

# Gujarat Pipavav Port Limited



ANNUAL REPORT 2019-20

# CHAIRMAN'S STATEMENT



Dear Members,

On behalf of the Board of Directors, I am pleased to present the Annual Report of Gujarat Pipavav Port Limited for the year ended 31<sup>st</sup> March 2020. It comprises Standalone as well as the Consolidated financial statement for the year ended 31<sup>st</sup> March 2020.

During the year, your Company reported a Standalone Net Profit of Rs. 2,924.04 Million, higher by about 42% compared to the previous year. This increase in Net Profit is on account of the increase in tariff in the Container business effective April 2019, and on account of the Reversal of Deferred Tax Liability due to the lower tax rate as per the new tax regime applicable to your Company in future years. Additionally, these results have also been achieved due to extensive cost control measures adopted by the company, particularly during the last quarter of the financial year where total expenses reduced by about 24% compared to the same quarter last year.

Your Company holds 38.8% shares in Pipavav Railway Corporation Limited (PRCL), an Associate Company as per the provisions of the Companies Act, 2013. PRCL has provided its Management estimates for the year ended 31<sup>st</sup> March 2020 for the purpose of their consolidation as their annual accounts audit was delayed due to COVID19. As per the Consolidated financial statement enclosed, the Company's share of profit in PRCL for the year ended 31<sup>st</sup> March 2020 is Rs. 308.38 Million, a marginal decrease of about 0.7% compared to the previous year.

Your Company had declared an Interim Dividend of Rs. 2.10 per share in October 2019 and it has been paid. On the back of strong increase in Net Profit, the Board of Directors is pleased to recommend an all-time high Final Dividend to the shareholders of Rs. 3.50 per share for approval in the forthcoming Annual General Meeting (AGM) taking the total dividend amount to Rs. 5.60 per share. This payout is in accordance with the Company's policy to pay the entire distributable profit as Dividend. Your Company became statutorily eligible to pay Dividend with effect from Financial year ended 31<sup>st</sup> March 2016 after setting off the accumulated losses. With likely approval of Final Dividend of Rs. 3.50 per share by the shareholders in this AGM, I am extremely delighted to share with you that your Company would reach a milestone of total Gross Dividend Payout of over Rs. 10 Billion to its shareholders in five years. It is indeed a no less achievement for an Infrastructure Company.

The World Health Organisation declared COVID-19 a Global Pandemic. This infectious disease started in China during December 2019 adversely impacting millions of people across the globe and has severely disrupted the Global Economy. In order to prevent the spread of this highly infectious disease in the country and in absence of effective treatment, the Government of India declared an unprecedented nation-wide lockdown in March 2020. While the Indian economy has been adversely impacted, being a large consumption economy, it is likely to recover much sooner than the other countries. However, the speed and the timing of recovery would depend upon how soon the Indian manufacturing is able to commence its operations.

During the lockdown, the Government of India had declared Port Services as an Essential Service in order to continue the supply chain. During this period, the employees of your Company while observing all safety measures as per Government Guidelines, handled all the vessels calling at the Port and ensured totally uninterrupted Port Operations. The Rail evacuation from the Port to the Northern hinterland was highly efficient during this period and it gave a sort of preview of the efficiencies that can be expected in the inland logistics, once the Dedicated Freight Corridor commences its operations. On behalf of the Board of Directors I would like to place on record our appreciation for the support provided by the Customs, the Indian Railways, the Rail Operators, Gujarat Maritime Board, the local administration and all our shipping lines and end customers in helping us carry out our Port Operations. Each one of them played their part to the best of their ability in these challenging times and are continuing to do so.

One of the biggest infrastructure projects of India namely the Western Dedicated Freight Corridor (DFC) is getting ready and a large part of the project from Rewari to Vadodara is likely to get operational soon. The trial run of Double Stack Electric Train has been done upto Botad Junction which is about 165 kms from Pipavav Port. Your Company expects to get connected to the DFC by end of the calendar year 2020/ early 2021. This project has the ability to completely change the inland logistics landscape of North-West India. Once the rail operation gets commissioned on the DFC, it will bring reliability to movement of containers to and from Northern India, the Railways shall have ability to run scheduled freight trains and that would provide clarity to the trade and will enable better planning for movement of containers. It is also likely to reduce the transit time of the trains. All these measures should bring enormous cost and time efficiencies to inland logistics of India. PRCL is doing investment of over Rs. 3000 Million and the Company is investing additional Rs. 700 Million in upgrading the Rail infrastructure in accordance with the requirements of DFC. Your Company believes that it will have ability to service some new markets in Northern India that hitherto were not economically viable until the commissioning of DFC.

Post COVID-19, the countries/ companies would like to evaluate diversifying their manufacturing facilities apart from China to reduce their dependency on one country and to mitigate the risk of supply chain disruption. While Government of India has been taking several initiatives to attract foreign companies for setting their manufacturing facility in India, various State Governments have equally important role to perform for attracting these companies. In this context, Gujarat State has a head start as the State Government has been developing Dholera Industrial Region for setting up of manufacturing units. The infrastructure development in Dholera Industrial Region is in progress and improvement in Road connectivity shall make it a more attractive proposition for the companies to set up their manufacturing facility. Your Company believes that Dholera being closer to Pipavav, the Port has an important role to play in helping the interested companies by providing an efficient supply chain to set up their facility. Dholera Industrial Region will provide a much-needed boost to the industrial activity in this Region of Gujarat.

The IMF expects India to grow at 7.4% in the Year 2021. Your Company is ready with all eagerness to participate in the growth of the country by providing effective solutions to its Customers. It is committed in improving the supply chain of its Customers and make them more competitive in international markets.

Your Company is debt-free and with a strong Balance Sheet is ready to invest in growth opportunities that will bring more cargo to Pipavav Port thus creating more value for the Company and employment and business opportunities for the local community in the Region. The Company continues to explore various growth options.

On behalf of the Board of Directors of the Company, I take this opportunity to thank our Shareholders for their patience and faith in us.

My colleagues on the Board join me in expressing their sincere appreciation of all our Customers and Vendors for their continuous support. Our Associate Company Pipavav Railway Corporation Limited has played a key role in the Company's performance.

Our Employees have once again demonstrated their grit and determination by enduring all the challenges and ensuring unhindered, efficient operations at the Port. I thank them for their dedication and commitment.

I also thank the State and Central Government bodies and my colleagues on the Board for their support, guidance and valuable insight.

In these challenging times, India is making efforts for faster revival of its economy through Government initiatives in commissioning of important infrastructure projects like DFC. This soon to be commissioned massive project will be a game changer for the country's Inland Logistics and will make Indian Exports more competitive in the international markets while the Imports into the country will grow owing to the large consumption economy. India continues to march ahead with certainty.

With Best Wishes,

Tejpreet Singh Chopra

Chairman

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## BOARD OF DIRECTORS

Mr. Tejpreet Singh Chopra Chairman  
 Mr. David Skov (upto 27<sup>th</sup> July 2019)  
 Ms. Hina Shah  
 Mr. Julian Bevis  
 Mr. Keld Pedersen  
 Mr. Mukesh Kumar, IAS (upto 23<sup>rd</sup> October 2019)  
 Mr. Pradeep Mallick  
 Mr. Pravin Laheri, IAS (Retd.)  
 Mr. Timothy Smith (from 19<sup>th</sup> September 2019)  
 Capt. Padmini Kant Mishra Managing Director  
 (from 24<sup>th</sup> October 2019 to 31<sup>st</sup> December 2019)  
 Mr. Jakob Friis Sorensen Managing Director  
 (from 1<sup>st</sup> January 2020)

### CHIEF FINANCIAL OFFICER

Mr. Santosh Breed

### COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Manish Agnihotri

### STATUTORY AUDITORS

Price Waterhouse Chartered Accountants LLP  
 (Firm Regn. No. 012754N/N-500016)  
 Mumbai

### REGISTRAR & SHARE TRANSFER AGENTS

KFin Technologies Private Limited  
 (formerly known as Karvy Fintech Private Limited)  
 Selenium Tower B, Plot 31-32, Financial District,  
 Nanakramguda, Serilingampally Mandal,  
 Hyderabad 500 032

## REGISTERED OFFICE

Pipavav Port, At Post Ramapara- 2 Via Rajula  
 District Amreli, Gujarat 365 560  
 CIN: L63010GJ1992PLC018106  
 Website: [www.pipavav.com](http://www.pipavav.com)  
 Tel: 02794 242400  
 Fax: 02794 242413

**NOTICE** is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of Gujarat Pipavav Port Limited (CIN:L63010GJ1992PLC018106) ('the Company') will be held on Thursday 6<sup>th</sup> August 2020 at 2.00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2020, along with the Reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2020, along with the Auditors Report thereon.
2. To declare a final dividend of Rs. 3.50 per equity share and to confirm the interim dividend of Rs. 2.10 per equity share already paid during the year, for the financial year ended 31<sup>st</sup> March 2020.
3. To appoint a Director in place of Mr. Keld Pedersen (DIN:07144184) who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, pass with or without modification(s) the following Resolution regarding the Appointment of Statutory Auditors and fix their remuneration as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 as amended from time to time, Price Waterhouse Chartered Accountants LLP (Firm Regn. No. 012754N/N-500016) be and are hereby Re-appointed as Statutory Auditors of Gujarat Pipavav Port Limited to hold office from the conclusion of this Annual General Meeting till the conclusion of the 33<sup>rd</sup> Annual General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors (including the Audit Committee) of the Company be and is hereby authorised to fix the remuneration of the Statutory Auditors."

**SPECIAL BUSINESS**

5. **Appointment of Mr. Timothy Smith (DIN: 08526373) 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. Timothy Smith (DIN: 08526373) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 19<sup>th</sup> September 2019 and who is eligible for appointment be and is hereby appointed as Director of the Company, liable to retire by rotation."

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

**Manish Agnihotri**  
**Company Secretary**  
**ACS 12045**

**Registered Office:**

Pipavav Port, At Post Rampara-2 via Rajula  
District Amreli, Gujarat 365 560  
CIN: L63010GJ1992PLC018106

Mumbai  
9<sup>th</sup> June 2020

**Notes:**

- a) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") has permitted the holding of Annual General Meeting ("AGM") through VC / OAVM, without physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The Members can attend and participate in the Company's AGM through VC/OVAM. Therefore, the Route Map for venue of the Meeting is not annexed to the Notice.
- b) The VC/OAVM facility for participation in the Company's AGM along with the facility for Remote E-voting and E-voting during the AGM is being provided by National Securities Depository Limited ('NSDL'). The VC/OAVM facility shall be open for the Members 15 minutes before the scheduled time of the AGM and shall not be closed till the expiry of 15 minutes after the conclusion of the meeting.
- c) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and the Proxy Form as well as the Attendance Slip are not annexed to the Notice.
- d) Institutional / Corporate Shareholder (i.e. other than individuals / HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG Format) of its Board or Governing body Resolution/Authorization etc., authorizing the concerned representative to attend the AGM through VC / OAVM on its behalf and to vote through Remote E-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by Email on [hsk@rathiandassociates.com](mailto:hsk@rathiandassociates.com) with copy to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited (KFin) at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
- e) The Register of Members and Share Transfer Books of the Company shall remain closed from Friday 31<sup>st</sup> July 2020 to Thursday 6<sup>th</sup> August 2020 (both days inclusive).
- f) The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations, Section 102 of the Companies Act, 2013 ("the Act") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment /re-appointment at this AGM is annexed.
- g) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

**DISPATCH OF ANNUAL REPORTS AND NOTICE OF AGM ONLY THROUGH EMAIL AND REGISTRATION OF EMAIL BY THE MEMBERS**

- h) Due to the difficulties in printing of Annual Report and in their dispatch in the currently ongoing COVID situation, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email address is registered with the Company/ Depositories. This is being done in accordance with aforesaid MCA Circulars and SEBI Circular dated May 12, 2020.
- i) **Process for those shareholders whose Email ID is not registered with the depositories for procuring user id and password and registration of Email ID for E-voting for the resolutions set out in this notice:**  
In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by Email to the Company's Registrar and Share Transfer Agent, KFin at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). In case shares are held in dematerialised mode, the Members may kindly register their Email ID with their Depository Participant.
- j) Members may kindly note the Notice of the AGM and the Annual Report 2019-20 is available on the Company's website [www.pipavav.com](http://www.pipavav.com), on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

**PROCEDURE FOR ATTENDING THE AGM THROUGH VC/OAVM**

- k) Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their Remote E-voting login credentials and selecting the EVEN for Company's AGM.



- l) Members who do not have the User ID and Password for E-voting or have forgotten the User ID and Password can either retrieve the same by following the Remote E-voting instructions mentioned in the Notice or they can use the OTP based login for logging into the E-voting system of NSDL, if their mobile number is registered with NSDL.
- m) Members are requested to join the AGM through a Laptop for better experience. They will also require camera and internet with a good speed to avoid any disturbance during the meeting. Kindly note, participants connecting through Mobile Phone, Tablets or through Laptop connected via mobile hotspot may experience audio/video loss due to fluctuation in network. Therefore, a stable Wi-Fi or LAN connection is recommended to mitigate any kind of technical glitches.
- n) The VC/OAVM facility being provided through NSDL has ability to provide access to 1000 members on a first come first serve basis. But large shareholders holding more than 2% shares, Promoter, Key Managerial Personnel and Chairman of various Board Sub-committees can attend the AGM without any restriction of first come first serve.
- o) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- p) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and E-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send an email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact NSDL officials Mr. Pratik Bhatt at designated email ID: [pratikb@nsdl.co.in](mailto:pratikb@nsdl.co.in) or at telephone nos.: +91-22-24994738, or Ms. Sarita Mote at designated email ID: [saritam@nsdl.co.in](mailto:saritam@nsdl.co.in) or at telephone nos. : +91-22-24994890

#### **PROCEDURE TO ASK QUESTIONS/ SEEK CLARIFICATION REGARDING THE ANNUAL REPORT**

- q) In view of the AGM being conducted through VC/ OAVM and to enable efficient and structured two way communication, the Members interested in expressing their views or asking questions are requested to kindly register themselves by sending their email at [investorrelationinppv@apmterminals.com](mailto:investorrelationinppv@apmterminals.com) from 9.00 AM on Wednesday 29<sup>th</sup> July 2020 and latest by 5.00 PM IST on Friday 31<sup>st</sup> July 2020. The email should include their name, their DP ID and Client ID or Folio No as the case may be, their PAN, their Email and mobile number and the statement they would like to make at the AGM or the question they would like to ask at the AGM. This would enable the Company to provide an appropriate response to their statement/question. Kindly note only those Members who have registered themselves by sending the email within the stipulated period shall be allowed to speak at the AGM.
- r) In view of paucity of time, the Company reserves its right to restrict the number of speakers/ questions as appropriate, in order to ensure smooth and efficient conduct of the AGM.

#### **PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM**

- s) In compliance with the provisions of Section 108 of Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other statutory provisions, as applicable, the Members are provided with the facility to cast their vote electronically, through Remote E-voting by NSDL on all resolutions set forth in this Notice convening the AGM.
- t) The Remote E-voting shall commence from **Monday, 3<sup>rd</sup> August 2020 (9.00 a.m. IST)** and ends on **Wednesday, 5<sup>th</sup> August 2020 (5.00 p.m. IST)**. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the Cut-off date being Thursday 30<sup>th</sup> July 2020, may cast their vote by electronic means. The Remote E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Members who have not cast their votes during Remote E-voting, shall be eligible to cast their vote through Remote E-voting during the AGM.
- u) Any person, who acquires shares of the Company and becomes a Member after the AGM Notice has been sent and is holding shares as of the Cut-off date i.e., 30<sup>th</sup> July 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for Remote E-voting then he/she can use his/her existing User ID and password for casting the vote.
- v) Mr. Himanshu Kamdar (Membership No. FCS 5171, CP No. 3030) and in case of his inability Mr. Jayesh Shah (Membership No. 5637, CP No. 2535) of Rathi and Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.

- w) The Scrutinizer shall unblock the votes in presence of at least two witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman or to such other person as may be authorised by the Chairman. The Company shall also submit the Scrutinizer's Report to the Stock Exchanges within Forty-eight hours of conclusion of the AGM.
- x) The Results declared along with the Scrutinizer's Report will be available on the Company's website [www.pipavav.com](http://www.pipavav.com) and on NSDL's website <https://www.evoting.nsdl.com>
- y) The resolution(s) shall be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the Resolution(s).
- z) The Procedure and Instruction to Members for Remote E-voting is as follows:

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF AGM ARE:**

1. The procedure for E-voting on the day of the AGM is same as the instructions mentioned above for Remote E-voting.
2. Only those Members/ shareholders, present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through Remote E-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting system in the AGM.
3. Members who have voted through Remote E-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for E-voting on the day of the EGM/AGM shall be the same person mentioned for Remote E-voting.



## OTHER INFORMATION FOR THE MEMBERS

1. If the Final Dividend recommended by the Board of Directors is approved at the AGM, the payment of such dividend will be made on or after 7<sup>th</sup> August 2020, within the stipulated time limit as under:
  - (i) To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on 30<sup>th</sup> July 2020.
  - (ii) To all Members holding shares in physical form after giving effect to share transmission or transposition requests received as of the close of business hours on 30<sup>th</sup> July 2020.
2. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder and for transmission / transposition of shares. Members are requested to submit the PAN details to their Depository Participant (DP) in case of holdings in dematerialised form or to KFin in case of holdings in physical form, mentioning your correct reference folio number.
3. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. The Members can contact KFin for assistance in this regard.
4. Members who have not updated their bank details with the DP are requested to do so in order to enable the Company to execute NEFT/ Electronic Transfer of Dividend amount to their bank account to eliminate all risks associated with physical dividend warrants. Members holding shares in physical mode can register their bank details with KFin to execute NEFT/ Electronic Transfer of Dividend amount.
5. In order to support the 'Green Initiative', Members who have not yet registered their email address are requested to register it with their Depository Participants if the shares are held in electronic mode and with KFin if the shares are held in physical form. As part of Green Initiative, it will enable the Company to send Annual Report in electronic form by email.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Effective 1<sup>st</sup> April 2020, the dividend amount is taxable in the hands of shareholders and the Company is required to deduct tax at source before payment of dividend amount to the shareholders. The shareholders may refer to the tax rates applicable to them and in case no tax is deductible then they need to submit the relevant Declaration Form in Form 15G/ 15H to ensure that no tax is deducted. In case lower tax is deductible then too they need to submit the necessary documents. These Declaration Forms should be submitted to KFin on [Einward.ris@kfintech.com](mailto:Einward.ris@kfintech.com) by 25<sup>th</sup> July 2020 failing which the applicable tax amount shall be deducted. The Shareholders can update their PAN and Bank details with the Depositories if the shares are held in dematerialised form and with KFin if the shares are held in physical form.
8. The details of Unclaimed/Unpaid Dividend of the Members until the Company's AGM held on 8<sup>th</sup> August 2019 have been displayed under the Investors Section on the Company's website [www.pipavav.com](http://www.pipavav.com) These have been also submitted to IEPF on its website [www.iepf.gov.in](http://www.iepf.gov.in)
9. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members holding shares in physical form can nominate a person in respect of the shares held by them by filing Form SH-13 with KFin. Members holding shares in dematerialised form can approach their Depository Participant.
10. For redressal of investor grievances, Members can write to the Company on [investorrelationinppv@apmterminals.com](mailto:investorrelationinppv@apmterminals.com)

**STATEMENT SETTING OUT MATERIAL FACTS UNDER SECTION 102 OF THE COMPANIES ACT, 2013****Item no. 4**

Price Waterhouse Chartered Accountants LLP (Firm Regn. No. 012754N/N-500016) are proposed to be Re-appointed as Statutory Auditors of the Company for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the 33<sup>rd</sup> Annual General Meeting.

Pursuant to the requirements under Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018 to provide the details of Re-appointment, the Company proposes to pay Fees of Rs. 4.95 Million plus applicable taxes and reimbursements at actuals, to the Statutory Auditors. During the tenure of the auditors, the Board of Directors (including the Audit Committee) may review the amount of fees from time to time as they may deem fit.

**Item no. 5**

The Board of Directors had approved the Appointment of Mr. Timothy Smith (DIN: 08526373) as Additional Director of the Company with effect from 19<sup>th</sup> September 2019. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Smith holds the office of Director upto the date of the Annual General Meeting. Mr. Smith is eligible for being appointed as Director of the Company liable to retire by rotation. The Company has received intimation for appointment of Mr. Timothy Smith as Director.

Mr. Smith has been Regional CEO of APM Terminals for Asia. He has worked in the Container Shipping Industry for over 30 years, for much of that time in Asia, including 18 years living in Hong Kong. Initially with P&O Containers and then P&O Nedlloyd, Mr. Smith has been with the AP Moller Maersk Group since their acquisition of P&O Nedlloyd in Year 2005. He has held various positions in the Group including CEO of North Asia for Maersk Line which contributed 35% of global Maersk Line volume. In the year 2015, Mr. Smith was appointed Chairman of Maersk China and Chief Group Representative for North Asia reporting to Maersk Group CEO wherein he was responsible to maximize the Group's commercial opportunities across all its various business units in Asia Region, as well as for risk management and compliance, and leadership development. In March 2018, Mr. Smith became Chief Executive, Asia Region for APM Terminals. He is responsible for 17 Terminals in the Region, as well as for Sales/Marketing of APMT's Global Network of Terminals to Asian customers.

Mr. Smith currently based in Hongkong is a British citizen. He has graduated from University of Oxford with a BA (Hons) first class in Geography in the Year 1985.

A brief profile of Mr. Smith in terms of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided at the end of this Notice.

The Board of Directors believe that Mr. Smith's knowledge and experience of Terminals and Shipping in the Asia Region will be of immense value to the Company and hence recommend the Resolution for your approval.

Except Mr. Timothy Smith and his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolutions as set out in Item No. 5 of this Notice. This Explanatory Statement may also be regarded as Disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.