

23rd November 2023

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai 400 051

BSE Limited
Floor 14, P J Towers,
Dalal Street,
Mumbai 400 001

NSE Scrip Symbol: GPPL BSE Scrip Code: 533248

Dear Madam/ Sirs.

Sub: Intimation regarding Postal Ballot through Remote Electronic Voting

This is with reference to the letter dated 5th October 2023 by Gujarat Pipavav Port Limited ('the Company') to the Stock Exchanges, intimating about approval by its Board of Directors for Appointment of Mr. Steven Coert Deloor (DIN: 10337166) as an Additional Director of the Company.

Kindly find enclosed the Postal Ballot Notice along with the Explanatory Statement ('Postal Ballot Notice') seeking the shareholders' approval for Appointment of Mr. Steven Coert Deloor. It is being sent today by Email to the Members whose Email is registered with their Depository Participant/ Company's Registrar & Transfer Agent and their name appeared in the Register of Members as on Tuesday 21st November 2023 (the Cut-off Date).

Pursuant to General Circular no. 09/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by the Securities and Exchange Board of India (SEBI), the Postal Ballot Notice is being sent in electronic form only. The hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope shall not be sent to the Members for this Postal Ballot.

The shareholders have been advised to register/ update their contact details with the Company's Registrar and Transfer Agent by downloading Form ISR 1 from https://ris.kfintech.com/clientservices/isc/default.aspx

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

Post Office - Rampara No. 2

Registered Office



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 242400 Fax: 02794 242413 Website: www.pipavav.com Email: investorrelationinppv@apmterminals.com

Dear Member(s),

Pursuant to Section 110 of the Companies Act, 2013 ('the Act') and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, read with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars and 09/ 2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India (SEBI), Notice is hereby given that the resolution appended herein below is proposed to be passed only by way of Remote E-voting by the Members of Gujarat Pipavav Port Limited ('the Company'). The Ministry of Corporate Affairs and SEBI vide their respective circulars mentioned above have until September 30, 2024, dispensed with the requirement for issuing hard copies of the documents for passing of Ordinary and Special Resolutions by the Members.

The Explanatory Statement pertaining to the Resolution setting out all material facts and the reasons thereof is annexed hereto, for your consideration.

The Board of Directors of the Company through a Circular Resolution, have appointed Mr. Himanshu S. Kamdar (Membership no. FCS 5171) and in his absence Mr. Jayesh M. Shah (Membership no. FCS 5637), Partners, M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai as Scrutinizer for conducting the Remote E-voting process in a fair and transparent manner.

The Members are requested to read carefully the instructions and complete the Remote E-voting on or before 5.00 p.m. on Monday 25th December 2023.

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 resolution appended to this Notice by electronic means. For this purpose, the Company has availed electronic voting platform of KFintech for facilitating Remote E-voting. In accordance with the MCA Circulars, members can vote only through the Remote E-voting process. The instructions for Remote E-voting are provided hereunder.

The Scrutinizer, after completion of scrutiny of the votes received, will submit his report to the Company 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 by 26th December 2023. 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.

Appointment of Mr. Steven Coert Deloor (DIN:10337166) as Director of the Company

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

"RESOLVED THAT Mr. Steven Coert Deloor (DIN:10337166) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29th September 2023 and who is eligible for appointment be and is hereby appointed as Director of the Company, liable to retire by rotation."

Registered office: Pipavav Port At Post Rampara-2 via Rajula Dist. Amreli- 365560 Gujarat

Tel No.: 02794 242400 Fax No.: 02794 242413

CIN: L63010GJ1992PLC018106 Website: www.pipavav.com

Email Id: investorrelationinppv@apmterminals.com

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

Manish Agnihotri Company Secretary Membership No. ACS 12045

Place: Mumbai

Date: 29th September, 2023

NOTES

- 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 5171) and in his absence Mr. Jayesh Shah (Membership No. FCS 5637), Partners of Rathi & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Remote E-voting process in accordance with the law and in a fair and transparent manner.
- 3. The Postal Ballot Notice and Form is not being printed and dispatched. The approval of Members is being sought through Remote E-voting only.
- 4. The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members/records of the Depositories as on Tuesday 21st November 2023. 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. The postal ballot notice is also placed on the website of the Company at www.pipavav.com and on the website of the RTA at https://evoting.kfintech.com and shall also be available on the websites of the Stock Exchanges where the shares of the Company are listed i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively. You are requested to read the

instructions carefully before exercising the vote and complete the E-voting on or before 5.00 p.m. on 25th December 2023.

6. The Company is offering only Remote E-voting facility to its Members to enable them to cast their vote. A Member has to carefully follow the instructions as given for E-voting. He/She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period, whichever is earlier.

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 read with General Circular no. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India (SEBI), the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on 21st November 2023 (End of Day) being the Cutoff date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by KFintech.

8. The instructions for Remote E-voting are as under:

Step 1:

Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2:

Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual	1. User already registered for IDeAS facility:
Shareholders	I. Visit URL: https://eservices.nsdl.com
holding	II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS'
securities in	section.
demat mode	III. On the new page, enter User ID and Password. Post successful
with NSDL	authentication, click on "Access to e-Voting"
	IV. Click on company name or e-Voting service provider and you will be re-
	directed to e-Voting service provider website for casting the vote during
	the remote e-Voting period.

	2. Us I. II. III. IV.	To registered for IDeAS e-Services To register click on link: https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in points 1
	3. Alt I.	ternatively by directly accessing the e-Voting website of NSDL Open URL: https://www.evoting.nsdl.com/
	II.	Click on the icon "Login" which is available under 'Shareholder/Member' section.
	III.	A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP
	IV.	and a Verification Code as shown on the screen. Post successful authentication, you will be requested to select the name of the company and the name of the e-Voting Service Provider (ESP),
	V.	i.e. KFintech.On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual	1. Ex	isting user who have opted for Easi / Easiest
Shareholders	I.	Visit URL: https://web.cdslindia.com/myeasi/home/login or
holding		URL: <u>www.cdslindia.com</u>
securities in	II.	Click on New System Myeasi
demat mode	III.	Login with your registered user id and password.
with CDSL	IV.	The user will see the e-Voting Menu. The Menu will have links of ESP
		i.e. KFintech e-Voting portal.
	V.	Click on e-Voting service provider name to cast your vote.
	2 11	now mak wasishawad faw Engi / Engiash
	Z. US	ser not registered for Easi/Easiest Option to register is available at
	1.	https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	II.	Proceed with completing the required fields.
	III.	Follow the steps given in point 1
	111.	Tollow the Steps given in point 1
	3. Alt I.	ternatively, by directly accessing the e-Voting website of CDSL Visit URL: www.cdslindia.com
	II.	Provide your demat Account Number and PAN No.
	III.	System will authenticate user by sending OTP on registered Mobile &
		Email as recorded in the demat Account.
	IV.	After successful authentication, user will be provided links for the
		respective ESP, i.e KFintech where the e- Voting is in progress.
Individual	I.	You can also login using the login credentials of your demat account
Shareholder		through your DP registered with NSDL /CDSL for e-Voting facility.
login through	II.	Once logged-in, you will be able to see e-Voting option. Once you click
their demat		on e-Voting option, you will be redirected to NSDL / CDSL Depository site
accounts /	1	after successful authentication, wherein you can see e-Voting feature.
Website of	III.	Click on options available against company name or e-Voting service
Depository	1	provider - Kfintech and you will be redirected to e-Voting website of
Participant	[KFintech for casting your vote during the remote e-Voting period
		without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type		Helpdes	sk details							
Securities	held	Please c	ontact NSI	DL helpd	esk by send	ing a	request at	evoti	ing@nsdl.co	o.in
with NSDL		or call a	t: 022 - 48	886 7000	and 022 - 1	2499	7000			
Securities	held	Please	contact	CDSL	helpdesk	by	sending	а	request	at
with CDSL		helpdesl	<pre>k.evoting@</pre>	cdslindi	a.com_or cor	ntact a	at toll free	no. 1	800 22 55	33

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/Depository Participant(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: https://evoting.kfintech.com/
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".

- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id https://linearchysics.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Event No."
- (B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the remote e-voting instructions cannot be serviced, will have to follow the following process:

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#

Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

The Scrutinizer will submit his report to the Company after completion of the scrutiny and result of the Postal Ballot will be declared by 26th December 2023 and the resolution will be taken as passed if the result of Remote E-voting indicate that the requisite majority of the Members have

assented to the Resolution. The Scrutinizer's decision on the validity of E-voting shall be final. As indicated earlier, the result will be published on the website of the Company www.pipavav.com besides being notified to BSE Limited and the National Stock Exchange of India Limited, where the Company's shares are listed. Result will also be posted on the Website of KFin Technologies Ltd https://evoting.kfintech.com

C. General Instructions

i. In case Members of the Company have not registered their e-mail address:

In terms of the MCA and SEBI Circulars mentioned hereinabove, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only.

- ii. The Remote E-voting period commences from 9.00 a.m. (IST) on Sunday, 26th November 2023 and ends at 5.00 p.m. (IST) on Monday 25th December 2023. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of 21st November 2023, may cast their vote electronically. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iii. 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 Company Secretary of the Company.
- iv. Subject to the receipt of sufficient votes, the Resolution shall be deemed to be passed on the last date of voting i.e. on 25th December 2023. The result 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 Registered Office of the Company and on the website of KFintech.
- v. To receive communication through electronic means, members are requested to kindly register/update their respective email address with their depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their respective e-mail address with KFintech by submitting the ISR Forms_or contact Ms. C Shobha Anand, Dy. Vice President, Toll Free No. 1800 309 4001, at [Unit: Gujarat Pipavav Port Limited] KFin Technologies Limited, Selenium Building B, Plot No. 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

Appointment of Mr. Steven Coert Deloor (DIN:10337166) as Director of the Company

Mr. Steven Coert Deloor (DIN:10337166) was appointed as Additional Director of the Company in the category of Non-executive Director by Circular Resolution with effect from 29th September 2023. He represents the Promoter APM Terminals on the Board of Directors of the Company.

Mr. Deloor is currently the Regional Head of Finance for Asia and Middle East Region for APM Terminals. He joined APM Terminals in the year 2019 as Chief Financial Officer for Latin America and was promoted in the year 2022 as Chief Financial Officer for Americas.

Prior to joining APM Terminals, Mr. Deloor has worked with various companies such as Group CFO in Latin America for Odfjell Terminals, a Norwegian company into Bulk Liquid cargo, from the year 2015 to 2019. Prior to that he worked with Royal Vopak, a Dutch company into storage of Bulk liquid cargo, from the year 2004 to 2015. He has also worked with Ford Motors from the year 1997 to 2004. Mr. Steven Coert Deloor is Masters in Business Economics and MBA.

The Company's Board of Directors believe that the Company will benefit from the experience and knowledge of Mr. Deloor and therefore recommends his appointment as Director.

As per the provisions of Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee has recommended the appointment of Mr. Steven Coert Deloor as Director of the Company. The Board of Directors recommend the Ordinary resolution for your approval.

Except Mr. Steven Coert Deloor 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.

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

Annexure A

Details of Director seeking approval for 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. Steven Coert Deloor (DIN:10337166)
Age	52 Years
Qualifications	Masters in Business Economics and MBA
Experience	Over 26 years
Terms and conditions of appointment along with details of remuneration sought to be paid	Nil
Remuneration last drawn	NA
Nature of expertise in specific functional areas	Finance and Strategic Business Management
Date of first appointment on the Board	29 th September 2023

No. of shares held in the Company as on March 31, 2023	Nil		
Relationship with other Directors, Manager and other Key Managerial Personnel	None		
No. of Meetings of the Board attended during the year	None		
Directorship in other Companies as on March 31, 2023	Nil		
Chairmanship/Membership of Committees of other Board	Nil		

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

> Manish Agnihotri Company Secretary Membership No. ACS 12045

Place: Mumbai

Date: 29th September 2023