

12th June 2012

Mr. Nagesh Pai, Asst. Manager National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400 051	Mr. Manu Thomas Manager, Corporate Services Bombay Stock Exchange Limited Floor 14, P J Towers, Dalal Street, Mumbai 400 001
---	--

Dear Sirs,

Sub: Copy of EGM Notice

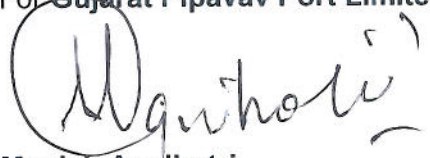
In continuation of our previous letter dated 5th June 2012, kindly find enclosed herewith copy of Notice convening the company's Extraordinary General Meeting on Monday 2nd July 2012 to approve issue of equity shares by way of Qualified Institutional Placement and Preferential Allotment to Promoters for an aggregate amount of Rs. 3,500 Million.

This is for your information please.

Thank you.

Yours truly,

For **Gujarat Pipavav Port Limited**



Manish Agnihotri
Company Secretary & Compliance Officer



APM TERMINALS PIPAVAV

GUJARAT PIPAVAV PORT LIMITED

Registered Office: Pipavav Port, At Post Uchhaiya via Rajula, District Amreli, Gujarat 365 560

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF GUJARAT PIPAVAV PORT LIMITED WILL BE HELD ON MONDAY 2ND JULY, 2012 AT 2.00 P.M. AT THE REGISTERED OFFICE AT PIPAVAV PORT, AT POST UCCHAIYA VIA RAJULA DISTRICT AMRELI GUJARAT 365 560 FOR TRANSACTING THE FOLLOWING SPECIAL BUSINESS:

1. Qualified Institutions Placement:

To consider and if thought fit, pass with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments, modifications, variation or re-enactment thereof) (the "**Companies Act**"), the Foreign Exchange Management Act, 1999, as amended ("**FEMA**"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, rules, regulations, guidelines, notifications and circulars, prescribed by the Securities and Exchange Board of India ("**SEBI**") including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI ICDR Regulations**"), the Reserve Bank of India ("**RBI**"), the Government of India ("**GOI**"), the Government of Gujarat ("**GOG**"), the Gujarat Maritime Board ("**GMB**"), the stock exchanges, and/or any other appropriate regulatory authorities as may be applicable and clarifications, if any issued thereon from time to time, the relevant provisions of the Memorandum and Articles of Association of the Company, the equity listing agreements entered into by the Company with the stock exchanges where the Company's equity shares of face value of Rs. 10 each (the "**Equity Shares**") are listed (the "**Listing Agreement**"), and subject to any approvals, consents, permissions and/or sanctions of GOI, GOG, GMB, SEBI, RBI, Foreign Investment Promotion Board ("**FIPB**"), the stock exchanges and any other appropriate regulatory authority, as may be required, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any Committee thereof constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution to the extent permitted by law), consent, authority and approval of the members is hereby accorded to the Board in its absolute discretion, to create, offer, issue and allot such number of Equity Shares not exceeding an aggregate value of Rs. 2,000 million (including, premium if any, on such Equity Shares) or equivalent thereof, from time to time, in one or more tranches, in the course of domestic and/or international offering(s) in one or more foreign markets, by way of a qualified institutions placement ("**QIP**") in accordance with Chapter VIII of the SEBI ICDR Regulations, to qualified institutional buyers ("**QIBs**") as defined under the SEBI ICDR Regulations or other persons or entities as permitted by law, whether they be holders of Equity Shares of the Company or not (including with provisions for reservation on firm and/or competitive basis, of such part of the issue and for such category of persons as may be permitted), (collectively called the "**Investors**") at such time or times, at such price or prices, whether at a discount or premium to the market price, determined in accordance with the pricing guidelines prescribed under Chapter VIII of the SEBI ICDR Regulations, in such manner and on such terms and conditions, including the Investors to whom the offer, issue and allotment shall be made to the exclusion of the other Investors, as may be decided by the Board in its absolute discretion at the time of issue of the Equity Shares."

"RESOLVED FURTHER THAT the "relevant date" for determining the floor price of the Equity Shares to be allotted pursuant to the QIP, if any, shall mean, the date of the meeting in

which the Board/Committee of the Board decides to open the proposed issue of Equity Shares.

RESOLVED FURTHER THAT:

- the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- the Equity Shares that may be issued by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects including dividend; and
- the Equity Shares shall be issued and allotted within 12 months from the date of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead managers, underwriters, depositories, registrars, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offering of Equity Shares and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/agreements, memorandum, documents, etc., with such agencies and to seek the listing and trading of such Equity Shares on one or more stock exchanges."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, issue terms and date of opening and closing of the issue(s)/offering(s), including the Investors to whom the Equity Shares are to be offered/issued and allotted, number of Equity Shares to be issued and allotted in each tranche, issue price (including any premium, if any on such Equity Shares), subject to the pricing guidelines prescribed under Chapter VIII of the SEBI ICDR Regulations, finalization and approval of the preliminary as well as final placement document and any supplements thereto, opening of escrow account in relation to the issue, application for listing and trading of Equity Shares on one or more stock exchanges in India, authorising the Director(s) or any officer(s) of the Company to sign for and on behalf of the Company the preliminary placement or final placement document(s), supplements thereto, agreement(s), arrangements(s), memoranda of understanding, application(s) authority letter(s) or any other documents, affidavits, undertakings, certificates and related or incidental documents as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the regulatory authorities involved in such placement in India and/or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s)/offering(s), allotment and utilisation of issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and utilisation of the proceeds of the issue in such manner as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise, with the end intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or any executive director or directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

2. Preferential Allotment:

To consider and if thought fit pass with or without modification the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments, modifications, variation or re-enactment thereof) (the "**Companies Act**"), the Foreign Exchange Management Act, 1999, as amended ("**FEMA**"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India ("**SEBI**") including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI ICDR Regulations**"), the Reserve Bank of India ("**RBI**"), the Government of India ("**GOI**"), the Government of Gujarat ("**GOG**"), the Gujarat Maritime Board ("**GMB**"), stock exchanges, and/or any other appropriate regulatory authorities as may be applicable and clarifications, if any issued thereon from time to time, the relevant provisions of the Memorandum and Articles of Association of the Company, the equity listing agreements entered into by the Company with the stock exchanges where the Company's equity shares of face value of Rs. 10 each (the "**Equity Shares**") are listed (the "**Listing Agreement**"), and subject to any approvals, consents, permissions and/or sanctions of GOI, GOG, GMB, SEBI, RBI, Foreign Investment Promotion Board ("**FIPB**"), the stock exchanges and any other appropriate regulatory authority, as may be required, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**"), which term shall include any Committee thereof constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution to the extent permitted by law), consent, authority and approval of the members is hereby accorded to the Board in its absolute discretion to create, issue, offer, and allot to APM Terminals Mauritius Limited, one of the Promoters of the Company, on a preferential basis, such number of Equity Shares that the issue and allotment of the Equity Shares does not result in an increase in the shareholding of APM Terminals Mauritius Limited by more than 4.9% (on the date of issuance of such Equity Shares) (the "**Issue Shares**") and such that the total issue size of the Qualified Institutions Placement and the Preferential Allotment does not exceed an aggregate value of Rs. 3,500 million (including premium, if any, on such Equity Shares) at such time or times and at such price or prices (whether at a discount or a premium to the market price), subject to the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations, in one or more tranches and on such terms and conditions and in such manner as may be decided by the Board in its absolute discretion."

"RESOLVED FURTHER THAT the floor price of the Issue Shares shall be calculated in accordance with provisions of Chapter VII of the SEBI ICDR Regulations. The "relevant date" for the purpose of calculating the floor price of the Issue Shares, is the date 30 days prior to the date of this meeting, i.e. 2nd June 2012 or such other times as may be prescribed by the applicable law from time to time".

"RESOLVED FURTHER THAT the Issue Shares shall be issued and allotted by the Company to APM Terminals Mauritius Limited, within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Issue Shares is pending on account of pendency of any approval for such allotment by any regulatory authority viz. Stock Exchanges/ RBI/SEBI/FIPB, the allotment shall be completed within a period of 15 days from the date of such approval".

"RESOLVED FURTHER THAT the Issue Shares to be issued and allotted in the manner aforesaid shall rank *pari passu* with the existing Equity Shares of the Company in all respects and shall be subject to the provisions of the Memorandum and Articles of Association of the Company".

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Issue Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary

and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Issue Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of Issue Shares, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Issue Shares".

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) of the Company and to generally do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolutions".

"RESOLVED FURTHER THAT all actions taken by the Board or Committees duly constituted for this purpose in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects".

By Order of the Board of Directors
For Gujarat Pipavav Port Limited

Company Secretary

Date: 5th June 2012

Place: Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Any instrument appointing a proxy or proxies should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, is appended hereto.
4. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all the working days till the date of the Extra-Ordinary General Meeting and at the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 1

Qualified Institutions Placement:

The Company is proposing to undertake expansion of Pipavav Port, *inter alia*, to increase handling capacity of the port and to bring the capacity utilization at the port to optimum level in terms of international industry norms. The Company proposes raising further capital to meet the fund requirements for financing the expansion plan and other general corporate purposes.

Accordingly, the Company proposes to create, offer, issue and allot such number of equity shares of face value of Rs. 10 each of the Company (the "**Equity Shares**") not exceeding an aggregate value of Rs. 2,000 million (including, premium if any, on such Equity Shares) or equivalent thereof, from time to time, in one or more tranches to Qualified Institutional Buyers ("**QIBs**") (as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI ICDR Regulations**")) or other persons or entities as permitted by law, whether they be holders of Equity Shares of the Company or not (including with provisions for reservation on firm and/or competitive basis, of such part of the issue and for such category of persons as may be permitted), (collectively called the "**Investors**") by way of qualified institutions placement ("**QIP**") in accordance with Chapter VIII of the SEBI ICDR Regulations at such time or times, as stated in the resolution at such price or prices, at a discount or premium to market price as determined by the Board of Directors of the Company, subject to the pricing guidelines prescribed under Chapter VIII of the SEBI ICDR Regulations. The manner and terms and conditions including, but not limited to, the Investors to

whom the offer, issue and allotment shall be made to the exclusion of the other Investors, will be determined by the Board in its sole discretion and it may consult with the advisors, lead managers and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

This Special Resolution seeks to empower the Board of Directors to undertake a QIP with QIBs in accordance with the provisions of Chapter VIII of the SEBI ICDR Regulations. The Board of Directors, may in their discretion adopt this mechanism, as prescribed under SEBI ICDR Regulations in order to facilitate and meet the objectives of the Company as stated above without the need for fresh approval from the shareholders.

The pricing of the Equity Shares that may be issued to QIBs pursuant to the SEBI ICDR Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations. The "relevant date" for this purpose will be, in case of allotment of Equity Shares, the date of the meeting in which the Board/Committee of the Board decides to open the proposed issue of Equity Shares.

The Equity Shares allotted would be listed on one or more stock exchanges in India. The offer/ issue / allotment would be subject to the availability of the regulatory approvals, if any. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreement.

Section 81 (1A) of the Companies Act, 1956, as amended (the "Companies Act") and the relevant clauses of the Listing Agreement with the stock exchanges where the Equity Shares of the Company are listed provides, *inter alia*, that when it is proposed to increase the issued capital of a Company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing shareholders of such Company in the manner laid down in Section 81(1A) unless the shareholders in a General Meeting decide otherwise. Further, Chapter VIII of the SEBI ICDR Regulations prescribes that a listed company can undertake a QIP only if the shareholders, through a special resolutions, approve such QIP. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than shareholders of the Company through a QIP, consent of the shareholders is being sought pursuant to the provisions of Section 81 (1A) and other applicable provisions of the Companies Act, Chapter VIII of the SEBI ICDR Regulations and in terms of the provisions of the Listing Agreement.

The Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Equity Shares to the Investors who may or may not be the existing shareholders of the Company.

The Directors of the Company may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued / allotted to them or to the companies in which they are director or member. Save as aforesaid none of the Directors in any way are interested in this resolution.

The Board of Directors of the Company recommends the resolution for approval by shareholders as a Special Resolution.

Item No. 2

Preferential Allotment:

Under item No.1, the Company is proposing to undertake a qualified institutions placement ("QIP") in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations") to meet requirement of funds. The promoters of the Company are also committed to the growth of the Company and are desirous of contributing, as well as, maintaining their shareholding in the Company. Accordingly, it is proposed to raise funds from APM Terminals Mauritius Limited, the Promoter of the Company, through a preferential allotment of, such number of equity shares of face value of Rs. 10 each ("Equity Shares") that the issue and allotment of the Equity Shares does not result in an increase in the shareholding of APM Terminals Mauritius Limited by more than 4.9% (on the date of issuance of such Equity Shares) (the "Issue Shares") and such that the total issue size of the Qualified Institutions Placement and the Preferential Allotment does not exceed an aggregate value of Rs. 3,500 million (including, premium, if any, on such Equity Shares), in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations.

The Issue Shares shall be issued and allotted by the Company to APM Terminals Mauritius Limited, *inter alia*, subject to the following terms

and conditions:

- The total subscription amount shall be payable by them on issue and allotment of the Issue Shares;
- The Issue Shares to be allotted shall be subject to a lock-in for a period to be determined in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations;
- The entire shareholding of APM Terminals Mauritius Limited in the Company are in dematerialised form;
- APM Terminals Mauritius Limited has not sold any Equity Shares during the six months preceding the Relevant Date (defined below) and will not acquire or sell any Equity Shares until completion of the issue and allotment of the Issue Shares under the proposed preferential issue; and
- The price of the Issue Shares shall be determined in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations. The "Relevant Date" for this purpose shall be the date falling 30 days prior to the date of the Extra-Ordinary General Meeting held to consider the proposed preferential issue. The floor price calculated in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations is Rs. 57.12 per Equity Share.

The proposed issue and allotment shall be governed by the provisions of the SEBI ICDR Regulations.

A certificate will be obtained from M/s. BSR & Associates, the statutory auditors of the Company confirming that the proposed preferential issue is being made in accordance with Chapter VII of SEBI ICDR Regulations and will be placed before the shareholders at the Extra-ordinary General Meeting. The same will also be made available for inspection at the registered office of the Company during the working hours between 10.00 a.m. and 4.00 p.m., except on holidays, up to the date of Extraordinary General Meeting.

The other information prescribed under Regulation 73 of the SEBI ICDR Regulations is as follows:

(a) Object of the preferential issue and details of utilization of proceeds:

The proposed issue of Equity Share to APM Terminals Mauritius Limited is to meet the fund requirements for expansion of Pipapav port as well to maintain the shareholding of APM Terminals Mauritius Limited in the Company.

(b) Intention of the promoter/ directors/ key management personnel to subscribe to the offer:

The proposed preferential issue will be made to APM Terminals Mauritius Limited, one of the Promoters of the Company. None of the directors or key management personnel of the Company intends to apply /subscribe to any of the Issue Shares.

(c) The shareholding pattern of the Company before and after the preferential issue

The shareholding pattern of the Company before and after the proposed preferential issue are as follows:

(i) Pre-issue shareholding pattern of the Company as on June 1, 2012:

Name of Shareholder	Number of Equity Shares	Percentage (%)
Promoters and Promoter Group		
APM Terminals Mauritius Limited	182,152,360	43.01%
Sub-Total	182,152,360	43.01%
Public Shareholding	241,407,311	56.99%
Total	423,559,671	100.00%

(ii) Post-issue shareholding pattern of the Company:

a. Assuming only Preferential Allotment of approximately Rs. 1,500 million

Name of Shareholder	Number of Equity Shares	Percentage (%)
Promoters and Promoter Group		
APM Terminals Mauritius Limited	208,412,864	46.33%
Sub-Total	208,412,864	46.33%
Public Shareholding	241,407,311	53.67%
Total	449,820,175	100.00%

- b. Assuming QIP of approximately Rs. 1,995 million followed by Preferential Allotment of approximately Rs. 1,505 million (As stated in Item No.1, the Company is also proposing an issue of Equity Shares through a QIP, subject to receipt of requisite approvals, market conditions and other factors.)

Name of Shareholder	Post completion of QIP issue		Post completion of QIP and Preferential Allotment	
	Number of Equity Shares	Percentage (%)	Number of Equity Shares	Percentage (%)
Promoters and Promoter Group				
APM Terminals Mauritius Ltd.	182,152,360	39.73%	208,500,399	43.01%
Sub-Total	182,152,360	39.73%	208,500,399	43.01%
Public Shareholding	276,333,782	60.27%	276,333,782	56.99%
Total	458,486,142	100.00%	484,834,181	100.00%

Note: Indicative calculation at issue price Rs. 57.12 for QIP and Preferential Allotment

(d) Proposed time within which allotment shall be completed

As required under the SEBI ICDR Regulations, the allotment of shares shall be completed, within a period of 15 days from the date of passing of the special resolution contained under this item of business provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority viz. Stock Exchanges/RBI/SEBI/FIPB, the allotment shall be completed within a period of 15 days from the date of such approval.

(e) Identity of and percentage of post preferential issue capital that may be held by proposed allottee

The proposed preferential issue will be made to APM Terminals Mauritius Limited. APM Terminals Mauritius Limited will hold 43.01% of the post-issue paid up capital of the Company after the proposed preferential issue (assuming QIP issuance as per item 1).

(f) Change in control

As a result of the proposed preferential issue of Issue Shares, there will be no change in the control of the Company.

(g) Pre-preferential allotment holding of Equity Shares, non disposal of Equity Shares and lock-in period of the Equity Shares

- (i) The Issue Shares allotted to APM Terminals Mauritius

Limited shall be subject to 'lock-in' for a period of three years from the date of allotment as per Clause 78(1) of the SEBI ICDR Regulations.

- (ii) The entire pre-preferential allotment shareholding of APM Terminals Mauritius Limited shall be locked in from the Relevant Date up to a period of six months from the date of preferential allotment.

(h) Auditor's certificate

A copy of the certificate from M/s. BSR & Associates, the statutory auditors of the Company, certifying that the above preferential issue is made in accordance with the SEBI ICDR Regulations, is open for inspection at the registered office of the Company during the working hours between 10.00 a.m. and 4.00 p.m., except on holidays, up to the date of the Extra-Ordinary General Meeting. Copies of the above-mentioned statutory auditor's certificate shall also be laid before the Extra-ordinary General Meeting.

The Company shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations, where it is required to do so. If the amount payable on account of the re-computation of the price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares allotted shall continue to be locked-in till the time such amount is paid by the allottee.

The Board has already approved the issue and allotment of Issue Shares on preferential basis to APM Terminals Mauritius Limited in the manner stated hereinabove.

Section 81(1A) of the Companies Act, 1956, provides that allotment of equity shares of a public company on preferential basis would require approval of its shareholders by way of a special resolution. Further, Chapter VII of the SEBI ICDR Regulations prescribes that a listed company may undertake a preferential issue only if the shareholders, through a special resolution, approve such preferential issue. The Board, therefore, recommends the above-mentioned resolution to be passed as a Special Resolution.

None of the Directors of the Company is in any way concerned or interested in the said resolution except to the extent of the shares, if any held by them.

By Order of the Board of Directors
For Gujarat Pipavav Port Limited

Company Secretary

Date: 5th June 2012

Place: Mumbai

BOOK - POST

If undelivered please return to :
Karvy Computershare Private Limited
17-24, Vittal Rao Nagar,
Madhapur,
Hyderabad- 500 081



GUJARAT PIPAVAV PORT LTD.

Pipavav Port, At Post Uchhaiya, via Rajula,
Dist. Amreli, Gujarat

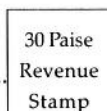
FORM OF PROXY

Extraordinary General Meeting, Monday, 2nd July, 2012

Registered Folio No. _____

I/We
of being a Member/Members of the above-named Company, hereby
appoint
in the district of
as my/our proxy to attend and vote for me / us and on my / our behalf at the Extraordinary General
Meeting of the Company to be held on Monday, 2nd July, 2012 and at any adjournment thereof.
Signed this day of 2012

Signature



NOTE : This form of proxy duly completed, stamped and signed should be deposited at the Registered
Office of the Company not less than 48 hours before commencement of the meeting.



GUJARAT PIPAVAV PORT LTD.

Pipavav Port, At Post Uchhaiya, via Rajula,
Dist. Amreli, Gujarat

ATTENDANCE SLIP

Extraordinary General Meeting, Monday, 2nd July, 2012

Registered Folio No. _____

I hereby record my presence at the Extraordinary General Meeting of the Company held at
Pipavav Port, At Post Uchhaiya, Via Rajula, Dist. Amreli, Gujarat at 2.00 P.M. on Monday, 2nd July, 2012.

(To be filled in block letters)

Folio No

No. of Shares

Full Name of the Shareholder _____

Full Name of the Proxy _____

Signature _____