

# GUJARAT PIPAVAV PORT LIMITED

13th ANNUAL REPORT

2004 - 2005

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**BOARD OF DIRECTORS**

Mr. Hans-Ole Madsen	-	Chairman and Managing Director
Mr. Dinesh Kumar Lal		
Mr. Jack D. Helton	-	(from 13th May 2005)
Mr. Christian Moller Laursen	-	(from 13th May 2005)
Mr. Darius Pandole	-	(from 13th May 2005)
Mr. H. K. Dash, I. A. S.		
Mr. Krishan Sehgal		
Mr. S. Ravi - Nominee IDBI	-	(from 21st May 2005)
Mr. Rajeev Thakore	-	(from 19th August 2005)
Mr. Hariharan Iyer	-	Alternate to Mr. Jack D. Helton
Ms. Karen Brade	-	(upto 3rd September 2004)
Mr. Vincent Lim Chooi Hin	-	(upto 14th December 2004)
Mr. Yap Min Choy	-	(upto 14th December 2004)
Mr. David Yang	-	(upto 14th December 2004)
Mr. Nikhil Gandhi	-	(upto 13th April 2005)
Cmdr. V. G. Honnavar	-	(upto 13th April 2005)
Mr. Bhavesh Gandhi	-	(upto 13th April 2005)
Mr. Snehal Shah	-	(upto 27th April 2005)
Mr. J.N. Godbole - Nominee IDBI	-	(upto 21st May 2005)
Mr. Yuvraj Narayan	-	(upto 12th July 2005)

**AUDIT COMMITTEE**

Mr. Darius Pandole	-	(from 13th May 2005) Chairman
Mr. Christian Moller Laursen	-	(from 13th May 2005)
Mr. Dinesh Kumar Lal		
Mr. J. N. Godbole	-	(upto 13th May 2005)
Mr. Bhavesh Gandhi	-	(upto 13th May 2005)

**FINANCIAL CONTROLLER**

Mr. C. S. Venkiteswaran

**COMPANY SECRETARY**

Mr. Manish Agnihotri	-	(from 13th May 2005)
Mr. Paresh Davey	-	(upto 13th May 2005)

**AUDITORS**

BSR & Associates (formerly BSR & Co.)  
Chartered Accountants.

**R & T Agents**

Tata Share Registry Limited  
Army Navy Building,  
148 M. G. Road, Fort,  
Mumbai -400 001

**REGISTERED OFFICE**

Pipavav Port, At Post Uchhaiya Via Rajula  
Dist. Amreli, Gujarat 365 560

**CORPORATE OFFICE**

C. G. House, 1st Floor,  
Dr. Annie Besant Road, Worli,  
Mumbai -400 030

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**GUJARAT PIPAVAV PORT LIMITED**  
Pipavav Port, At Post Uchhaiya, via Rajula,  
Dist. Amreli, Gujarat

**ATTENDANCE SLIP**

I, hereby record my presence at the 13<sup>th</sup> Annual General Meeting of the Company held at Pipavav Port At Post Uchhaiya via Rajula, Dist. Amreli at 11.30 A. M. on Thursday 29<sup>th</sup> September, 2005.

(To be filled in block letters)

Folio No

No. of Shares

Full Name of the Shareholder \_\_\_\_\_

Full Name of the Proxy \_\_\_\_\_

Signature \_\_\_\_\_





## FORM OF PROXY

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

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member/members of the above named company hereby  
appoint \_\_\_\_\_ of \_\_\_\_\_  
in the district of \_\_\_\_\_ as my/our proxy to vote for me/us on  
my/our behalf at the 13<sup>th</sup> Annual General Meeting of the company to be held on Thursday 29<sup>th</sup>  
September 2005 and at any adjournment thereof.

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Signature

Affix Re.1  
Revenue  
Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2005

**NOTICE** is hereby given that the Thirteenth Annual General Meeting of the members of the Company shall be held on Thursday 29th September 2005 at 11.30 A. M. at the Company's Registered Office at Pipavav Port, At Post Ucchaiya, via Rajula, District Amreli to transact the business as mentioned herein below:

**ORDINARY BUSINESS:**

- (i) To receive, consider and approve the Audited Accounts of the Company for the year ended 31st March 2005 and adopt the Report of the Directors and of the Auditors thereon.
- (ii) To appoint a director in place of Mr. Krishan Sehgal who retires by rotation and being eligible, offers himself for re-appointment.
- (iii) To appoint a director in place of Mr. H. K. Dash, I. A. S. who retires by rotation and being eligible, offers himself for re-appointment.
- (iv) To appoint a director in place of Mr. Dinesh Kumar Lal who retires by rotation and being eligible, offers himself for re-appointment.
- (v) To appoint Auditors and fix their remuneration by passing the following resolution as Ordinary Resolution with or without modification(s):

**RESOLVED THAT** M/s BSR & Associates (formerly BSR & Co), Chartered Accountants, the retiring Auditors of the company be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and the Board of Directors / Committee of the Board be and is hereby authorized to fix their remuneration plus travelling and other out of pocket expenses incurred by them in connection with statutory audit.

**SPECIAL BUSINESS:**

**(vi) Appointment of Mr. Jack D. Helton as Director of the Company**

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

**RESOLVED THAT** Mr. Jack D. Helton, who was appointed Additional Director, who ceases to hold office at this Annual General Meeting, and in respect of whom the Company has received a notice pursuant to Section 257 of the Companies Act, 1956, be and is hereby appointed a Director of the Company liable to retire by rotation.

**(vii) Appointment of Mr. Christian Moller Laursen as Director of the Company**

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

**RESOLVED THAT** Mr. Christian Moller Laursen, who was appointed Additional Director, who ceases to hold office at this Annual General Meeting, and in respect of whom the Company has received a notice pursuant to Section 257 of the Companies Act, 1956, be and is hereby appointed a Director of the Company liable to retire by rotation.

**(viii) Appointment of Mr. Darius Pandole as Director of the Company**

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

**RESOLVED THAT** Mr. Darius Pandole, who was appointed Additional Director, who ceases to hold office at this Annual General Meeting, and in respect of whom the Company has received a notice pursuant to Section 257 of the Companies Act, 1956, be and is hereby appointed a Director of the Company liable to retire by rotation.

**(ix) Appointment of Mr. Rajeev Thakore as Director of the Company**

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

**RESOLVED THAT** Mr. Rajeev Thakore, who was appointed Additional Director, who ceases to hold office at this Annual General Meeting, and in respect of whom the Company has received a notice pursuant to Section 257 of the Companies Act, 1956, be and is hereby appointed a Director of the Company liable to retire by rotation.

**(x) Alteration of Articles of Association by way of Replacement of Regulations in the Articles of Association**

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

**RESOLVED THAT** the draft Regulations contained in the Articles of Association mentioned herein and submitted to this meeting, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Regulations in the Articles thereof

**1. TABLE "A" NOT APPLICABLE**

The regulations contained in Table "A" in the First Schedule of the Companies Act, 1956, shall not apply to this Company, but the regulations for the management of the Company and for the observance of the Members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution, as prescribed by Companies Act 1956, be such as are contained in these Articles.

**2. INTERPRETATION**

In the interpretation of these Articles, the following expressions shall have the following meaning unless repugnant to the subject or context:

**"Act"** means the Companies Act, 1956 and includes any statutory modification or re-enactment thereof for the time being in force;

**"Affiliate"** means:

- (a) in relation to a body corporate any subsidiary or holding company thereof and any subsidiary of any such holding company or any entity, which Controls, is Controlled by, or is under the common Control of any or all of the above entities; and
- (b) in relation to an individual, any other individual, partnership, trust, company or other entities in relation to which that individual has control, and any spouse or child of such individual;

**"AMP Capital"** means AMP Capital Investors Ltd a company incorporated under the laws of Australia and having its registered office at Level 13, 50 Bridge Street, Sydney, NSW 2000, Australia which acts as advisor to IIF and as manager to TIFOI and who represents IIF and TIFOI collectively in the context of exercising their rights as shareholders under these Articles;

**"Annual Budget"** means the annual budget prepared by reference to the Business Plan by the Management Team and to be approved annually by the Board by way of majority decision unless it involves an adverse difference of +/- ten percent (10%) or more in relation to any amount stated in the Business Plan in which case it shall be a Special Reserved Matter;

**"Annual General Meeting"** means a General Meeting of the Members held in accordance with the provisions of Section 166 of the Act;

**"APM-M"** means **APM TERMINALS MAURITIUS LIMITED**, a company incorporated under the laws of Mauritius and having its registered office at Manor House, 1st Floor Cnr. St. George/Chazal Street, Port Louis, Mauritius ("**APMT Mauritius**"), and **MAERSK INDIA PVT. LTD.**, a company incorporated and registered under the Act and having its registered office at C.G. House, 11th floor, Dr. Annie Besant Road, Worli, Mumbai 400 030, India, ("**MIPL**") both part of the A. P. Moller-Maersk Group;

**"APM-M Competitor"** means:

- (a) a shipping line;
- (b) a terminal operator; or
- (c) a logistics provider who is an Affiliate of either a shipping line or a terminal operator; not part of the A.P. Moller-Maersk Group;

**"A.P. Moller-Maersk Group"** means those companies which are Affiliates or otherwise indirectly or directly owned and managed or Controlled by A.P. Moller-Maersk A/S, a company registered under the laws of Denmark and having its principal office at 50 Esplanaden, DK-1098, Copenhagen, Denmark;

**"APMTHL"** means APM Terminals Holding Limited, a company incorporated under the laws of Bermuda and having its registered office at Crisson Building 3rd Floor, 16 Queens Street, Hamilton, HM 11, Bermuda;

**"APMTIBV"** means APM Terminals International B.V. a company incorporated under the laws of The Netherlands and having its registered office at Anna van Saksenlaan 71, 2593 HW The Hague, The Netherlands;

**"Articles"** means the Articles of Association of the Company to be filed with the Indian Registrar of Companies, Gujarat for the time being or as altered from time to time by Special Resolution;

**"Assignable Rights"** means the right to:



- (a) nominate a Director in accordance with Article 143.3 (d);
- (b) in the event that the party does not have the right to nominate a Director in accordance with Article 143.3(d), to participate as an observer in any Board discussions, decision making or the passing of any resolution relating to the variation, alteration, or imposition of limits upon or the termination of the Management Team nominated by APM-M as referred to in Article 170.1;
- (c) receive information in accordance with Articles 175.4, 228.6, 228.8, 211, 215;
- (d) require or in any way enforce the Promoter to comply with the provisions set out in Articles 80.2(i) and
- (e) the tag along rights contained in Article 82;

**"Audit Committee"** means the audit committee established by the Board set out in Article 211.1;

**"Auditors"** means a firm of internationally recognised auditors being the auditors of GPPL for the time being appointed, subject to an in accordance with the terms and conditions of these Articles;

**"Board"** or **"Board of Directors"** means the board of directors of the Company, for the time being constituted in accordance with these Articles, who shall be responsible for the overall guidance and direction of GPPL;

**"Business"** means the business of constructing, developing, managing, operating and maintaining the Pipavav Port and any other Port Related Activities subject to and in accordance with the provisions of the Business Plan and the terms of these Articles and that there shall be no material change in the nature of this Business whilst these Articles are in force.

**"Business Day"** means a day on which banks are open for normal banking business (including dealings in foreign currency, deposits and exchange) in India and, in the context of a payment being made to or from a bank, in a place other than India, such other place;

**"Business Plan"** means the long term budget and plan for the development of Pipavav Port as an international common user port formulated and prepared by the A.P. Moller-Maersk Group and as agreed between the Participants;

**"Capital"** means the Share Capital for the time being raised or authorised to be raised for the purpose of the Company;

**"CDR"** means the Corporate Debt Restructuring cell, the Indian financial body established to handle the restructuring of stressed assets of Indian companies;

**"Central Government"** means the central government of India;

**"Chairman"** means the Chairman of the Board of Directors for the time being of the Company;

**"Chief Financial Officer"** means the chief financial officer of the Company, nominated by APM-M and appointed by the Board subject to the approval of IDF, who shall have such powers and responsibilities as agreed by the Board;

**"Chief Operating Officer"** means the chief operating officer of the Company nominated by APM-M and appointed by the Board who shall have such powers and responsibilities as agreed by the Board;

**"Company"** or **"this Company"** means Gujarat Pipavav Port Limited;

**"Competing Port Project"** means any port project or project that involves that provision of Port Related Activities in the Prohibited Area;

**"Concession Agreement"** means the concession dated 30 September 1998 and any other supplemental concession agreement that may be entered into by the Company from time to time, entered into between the Government of Gujarat, GMB and the Company in relation to Pipavav Port;

**"Conflict Committee"** means the conflict committee established by the Board to assist the Board in overseeing the management and operation of the Company the constitution and terms of reference for which are set out in Article 175;

**"Conflict Committee Charter"** means the conflict committee terms of reference as agreed by the Company and annexed to these Articles;

**"Connected Persons"** means:

- (a) a holding or subsidiary company, as defined in the Act, of any of the Members;
- (b) any company under the same management (as defined in Section 370 (1B) of the Act) of any of the Members or any entity referred to in sub-clause (a) above;
- (c) any Affiliate of any of the Members or the entities referred to in sub-clauses (a) and (b) above.
- (d) any company, the board or directors, managing director or manager whereof acting or who is accustomed to act in accordance with the directions or instructions of the board of directors or the managing director of any Member or any of the entities referred to in sub-clauses (a), (b) and/or (c) above or any Affiliate of such company;
- (e) any company at a general meeting of which not less than twenty-five per cent (25%) of the total voting power may be exercised or controlled by any Member or any of the entities referred to in sub-clauses (a), (b) and/or (c) above or an Affiliate of such entities or by two or more of such entities.

**"Control"** and **"Controlled"** means the holding of power to direct or cause the direction of management, policies and decisions of a company, corporation, partnership or other entity including, without limitation, through control by direct or indirect means of not less than fifty percent (50%) of the voting rights in such company, corporation, partnership or other entity;

**"Cut-off Date"** means 1 October, 2003;

**"Debentures"** means the secured redeemable non convertible debentures issued by the Company in favour of the Existing Lenders (except Dena Bank) in accordance with the terms set out in the Debt Restructuring Letter and these Articles;

**"Debenture Certificate"** means the debenture certificates issued by the Company from time to time;

**"Debt Restructuring Letter"** means the letter dated 29 November 2003 together with such other letters as may be issued by the CDR to the Company from time to time containing the proposed restructuring of the Existing Debt;

**"Director"** means the director of the Company appointed to the Board in accordance with the provisions of these Articles;

**"Dividend"** includes **"interim dividend"** as defined in the Act;

**"Equity Shares"** means the equity shares of ten Rupees (Rs.10) each in the Share Capital of the Company carrying the rights set out in these Articles;

**"Event of Default"** means all or any of the matters set out in Article 83.1;

**"Existing Debt"** means the existing loan financing provided by the Existing Lenders and Dena Bank;

**"Existing Lenders"** means IDBI, Industrial Investment Bank of India Limited, Punjab National Bank and Export Import Bank of India;

**"Extraordinary General Meeting"** means an extraordinary general meeting of the Members duly called and constituted including any adjourned holding thereof;

**"Financial Participants"** means UTI, IIF and TIFOI as represented by AMP Capital, NYLIIF Group, IDF, IFU and IIML or their successors as permitted assigns;

**"Financial Year"** means 1 April to 31 March or such other period as may be decided by the Board from time to time;

**"Force Majeure"** means any hurricanes, acts of God, act of public enemies, wars, national emergencies, invasions, assailing thieves, strikes, picketing, boycotts, arrests or restraints of governments, princes or peoples of any nation, riots, insurrections, civil commotion, floods, fire, restrictions due to quarantines, epidemics, storms, interference by any governmental agency or official (whether legal or illegal), interference by laws or regulations of any government or subdivisions thereof (whether legal or illegal);

**"GMB"** means Gujarat Maritime Board, a statutory body constituted by Government of Gujarat under the Gujarat Maritime Board Act 1981 (Gujarat Act of 30 of 1981);

**"GPPL Group"** means the Company and any of their respective Affiliates;

**"IDBI"** means the Industrial Development Bank of India Limited (formerly Industrial Development Bank of India, a