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# ■ Share Holder Agreement PPP

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- This agreement is made and entered into on this 28<sup>th</sup> day of March, 2001 at New Delhi by and
  - Between: The president of India acting through Executive Director, Perspective Planning, Railway Board of the Ministry of Railways, Government of India, Rail Bhawan, New Delhi (hereinafter referred to as “MOR” which expression shall, unless repugnant to the context and meaning thereof, include its successors in office, representatives, and permitted assigns of the  
**FIRST PART**

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■ ■ And:

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Gujarat Pipavav Port Limited, a public limited company incorporated under the companies Act, 1956, and having its registered office at B-1, Maharaja Palace, University Road, Navrangpura, Ahmedabad-380009, India (hereinafter referred to as “GPPL” which expression shall, unless repugnant to the context and meaning thereof, include its successors in business and permitted assigns) of the Second Part.

Each being referred to as a “Party” or A”Shareholder” and jointly as the “Parties” or the “Shareholders”.

# Definitions and Interpretations

- ACT
- Agreement
- Budget
- Business
- Business Day
- Cash call
- Chairman
- Civil Works
- Commercial Operations Date COD
- Concession Period

# Contd..

- Date of Execution
- Director
- Financial Investor
- Financial Year
- Governmental Authority
- Law
- Participation Agreement
- Port
- Project
- Project Cost
- Share
- Shareholders

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# ■ Shareholder Warranties

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- GPPL Warranties
  - GPPL warrants to MOR

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# ■ Shareholder Warranties

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- MOR Warranties
  - MOR warrants to GPPL

# ■ Scope and Conduct of Business

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- Scope of Business
- Conduct of Business
- Consents





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# ■ Share Capital

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# ■ Management of the Company

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# ■ Board of Directors

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- Appointment of Directors
- Meetings of the Board
- Conduct of Directors
- Acknowledgement of company
- Chairman
- Chief Executive Officer

# Meetings of the Shareholders

- Annual General Meeting (AGM)
- Extraordinary General Meeting (EGM)
- Quorum



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# Capital calls and funding arrangements

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# ■ Defaults in funding

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# Accounting and Financial Matters

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# ■ Pertaining to Lock in of shares

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# Provisions pertaining to assignment pledge and transfer of shares



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# Confidentiality and Intellectual property rights

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# Effective Date, Term and Termination

- Effective Date
- Term
- Termination



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# ■ Public Announcement

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# ■ Notices

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- Notice Requirements
- Delivery

# COSTS

- Each Party shall pay its own costs and expenses in connection with the negotiation of this Agreement

# ■ Partial Validity

- If a provision is void, unenforceable or illegal, but would be valid if some part of the provision were deleted, the provision in question shall apply with such minimum modification as may be necessary to make it valid.

# ■ Further Assurance

- Each party shall do all things required to give effect to its obligations under this Agreement including executing all deeds and documents, convening all meetings, giving all waivers and consents, passing resolutions and otherwise exercising all powers and rights available to it.





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# Shareholders Agreement, the memorandum and Articles

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# ■ No Partnership

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- Nothing in this agreement is deemed to constitute a partnership between any of the parties nor, impose any partnership obligation or liability upon any Party.

# Counterparts

- This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same agreement, and any party may enter into this agreement by executing a counterpart.

# ■ Whole Agreement

- This Agreement contains the whole agreement between the parties relating to the project and supersedes all previous agreements and understandings between the parties in so far as these relate to the subject matter hereof.

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# ■ Compliance with Law

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# ■ Several Obligations

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# Settlement of Disputes through Good faith negotiations and conciliation



# Arbitration







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# ■ Governing Law & Jurisdiction

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# Language

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# Amendments

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