

Annexure A

Details of the Agenda and Agenda-wise voting:

1. Adoption of Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and the Reports of the Auditors and Directors thereon.

Resolution required: **Ordinary Resolution**

Mode of Voting: **Remote E-voting and voting through ballot process at the AGM**

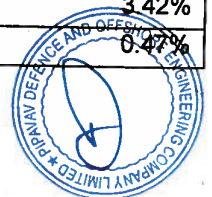
Promoter/Public	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31,10,00,828	31,10,00,828	100.00%	31,10,00,828	NIL	100.00%	NIL
Public – Institutional holders	12,68,27,398	7,51,48,560	59.25%	7,51,48,560	NIL	100.00%	NIL
Public-Others	29,83,78,043	6,23,985	0.21%	6,23,855	130	99.98%	0.02%
Total	73,62,06,269	38,67,73,373	52.54%	38,67,73,243	130	100%	NIL

2. Re-appointment of Mr. Nikhil Gandhi as Director retiring by rotation.

Resolution required: **Ordinary Resolution**

Mode of Voting: **Remote E-voting and voting through ballot process at the AGM**

Promoter/Public	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31,10,00,828	31,10,00,828	100.00%	31,10,00,828	NIL	100.00%	NIL
Public – Institutional holders	12,68,27,398	7,51,48,560	59.25%	7,33,46,543	18,02,017	97.60%	2.40%
Public-Others	29,83,78,043	6,23,985	0.21%	6,02,664	21,321	96.58%	3.42%
Total	73,62,06,269	38,67,73,373	52.54%	38,49,50,035	18,23,338	99.53%	0.47%



3. Appointment of M/s. Pathak H. D. & Associates, Chartered Accountants as Statutory Auditors of the Company in place of M/s. GPS & Associates, retiring Statutory Auditors to hold office from the conclusion of the 18th Annual General Meeting until the conclusion of the 23rd Annual General Meeting and determination of their remuneration.

Resolution required: **Ordinary Resolution**

Mode of Voting: **Remote E-voting and voting through ballot process at the AGM**

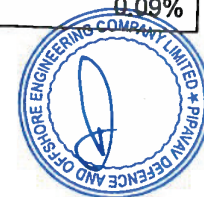
Promoter/Public	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31,10,00,828	31,10,00,828	100.00%	31,10,00,828	NIL	100.00%	NIL
Public – Institutional holders	12,68,27,398	7,51,48,560	59.25%	7,02,33,682	49,14,878	93.46%	6.54%
Public-Others	29,83,78,043	6,23,985	0.21%	6,23,850	135	99.98%	0.02%
Total	73,62,06,269	38,67,73,373	52.54%	38,18,58,360	49,15,013	98.73%	1.27%

4. Increase in Authorised Share Capital of the Company from Rs. 10,00,00,00,000/- (Rupees One Thousand Crore only) to Rs. 1,50,00,00,00,000/- (Rupees Fifteen Thousand Crore only).

Resolution required: **Ordinary Resolution**

Mode of Voting: **Remote E-voting and voting through ballot process at the AGM**

Promoter/Public	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31,10,00,828	31,10,00,828	100.00%	31,10,00,828	NIL	100.00%	NIL
Public – Institutional holders	12,68,27,398	7,51,48,560	59.25%	7,48,00,644	3,47,916	99.54%	0.46%
Public-Others	29,83,78,043	6,23,915	0.21%	6,23,212	703	99.89%	0.11%
Total	73,62,06,269	38,67,73,303	52.54%	38,64,24,684	3,48,619	99.91%	0.09%



5. Increase in limit of foreign investment by RFPI, QFI, FII, FVCI to 49%.

Resolution required: **Special Resolution**

Mode of Voting: **Remote E-voting and voting through ballot process at the AGM**

Promoter/Public	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31,10,00,828	31,10,00,828	100.00%	31,10,00,828	NIL	100.00%	NIL
Public – Institutional holders	12,68,27,398	7,51,48,560	59.25%	7,51,48,560	NIL	100.00%	NIL
Public-Others	29,83,78,043	6,23,985	0.21%	6,23,825	160	99.97%	0.03%
Total	73,62,06,269	38,67,73,373	52.54%	38,67,73,213	160	100.00%	NIL

6. Allocation of foreign shareholding limit under PIS route for investment in the Company.

Resolution required: **Ordinary Resolution**

Mode of Voting: **Remote E-voting and voting through ballot process at the AGM**

Promoter/Public	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31,10,00,828	31,10,00,828	100.00%	31,10,00,828	NIL	100.00%	NIL
Public – Institutional holders	12,68,27,398	7,51,48,560	59.25%	7,51,48,560	NIL	100.00%	NIL
Public-Others	29,83,78,043	6,23,985	0.21%	6,23,704	281	99.95%	0.05%
Total	73,62,06,269	38,67,73,373	52.54%	38,67,73,092	281	100.00%	NIL



7. Issue of Equity Shares to CDR Lenders.

Resolution required: **Special Resolution**

Mode of Voting: **Remote E-voting and voting through ballot process at the AGM**

Promoter/Public	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31,10,00,828	31,10,00,828	100.00%	31,10,00,828	NIL	100.00%	NIL
Public – Institutional holders	12,68,27,398	7,51,48,560	59.25%	7,48,00,644	3,47,916	99.54%	0.46%
Public-Others	29,83,78,043	6,23,888	0.21%	6,23,364	524	99.92%	0.08%
Total	73,62,06,269	38,67,73,276	52.54%	38,64,24,836	3,48,440	99.91%	0.09%

8. Approval of Remuneration of Mr. Bhavesh Gandhi (DIN: 00030623), Executive Vice Chairman of the Company.

Resolution required: **Special Resolution**

Mode of Voting: **Remote E-voting and voting through ballot process at the AGM**

Promoter/Public	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31,10,00,828	31,10,00,828	100.00%	31,10,00,828	NIL	100.00%	NIL
Public – Institutional holders	12,68,27,398	69,62,980	5.49%	69,62,980	NIL	100.00%	NIL
Public-Others	29,83,78,043	6,23,915	0.21%	5,94,771	29,144	95.33%	4.67%
Total	73,62,06,269	31,85,87,723	43.27%	31,85,58,579	29,144	99.99%	0.01%



CONSOLIDATED SCRUTINIZER'S REPORT
*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of Companies (Management and Administration) Rules, 2014]*

To,
The Chairman,
18th Annual General Meeting,
Pipavav Defence and Offshore Engineering Company Limited

Respected Sir,

Sub.: Consolidated Scrutinizer's Report of Resolutions passed through Remote E-Voting Process and by voting through ballot process at the 18th Annual General Meeting ('AGM') of Pipavav Defence and Offshore Engineering Company Limited ('the Company') held on 30th September, 2015.

1. I, CS Sandhya Malhotra, Company secretary in practice and Proprietor, M/s. SRM & Co., Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
 - a. Scrutinizing the remote e-voting process in terms of the provisions of Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014;
 - b. Conducting and scrutinizing voting conducted through ballot process at the AGM for the members of the Company who could not cast their votes by using remote e-voting facilities;

for approving the resolutions as mentioned under item numbers 1 to 8 as set out in the notice of the 18th Annual General Meeting ('AGM') of the members of the Company dated 14th August, 2015 ('Notice').

2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through ballot process at the AGM on the resolutions described in the Notice. My responsibility as a Scrutinizer for the remote e-voting process and voting through ballot process at the AGM was restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private



- Limited ('Karvy') the agency engaged by the Company for providing remote e-voting facility and voting through ballot process at the AGM.
3. The Notice alongwith Statement setting out material facts under Section 102 of the Act was dispatched to the members through courier and also e-mailed on Friday, 4th September, 2015. The Notice was dispatched on the basis of Register of Members made available by the Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on close of working hours on Wednesday, 26th August, 2015.
 4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the Notice and provision for remote e-voting facility in the English newspaper "Financial Express" and Gujarati newspaper "Saurashtra Samachar" on Tuesday, 8th September, 2015.
 5. In terms of the Notice, voting through electronic means was kept open for 5 (Five) days from Friday, 25th September 2015 (09:00 am) to Tuesday, 29th September 2015 (05:00 p.m.).
 6. The voting rights of members were considered in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, 23rd September, 2015.
 7. As required under the said rules, after the closure of the voting at the AGM, the votes cast through ballot process were counted, thereafter the votes cast under remote e-voting facility were unblocked in the presence of two witnesses who are not in employment with the Company. Appropriate procedure was followed to ensure that only votes by members, who could not vote through remote e-voting process but voted at the AGM, were taken into consideration.
 8. Summary of the remote e-voting and voting through ballot process at the AGM is as follows:





Resolution No. 1

Particulars	Number of members voted				Votes			Valid Votes	
	Total	Valid	For	Against	Total	Valid	In favour	Against	
Voting at the AGM through ballot process	6	6	6	0	258275	258275	258275	0	
E-voting	155	155	152	3	386515098	386515098	386514968	130	
Total	161	161	158	3	386773373	386773373	386773243	130	
Result: May be considered passed with requisite majority.									

Resolution No. 2

Ordinary Resolution for appointment of a Director in place of Mr. Nikhil Gandhi (DIN 00030560) who retires by rotation and being eligible, offers himself for re-appointment.									
Particulars	Number of members voted				Votes			Valid Votes	
	Total	Valid	For	Against	Total	Valid	In favour	Against	
Voting at the AGM through ballot process	6	6	6	0	258275	258275	258275	0	
E-voting	155	155	137	18	386515098	386515098	384691760	18233338	
Total	161	161	143	18	386773373	386773373	384950035	18233338	
Result: May be considered passed with requisite majority.									





Resolution No. 3

Particulars	Ordinary Resolution for Appointment of M/s. Pathak H.D. & Associates, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of the 18 th Annual General Meeting until the conclusion of the 23 rd Annual General Meeting and determination of their remuneration.									
	Number of members voted					Votes				
	Total	Valid	For	Against	Total	Valid	In favour	Against	Total	Valid
Voting at the AGM through ballot process	6	6		0	258275	258275	258275	0		
E-voting	155	155	140	15	386515098	386515098	381600085	4915013		
Total	161	161	146	15	386773373	386773373	381858360	4915013		
Result: May be considered passed with requisite majority.										

Resolution No. 4

Particulars	Special Resolution for Increase in the Authorized Share Capital of the Company.									
	Number of members voted					Votes				
	Total	Valid	For	Against	Invalid	Total	Valid	Invalid	In favour	Against
Voting at the AGM through ballot process	1	6	6	0	0	258275	258275	0	258275	0
E-voting	155	155	146	8	1	386515098	386515028	70	386166409	348619
Total	161	161	152	8	1	386773373	386773303	70	386424684	348619
Result: May be considered passed with requisite majority.										





Resolution No. 5

Special Resolution for Increase in limit of Foreign Investment in the Company by RFPI, QFI, FII, FVCI to 49%									
Particulars	Number of members voted				Votes			Valid Votes	
	Total	Valid	For	Against	Total	Valid	In favour	Against	
Type of Voting									
Voting at the AGM through ballot process	6	6	6	0	258275	258275	258275	0	0
E-voting	155	155	150	5	386515098	386515098	386514938	160	160
Total	161	161	156	5	386773373	386773373	386773213	160	160
Result: May be considered passed with requisite majority.									

Resolution No. 6

Particulars	Ordinary Resolution for Allocating the foreign shareholding limit under the PIS route in the Company									
Type of Voting	Number of members voted				Votes			Valid Votes		
	Total	Valid	For	Against	Total	Valid	In favour	Against		
Voting at the AGM through ballot process	6	6	6	0	258275	258275	258275		0	
E-voting	155	155	149	6	386515098	386515098	386514817		281	
Total	161	161	155	6	386773373	386773373	386773092		281	
Result: May be considered passed with requisite majority.										





Resolution No.7

Special Resolution for Issue of Equity Shares to CDR Lenders										
Particulars	Type of Voting	Number of members voted				Votes			Valid Votes	
		Total	Valid	For	Against	Invalid	Total	Valid	In favour	Against
	Voting at the AGM through ballot process	6	6	6	0	0	258275	258275	258275	0
	E-voting	155	155	146	8	1	386515071	386515001	386166561	348440
	Total	161	161	152	8	1	386773346	386773276	386424836	348440
Result: May be considered passed with requisite majority.										





Resolution No.8

Particulars	Special Resolution for approval of Remuneration of Mr. Bhavesh Gandhi (DIN 00030623) Executive Vice Chairman of the Company									
	Number of members voted					Votes				
Type of Voting	Total	Valid	For	Against	Invalid	Total	Valid	Invalid	In favour	Against
Voting at the AGM through ballot process	6	6	6	0	0	258275	258275	0	258275	0
E-voting	155	155	129	19	7	386515098	318329448	68185650	318300304	29144
Total	161	161	135	19	7	386773373	318587723	68185650	318558579	29144
Result: May be considered passed with requisite majority.										



The Registers, all other papers and relevant records referred to in Rule 20(3) of the Companies (Management and Administration) Rules, 2014, relating to remote e-voting and voting at the AGM by ballot process shall remain in my custody until the Chairman considers, approves and signs the minutes of the AGM and the same will be handed over to the Corporate Counsel and Company Secretary of the Company for safe keeping thereafter.

For M/s SRM & Co.
Company Secretaries



CS Sandhya Malhotra
Proprietor

Place: Mumbai
Date: 30th September, 2015

M. No. FCS 6715 C.P. No. 9928

I, **Bhavesh P. Gandhi**, the Chairman of the 18th Annual General Meeting ('AGM') (except for item no. 2 and 8) of Pipavav Defence and Offshore Engineering Company Limited, hereby declare that all the resolutions described in the Notice convening the 18th AGM dated August 14, 2015 have been passed with requisite majority. Details of the number of votes cast for and against each of the resolutions, invalid votes are mentioned in the Scrutinizer's Report.



Bhavesh Gandhi

Place: Rajula

Date: September 30, 2015