

30th July 2015

1. **Department of Corporate Services**
BSE Limited
P.J. Towers, Dalal Street
Mumbai- 400 001

Scrip Code: 533248

2. **The Listing Department**
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai 400 051
Scrip Symbol: GPPL

Subject: Declaration of Results of the voting on resolutions set out in notice of 23rd Annual General Meeting held on July 30, 2015

Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 23rd Annual General Meeting (AGM) of the Company was convened on Thursday, July 30, 2015 at the Registered Office of the Company at Post Uchhaiya via Rajula, District Amreli- 365 560 at 2.00 p.m. to seek the approval of members of the Company on the resolutions set out in the Notice dated May 28, 2015 for the said AGM.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, and Clause 35B of the Listing Agreement, the Company had provided facility to the members to vote electronically by remote e-voting and also by e-voting at the AGM on aforesaid resolutions and appointed Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the voting process in a fair and transparent manner.

The Scrutinizer has submitted his report on the remote e-voting and the e-voting at the AGM, a copy of which is attached hereto. The summary of the voting results is as under:

Sr. No.	Particulars	% of shares voted in favour of the resolution	% of shares voted against the resolution
1.	Adoption of the Audited Financial Statements of the Company for the financial period ended 31st March 2015 and the Reports of the Board of Directors and the Auditors thereon.	*100.00	0.00
2.	Appointment of Mr. Jan Damgaard Sorensen (DIN: 06408939), who retires by rotation and being eligible, offered himself for re-appointment	81.89	18.11
3.	Appointment of M/s. Price Waterhouse LLP Chartered Accountants (ICAI Regn. No. 012754N/N500016) as Statutory Auditors to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 28 th Annual General Meeting and to fix their remuneration.	99.92	0.08
4.	Appointment of Mr. Tejpreet Singh Chopra (DIN:00317683) as an Independent Director of the Company for a period of five consecutive years.	99.97	0.03
5.	Appointment of Ms. Hina Shah (DIN: 06664927) as an Independent Director of the Company for a period of five consecutive years.	82.84	17.16



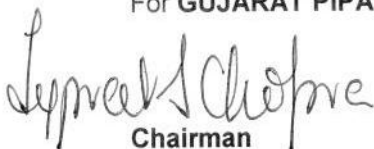
6.	Appointment of Mr. Pradeep Mallick (DIN 00061256) as an Independent Director of the Company for a period of five consecutive years.	98.55	1.45
7.	Appointment of Mr. Pravin Laheri, IAS (Retd.) (DIN: 00499080) as an Independent Director of the Company for a period of five consecutive years.	99.48	0.52
8.	Appointment of Mr. Julian Bevis (DIN: 00146000) as a Director of the Company.	*100.00	0.00
9.	Appointment Mr. Rizwan Soomar (DIN: 02398970) as a Director of the Company.	*100.00	0.00
10.	Appointment of Mr. Keld Pedersen (DIN: 07144184) as a Director of the Company.	*100.00	0.00
11.	Appointment of Mr. Keld Pedersen (DIN: 07144184) as Managing Director of the Company for a period of three years and payment of remuneration to him.	*100.00	0.00
12.	Approval for transactions with Maersk Line A/S, a related party in terms of the revised Clause 49 of the Listing Agreement for the period from 1 st October 2014 to 31 st March 2017	*100.00	0.00
13.	Authority to the Board of Directors of the Company to borrow monies in excess of the aggregate of the paid-up share capital and free reserves of the Company provided that the total amount so borrowed shall not at any time exceed Rs. 25,000 Million or the aggregate of the paid-up share capital and free reserves of the Company, whichever is higher.	*100.00	0.00
14.	Authority to the Board of Directors to create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit provided that the aggregate amount of the loans and borrowings in respect of which charges are created/to be created, shall not, at any time exceed Rs. 25,000 Million or the aggregate of the paid-up share capital and free reserves of the Company, whichever is higher.	*100.00	0.00

* Rounded off to 100

Accordingly, I, Tejpreet Singh Chopra, Chairman of Gujarat Pipavav Port Limited, declare that all the 14 (fourteen) resolutions as set out in the Notice dated 28th May 2015 of the 23rd Annual General Meeting of the Company, have been approved with requisite majority by the Members of the Company.

Kindly take the above on record.

For **GUJARAT PIPAVAV PORT LIMITED**


Chairman
 End: As above



Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.

30th July 2015: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

The Chairman

Gujarat Pipavav Port Limited

Pipavav Port, At Post Ucchhaiya via Rajula,

District Amreli- 365 560

Dear Sir,

Sub: **Scrutinizer's Report on remote e-voting and e-voting at the 23rd Annual General Meeting of the Members of Gujarat Pipavav Port Limited held on 30th July, 2015:**

Gujarat Pipavav Port Limited ("the Company") vide resolution of its Board of Directors dated 28th May, 2015 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballot (including ballots through post) on the resolutions contained in the Notice dated 28th May, 2015 for the 23rd Annual General Meeting (23rd AGM), as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Clause 35B of the Listing Agreement, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the applicable provisions of the Listing Agreement, relating to remote e-voting and physical ballot voting/e-voting at 23rd AGM on the resolutions contained in the aforesaid Notice of the 23rd AGM of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballot/e-voting at 23rd 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 voting through ballot/e-voting at 23rd AGM as provided by Karvy Computershare Private Limited (Karvy), Registrar and Share Transfer Agents of the Company to provide voting facilities at the AGM.



As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the 23rd AGM was sent to the Members by permitted means (i.e. by courier or through e-mail), for seeking approval of members on following resolutions:

- (a) **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of the Audited Financial Statements for the financial period ended 31st March, 2015 together with the Reports of the Board of Directors and the Auditors thereon.
- (b) **Resolution No. 2** as an Ordinary Resolution to appoint a Director in place of Mr. Jan Damgaard Sorensen (DIN: 06408939), who retires by rotation and being eligible, offered himself for reappointment.
- (c) **Resolution No. 3** as an Ordinary Resolution for appointment of M/s Price Waterhouse LLP Chartered Accountants (ICAI Regn. No. 012754N/N500016) as Statutory Auditors from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 28th Annual General Meeting and fix their remuneration.
- (d) **Resolution No. 4** as an Ordinary Resolution for appointment of Mr. Tejpreet Singh Chopra (DIN: 00317683), as an Independent Director to hold office for a term of five consecutive years upto 29th July, 2020.
- (e) **Resolution No. 5** as an Ordinary Resolution for appointment of Ms. Hina Shah (DIN: 06664927), as an Independent Director to hold office for a term of five consecutive years upto 29th July, 2020.
- (f) **Resolution No. 6** as an Ordinary Resolution for appointment of Mr. Pradeep Mallick (DIN 00061256), as an Independent Director to hold office for a term of five consecutive years upto 29th July, 2020.
- (g) **Resolution No. 7** as an Ordinary Resolution for appointment of Mr. Pravin Laheri, IAS (Retd.) (DIN: 00499080), as an Independent Director to hold office for a term of five consecutive years upto 29th July, 2020.
- (h) **Resolution No. 8** as an Ordinary Resolution for appointment of Mr. Julian Bevis (DIN: 00146000) as a Director of the Company.



- (i) **Resolution No. 9** as an Ordinary Resolution for appointment of Mr. Rizwan Soomar (DIN: 02398970) as a Director of the Company.
- (j) **Resolution No. 10** as an Ordinary Resolution for appointment of Mr. Keld Pedersen (DIN: 07144184) as a Director of the Company.
- (k) **Resolution No.11** as a Special Resolution for appointment of Mr. Keld Pedersen (DIN: 07144184) as Managing Director of the Company and approve payment of his remuneration.
- (l) **Resolution No. 12** as a Special Resolution for approval under Clause 49(VII)(E) of the Listing Agreement for transactions with Maersk Line A/S, a related party in terms of the revised Clause 49 of the Listing Agreement for the period from 1st October 2014 to 31st March 2017.
- (m) **Resolution No. 13** as a Special Resolution for authorizing the Board of Directors to borrow monies that may exceed the aggregate of the paid-up share capital and free reserves of the Company provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 25,000 Million or the aggregate of the paid-up share capital and free reserves of the Company, whichever is higher.
- (n) **Resolution No. 14** as a Special Resolution for authorizing the Board of Directors to create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit for securing the loans and borrowings subject to the condition that the aggregate of loans and borrowings for which the charges are already created/to be created, shall not, at any time exceed Rs. 25,000 Million or the aggregate of the paid-up share capital and free reserves of the Company, whichever is higher

The Company provided remote e-voting facility offered by Karvy Computershare Private Limited (Karvy) to cast votes on aforesaid resolutions by the members of the Company. The Company had also made available e-voting facility at the 23rd AGM 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. of Monday, 27th July 2015 upto 5.00 p.m. of Wednesday, 29th July 2015. Accordingly, remote e-votes casted upto 5.00 p.m. of 29th July 2015 have been considered for my scrutiny. Votes casted by the shareholders through the facility of e-voting provided at the 23rd AGM has also been considered for the scrutiny.

After the conclusion of the 23rd AGM, the votes casted through e-voting at the 23rd AGM were considered and thereafter the details of votes casted through remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Mr. P.S.R. CH. Murthy and Mr. M.V.R.P. Raja Rao. A summary of the votes casted by shareholders through remote e-voting and e-voting at the 23rd AGM with their pattern of voting is as per Annexure annexed to this Report.

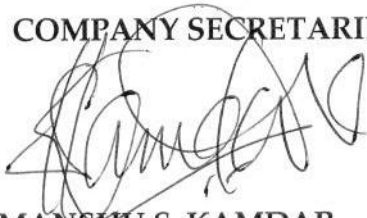
The results of the votes casted by shareholders through remote e-voting and e-voting at the 23rd Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES

COMPANY SECRETARIES



HIMANSHU S. KAMDAR

PARTNER

FCS NO. 5171

COP NO. 3030



ANNEXURE

The summary of the votes casted by shareholders through e-voting at the 23rd AGM and through remote e-voting on each of the resolutions is given below:

For Resolution 1:

Sr. No.	Particulars		Resolution 1	
			No. of e-voting at AGM / Remote E-Voting	No. of Shares voted
a.	Votes cast through e-voting at AGM		38	20,80,40,012
b.	Remote e-voting Confirmations received		178	19,21,88,136
	Total		216	40,02,28,148
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations		-	-
d.	Net Valid e-voting at AGM/Remote e-Voting		216	40,02,28,148
	(i)	e-voting at AGM/Remote e-voting with assent for the Resolution	215	40,02,28,098
		% of Assent	*100%	
	(ii)	e-voting at AGM/Remote e-voting with dissent for the Resolution	1	50
		% of Dissent	-	

***Rounded off to 100**



For Resolution 2:

Sr. No.	Particulars		Resolution 2	
			No. of e-voting at AGM / Remote E-Voting	No. of Shares voted
a.	Votes cast through e-voting at AGM		38	20,80,40,012
b.	Remote e-voting Confirmations received		173	18,42,58,578
	Total		211	39,22,98,590
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations		-	-
d.	Net Valid e-voting at AGM/Remote e-Voting		211	39,22,98,590
	(i)	e-voting at AGM/Remote e-voting with assent for the Resolution	121	32,12,50,491
		% of Assent	81.89%	
	(ii)	e-voting at AGM/Remote e-voting with dissent for the Resolution	90	7,10,48,099
		% of Dissent	18.11%	



For Resolution 3:

Sr. No.	Particulars	Resolution 3	
		No. of e-voting at AGM / Remote E-Voting	No. of Shares voted
a.	Votes cast through e-voting at AGM	38	20,80,40,012
b.	Remote e-voting Confirmations received	180	19,61,49,204
	Total	218	40,41,89,216
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations	-	-
d.	Net Valid e-voting at AGM/Remote e-Voting	218	40,41,89,216
	(i) e-voting at AGM/Remote e-voting with assent for the Resolution	214	40,38,60,608
	% of Assent	99.92%	
	(ii) e-voting at AGM/Remote e-voting with dissent for the Resolution	4	3,28,608
	% of Dissent	0.08%	



For Resolution 4:

Sr. No.	Particulars		Resolution 4	
			No. of e-voting at AGM / Remote E-Voting	No. of Shares voted
a.	Votes cast through e-voting at AGM		38	20,80,40,012
b.	Remote e-voting Confirmations received		180	19,61,49,204
	Total		218	40,41,89,216
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations		-	-
d.	Net Valid e-voting at AGM/Remote e-Voting		218	40,41,89,216
	(i)	e-voting at AGM/Remote e-voting with assent for the Resolution	214	40,40,84,155
		% of Assent	99.97%	
	(ii)	e-voting at AGM/Remote e-voting with dissent for the Resolution	4	1,05,061
		% of Dissent	0.03%	



For Resolution 5:

Sr. No.	Particulars		Resolution 5	
			No. of e-voting at AGM / Remote E-Voting	No. of Shares voted
a.	Votes cast through e-voting at AGM		38	20,80,40,012
b.	Remote e-voting Confirmations received		173	18,42,58,578
	Total		211	39,22,98,590
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations		-	-
d.	Net Valid e-voting at AGM/Remote e-Voting		211	39,22,98,590
	(i)	e-voting at AGM/Remote e-voting with assent for the Resolution	131	32,49,65,322
		% of Assent	82.84%	
	(ii)	e-voting at AGM/Remote e-voting with dissent for the Resolution	80	6,73,33,268
		% of Dissent	17.16%	



For Resolution 6:

Sr. No.	Particulars	Resolution 6	
		No. of e-voting at AGM / Remote E-Voting	No. of Shares voted
a.	Votes cast through e-voting at AGM	38	20,80,40,012
b.	Remote e-voting Confirmations received	180	19,61,49,204
	Total	218	40,41,89,216
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations	-	-
d.	Net Valid e-voting at AGM/Remote e-Voting	218	40,41,89,216
	(i) e-voting at AGM/Remote e-voting with assent for the Resolution	211	39,83,37,535
	% of Assent	98.55%	
	(ii) e-voting at AGM/Remote e-voting with dissent for the Resolution	7	58,51,681
	% of Dissent	1.45%	



For Resolution 7:

Sr. No.	Particulars		Resolution 7	
			No. of e-voting at AGM / Remote E-Voting	No. of Shares voted
a.	Votes cast through e-voting at AGM		38	20,80,40,012
b.	Remote e-voting Confirmations received		180	19,61,49,204
	Total		218	40,41,89,216
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations		-	-
d.	Net Valid e-voting at AGM/Remote e-Voting		218	40,41,89,216
	(i)	e-voting at AGM/Remote e-voting with assent for the Resolution	211	40,20,79,890
		% of Assent	99.48%	
	(ii)	e-voting at AGM/Remote e-voting with dissent for the Resolution	7	21,09,326
		% of Dissent	0.52%	



For Resolution 8:

Sr. No.	Particulars	Resolution 8	
		No. of e-voting at AGM / Remote E-Voting	No. of Shares voted
a.	Votes cast through e-voting at AGM	38	20,80,40,012
b.	Remote e-voting Confirmations received	180	19,61,49,204
	Total	218	40,41,89,216
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations	-	-
d.	Net Valid e-voting at AGM/Remote e-Voting	218	40,41,89,216
	(i) e-voting at AGM/Remote e-voting with assent for the Resolution	216	40,41,88,996
	% of Assent	*100%	
	(ii) e-voting at AGM/Remote e-voting with dissent for the Resolution	2	220
	% of Dissent	-	

***Rounded off to 100**



For Resolution 9:

Sr. No.	Particulars	Resolution 9	
		No. of e-voting at AGM / Remote E-Voting	No. of Shares voted
a.	Votes cast through e-voting at AGM	38	20,80,40,012
b.	Remote e-voting Confirmations received	180	19,61,49,204
	Total	218	40,41,89,216
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations	-	-
d.	Net Valid e-voting at AGM/Remote e-Voting	218	40,41,89,216
	(i) e-voting at AGM/Remote e-voting with assent for the Resolution	215	40,41,88,946
	% of Assent	*100%	
	(ii) e-voting at AGM/Remote e-voting with dissent for the Resolution	3	270
	% of Dissent	-	

***Rounded off to 100**



For Resolution 10:

Sr. No.	Particulars		Resolution 10	
			No. of e-voting at AGM / Remote E-Voting	No. of Shares voted
a.	Votes cast through e-voting at AGM		38	20,80,40,012
b.	Remote e-voting Confirmations received		180	19,61,49,204
	Total		218	40,41,89,216
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations		-	-
d.	Net Valid e-voting at AGM/Remote e-Voting		218	40,41,89,216
	(i)	e-voting at AGM/Remote e-voting with assent for the Resolution	216	40,41,88,996
		% of Assent	*100%	
	(ii)	e-voting at AGM/Remote e-voting with dissent for the Resolution	2	220
		% of Dissent	-	

***Rounded off to 100**



For Resolution 11:

Sr. No.	Particulars		Resolution 11	
			No. of e-voting at AGM / Remote E-Voting	No. of Shares voted
a.	Votes cast through e-voting at AGM		38	20,80,40,012
b.	Remote e-voting Confirmations received		180	19,61,49,204
	Total		218	40,41,89,216
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations		-	-
d.	Net Valid e-voting at AGM/Remote e-Voting		218	40,41,89,216
	(i)	e-voting at AGM/Remote e-voting with assent for the Resolution	216	40,41,88,996
		% of Assent	*100%	
	(ii)	e-voting at AGM/Remote e-voting with dissent for the Resolution	2	220
		% of Dissent	-	

***Rounded off to 100**



For Resolution 12:

Sr. No.	Particulars		Resolution 12	
			No. of e-voting at AGM / Remote E-Voting	No. of Shares voted
a.	Votes cast through e-voting at AGM		35	1,33,421
b.	Remote e-voting Confirmations received		177	19,59,60,074
	Total		212	19,60,93,495
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations		-	-
d.	Net Valid e-voting at AGM/Remote e-Voting		212	19,60,93,495
	(i)	e-voting at AGM/Remote e-voting with assent for the Resolution	210	19,60,93,227
		% of Assent	*100%	
	(ii)	e-voting at AGM/Remote e-voting with dissent for the Resolution	2	268
		% of Dissent	-	

***Rounded off to 100**



For Resolution 13:

Sr. No.	Particulars		Resolution 13	
			No. of e-voting at AGM / Remote E-Voting	No. of Shares voted
a.	Votes cast through e-voting at AGM		38	20,80,40,012
b.	Remote e-voting Confirmations received		180	19,61,49,204
	Total		218	40,41,89,216
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations		-	-
d.	Net Valid e-voting at AGM/Remote e-Voting		218	40,41,89,216
	(i)	e-voting at AGM/Remote e-voting with assent for the Resolution	215	40,41,88,946
		% of Assent	*100%	
	(ii)	e-voting at AGM/Remote e-voting with dissent for the Resolution	3	270
		% of Dissent	-	

***Rounded off to 100**



For Resolution 14:

Sr. No.	Particulars		Resolution 14	
			No. of e-voting at AGM / Remote E-Voting	No. of Shares voted
a.	Votes cast through e-voting at AGM		38	20,80,40,012
b.	Remote e-voting Confirmations received		180	19,61,49,204
	Total		218	40,41,89,216
c.	Less: Invalid e-voting at AGM/Remote e-voting confirmations		-	-
d.	Net Valid e-voting at AGM/Remote e-Voting		218	40,41,89,216
	(i)	e-voting at AGM/Remote e-voting with assent for the Resolution	215	40,41,88,946
		% of Assent	*100%	
	(ii)	e-voting at AGM/Remote e-voting with dissent for the Resolution	3	270
		% of Dissent	-	

***Rounded off to 100**

