
MEMBERSHIP NO. ACS 12045

ANNEXURE

Resolution No. 1 as an Ordinary Resolution for consideration and adoption of:

- c) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 along with the Reports of the Board of Directors and Auditors thereon;
- a) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 along with the Auditors' Report thereon.

Sr. No.	Particulars	Resolution No. 1	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting at AGM	11	4,616
b.	Votes cast through remote e-voting prior to AGM	518	36,81,86,153
	Total	529	36,81,90,769
c.	Less: Invalid voting	9	5,00,591
d.	Net Valid voting	520	36,76,90,178
	(i) Voting with assent for the Resolution	513	36,76,89,632
	% of Assent		*100
	(ii) Voting with dissent for the Resolution	7	546
	% of Dissent		0

***Rounded off to the nearest decimal**

Resolution No. 2 as an Ordinary Resolution for declaration of final dividend of Rs. 4.20 per Equity share and confirmation of interim dividend of Rs. 4.00 per Equity share already paid during the year, for the financial year ended 31st March, 2025.

Sr. No.	Particulars	Resolution No. 2	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting at AGM	11	4,616
b.	Votes cast through remote e-voting prior to AGM	521	36,91,00,792
	Total	532	36,91,05,408
c.	Less: Invalid voting	9	5,00,591
d.	Net Valid voting	523	36,86,04,817
	(i) Voting with assent for the Resolution	516	36,86,04,263
	% of Assent		*100
	(ii) Voting with dissent for the Resolution	7	554
	% of Dissent		0

*Rounded off to the nearest decimal

Resolution No. 3 as an Ordinary Resolution for appointment of Mr. Jonathan Richard Goldner (DIN: 09311803) who retired by rotation and being eligible, had offered himself for re-appointment.

Sr. No.	Particulars	Resolution No. 3	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting at AGM	11	4,616
b.	Votes cast through remote e-voting prior to AGM	525	36,90,94,004
	Total	536	36,90,98,620
c.	Less: Invalid voting	9	5,00,591
d.	Net Valid voting	527	36,85,98,029
	(i) Voting with assent for the Resolution	*490	35,17,49,061
	% of Assent		95.43
	(ii) Voting with dissent for the Resolution	*37	1,68,48,968
	% of Dissent		4.57

*Includes shareholders who voted partially in favour and partially against the resolution.

Resolution No. 4 as an Ordinary Resolution for appointment of Mr. Steven Deloor (DIN: 10337166) who retired by rotation and being eligible, had offered himself for re-appointment.

Sr. No.	Particulars	Resolution No. 4	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting at AGM	11	4,611
b.	Votes cast through remote e-voting prior to AGM	526	36,90,94,006
	Total	537	36,90,98,617
c.	Less: Invalid voting	9	5,00,591
d.	Net Valid voting	528	36,85,98,026
	(i) Voting with assent for the Resolution	*481	34,93,21,124
% of Assent			94.77
	(ii) Voting with dissent for the Resolution	*47	1,92,76,902
% of Dissent			5.23

***Includes shareholders who voted partially in favour and partially against the resolution.**

Resolution No. 5 as an Ordinary Resolution for appointment of M/s. M S K A & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 38th Annual General Meeting of the Company.

Sr. No.	Particulars	Resolution No. 5	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting at AGM	11	4,616
b.	Votes cast through remote e-voting prior to AGM	519	36,90,93,856
	Total	530	36,90,98,472
c.	Less: Invalid voting	9	500,591
d.	Net Valid voting	521	36,85,97,881
	(i) Voting with assent for the Resolution	492	36,79,98,456
	% of Assent		99.84
	(ii) Voting with dissent for the Resolution	29	5,99,425
	% of Dissent		0.16

Resolution No. 6 as an Ordinary Resolution for appointment of M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai (Firm Regn. No. P1988MH011900, Peer Reviewed No. 6391/2025) as Secretarial Auditors of the Company for the first term of five consecutive years from 1st April, 2025 to 31st March, 2030.

Sr. No.	Particulars		Resolution No. 6	
			No. of members who voted	No. of Votes
a.	Votes cast through e-voting at AGM		11	4,616
b.	Votes cast through remote e-voting prior to AGM		519	36,90,94,004
	Total		530	36,90,98,620
c.	Less: Invalid voting		9	5,00,591
d.	Net Valid voting		521	36,85,98,029
	(i)	Voting with assent for the Resolution	493	36,80,03,256
% of Assent				99.84
	(ii)	Voting with dissent for the Resolution	28	5,94,773
% of Dissent				0.16

Resolution No. 7 as an Ordinary Resolution for approval of Material Related Party Transaction (including transfer of resource, service or obligation) with Maersk A/S (including A. P. Moller- Maersk A/S and its affiliates) under Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per the explanatory statement.

Sr. No.	Particulars		Resolution No. 7	
			No. of members who voted	No. of Votes
a.	Votes cast through e-voting at AGM		11	4,616
b.	Votes cast through remote e-voting prior to AGM		517	36,90,93,689
	Total		528	36,90,98,305
c.	Less: Invalid voting		11	21,32,39,527
d.	Net Valid voting		517	15,58,58,778
	(i)	Voting with assent for the Resolution	507	15,58,58,013
% of Assent				*100
	(ii)	Voting with dissent for the Resolution	10	765
% of Dissent				0

***Rounded off to the nearest decimal**

Resolution No. 8 as a Special Resolution for re-appointment of Mr. Samir Chaturvedi (DIN: 08911552) as an Independent Director of the Company for a second term of five consecutive years with effect from 12th November, 2025 to 11th November, 2030, not liable to retire by rotation.

Sr. No.	Particulars		Resolution No. 8	
			No. of members who voted	No. of Votes
a.	Votes cast through e-voting at AGM		11	4,616
b.	Votes cast through remote e-voting prior to AGM		519	36,90,93,907
	Total		530	36,90,98,523
c.	Less: Invalid voting		9	5,00,591
d.	Net Valid voting		521	36,85,97,932
	(i)	Voting with assent for the Resolution	*498	36,40,74,819
% of Assent				98.77
	(ii)	Voting with dissent for the Resolution	*23	45,23,113
% of Dissent				1.23

*Includes shareholders who voted partially in favour and partially against the resolution.