

29th May 2019

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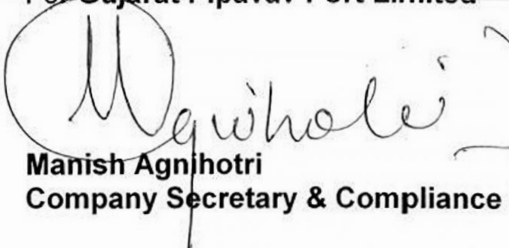
Dear Madam/ Sirs,

Sub: Submission of Annual Secretarial Compliance Report

Pursuant to the requirements under Regulation 24A of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, kindly find attached the Annual Secretarial Compliance Report dated 15th May 2019 issued by Rathi & Associates, Practicing Company Secretaries for Gujarat Pipavav Port Limited for the year ended 31st March 2019.

Thank you,

Yours truly,
For **Gujarat Pipavav Port Limited**


Manish Agnihotri
Company Secretary & Compliance Officer



Rathi & Associates

COMPANY SECRETARIES

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

(Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Of

Gujarat Pipavav Port Limited (*'the Company'*) for the year ended 31st March, 2019

We have been appointed by the Company to submit the Annual Secretarial Compliance Report Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31st March 2019,

We have examined:

- all the documents and records made available to us and explanation provided by the Company
- the filings/ submissions made by the Company to the BSE Limited and the National Stock Exchange of India Limited, from time to time;
- website of the Company; and
- such other documents and filings made by the Company which has been relied upon to make this certification.

for the year ended 31st March, 2019 in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



(b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the Reporting Period:-

- a. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- c. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015
- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; and
- e. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

and circulars/ guidelines issued thereunder by the concerned authority from time to time and based on the above examination, We hereby report that, during the Reporting Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ guidelines including specific clause)	Deviations	Observations
1	Regulation 30 read with Schedule III Para A Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A, Part A of Schedule III - Change in Directorate	Delay in submission of intimation of appointment of Mr. Mukesh Kumar as a Nominee Director of Gujarat Maritime Board w.e.f. 31 st October, 2018.	The intimation for the said change in director was submitted on 05 th November, 2018 on BSE Limited and National Stock Exchange Limited.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.



(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr No	Action taken by	Details of Violation	Details of action taken	Observations
Nil	Nil	Nil	Nil	Nil

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Not applicable			

For RATHI & ASSOCIATES
COMPANY SECRETARIES



(Handwritten signature)

HIMANSHU S. KAMDAR
PARTNER

MEM No. FCS 5171

COP No. 3030

Date: 15th May, 2019

Place: Mumbai