### **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	E2 E40/				0.02%
Total	70,02,00,203	30,07,73,373	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	% 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%	(/)-[(3)/(2)] 100 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%	
Total	73,62,06,269	20 67 72 272				90.56%	3.42%
Total	73,02,00,209	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 18<sup>th</sup> Annual General Meeting until the conclusion of the 23<sup>rd</sup> 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	% of Votes against on votes polled
Promoter and	31,10,00,828	(2) 31,10,00,828	(3)=[(2)/(1)]*100	(4)	(5)	polled (6)=[(4)/(2)]*100	
romoter Group ublic – Institutional	12,68,27,398		100.00%	31,10,00,828	NIL	100.00%	(7)=[(5)/(2)]*100
olders		7,51,48,560	59.25%	7,02,33,682	49,14,878	93.46%	6.54
ublic-Others	29,83,78,043	6,23,985	0.21%	6,23,850			0.52
otal	73,62,06,269	38,67,73,373	52.54%		135	99.98%	0.02
····			02.5478	38,18,58,360	49,15,013	98.73%	1.2

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	% of Votes against on votes polled
December	(1)	(2)	(3)=[(2)/(1)]*100	(4)		polled	votes bolled
Promoter and Promoter Group	31,10,00,828	31,10,00,828	100.00%	(4) 31,10,00,828	(5) NIL	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Public – Institutional olders	12,68,27,398	7,51,48,560	59.25%	7,48,00,644		100.00%	N
			30.20%	7,40,00,644	3,47,916	99.54%	0.46
ublic-Others	29,83,78,043	6,23,915	0.21%	0.00.010			0.46
otal	73,62,06,269	38,67,73,303		6,23,212	703	99.89%	0.44
	, -, -, -, -, -, -, -, -, -, -, -, -, -,	00,07,73,303	52.54%	38,64,24,684	3,48,619	99.91%	0.11

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%





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### **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, 18<sup>th</sup> 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;
  - 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 evoting facilities;

for approving the resolutions as mentioned under item numbers 1 to 8 as set out in the notice of the 18<sup>th</sup> Annual General Meeting ('AGM') of the members of the Company dated 14<sup>th</sup> 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.



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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, 23<sup>rd</sup> 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 evoting 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

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Page 3



Statements of the Company for the Financial year ended March 31, 2015 along with Reports of the Ordinary Resolution for adoption of Audited Standalone and Audited Consolidated Financial 130 130 0 Against Valid Votes 258275 386514968 386773243 In favour 386515098 386773373 258275 Valid Votes 386515098 386773373 258275 Total 3 3 0 Against Result: May be considered passed with requisite majority. 158 Number of members voted 152 For Auditors and Directors' thereon. Valid 155 161 Total 155 161 9 Type of Voting ballot process Voting at the AGM through E-voting **Particulars** Total

Resolution No. 2

	Ordinal	ry Resolution	for appoint	nent of a	Director in pla	Ordinary Resolution for appointment of a Director in place of Mr. Nikhil Gandhi (DIN 00030560)	il Gandhi (DIN	(09505000
Particulars	who ret	tires by rotat	ion and being	eligible, c	offers himself	who retires by rotation and being eligible, offers himself for re-appointment.	nent.	Coccesso
Type of Voting		Number of 1	Number of members voted	q	N.	Votes	Valid	Valid Votes
	Total	Valid	For	Against	Total	Valid	In favour	Against
Voting at the AGM through ballot	9	9	9	0	258275	258275	258275	703, Rose BafRum, 1
E-voting	155	155	137	18	386515098	386515098 386515098	384691760	that State of the
Total	161	161	143		386773373	18 386773373 386773373	1	1823338
Result: May be considered passed with requisite majority.	nsidered	passed with	requisite maj					- 40



SRM COMPANY S			
ccountants 18 <sup>th</sup> Annual nination of	Votes	Against	0

Resolution No. 3								
Particulars	Ordina as Stat Genera	Ordinary Resolution as Statutory Audito General Meeting un	on for Appoir tors of the C intil the conc	ntment of l company to lusion of ti	M/s. Pathak H o hold office he 23 <sup>rd</sup> Annual	.D. & Associate from the cond I General Meet	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 <sup>th</sup> Annual General Meeting until the conclusion of the 23 <sup>rd</sup> Annual General Meeting and determination of their remuneration.	ccountants 18 <sup>th</sup> Annual nination of
Type of Voting		Number of	Number of members voted	pa	JA N	Votes	Valid Votes	Votes
	Total	Valid	For	Against	Total	Valid	In favour	Against
Voting at the AGM through ballot	9	9	9	0	258275	258275	258275	0
process								
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.	sidered	passed with	requisite ma	jority.				

## Resolution No. 4

		703 Bai	022-25 www.s	53630 rmoffi	ice.	con	al Garden City	India
	Valid Votes	Against			_	_	Page 4 0608, Mahashtra,	
any.	Valic	In favour	258275		- 1	386424684		
f the Comp		Invalid	0	I	70	70	10 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	Poem Secre
crease in the Authorized Share Capital of the Company.	Votes	Valid	258275		386515028	386773303		
e Authorized S		Total	258275		386515098	386773373	rity.	
se in th	per	Invalid	0		1	1	ite majo	×
or Increa	nbers voted	Against	0		8	8	th requis	
ution f	of men	For	9		146	152	sed wil	
Special Resolution for In	Number of members	Valid	9		155	161	ered pas	
Speci		Tota	- 9		155	161	onside	
Particulars	Type of Voting		Voting at the	AGM through ballot process	E-voting	Total	Result: May be considered passed with requisite majority.	



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Particulars	Special Re	esolution for I	Increase in lir	nit of Fore	ign Investme	it in the Comp	Special Resolution for Increase in limit of Foreign Investment in the Company by RFPI, QFI, FII, FVCI	FI, FII, FVCI
	to 49%				ı	ı	•	
Type of Voting		Number of m	Number of members voted		JA	Votes	Valid	Valid Votes
	Total	Valid	For	Against	Total	Valid	In favour	Against
Voting at the	9	9	9	0	258275	258275	258275	0
AGM through							7	
ballot process								
E-voting	155	155	150	5	386515098	386515098	386514938	160
Total	161	161	156	5	386773373	386773373 386773373 386773213	386773213	160
Result: May be considered passed with requisite majority.	considered	passed with	requisite maj	ority.				

Resolution No. 5

# Resolution No. 6

<b>Particulars</b>	Ordinary	Resolution 1	for Allocatin	g the fore	eign sharehol	ding limit un	Ordinary Resolution for Allocating the foreign shareholding limit under the PIS route in the	oute in the
	Company							
Type of Voting		Number of m	Number of members voted		N	Votes	Valid	Valid Votes
	Total	Valid	For	Against	Total	Valid	In favour	Against
Voting at the	9	9	9	0	258275	258275	258275	3, Ro Ikun O
AGM through								,
ballot process				5000				
E-voting	155	155	149	9	386515098	386515098	386514817	281
Total	161	161	155	9	386773373	6 386773373 386773373 386773092	386773092	281 Sun
av be c	onsidered	passed with r	Result: May be considered passed with requisite majority	ority.		-		



Resolution No.7

Against

In favour

258275

Valid Votes

348440 348440

386424836 386166561

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<b>Particulars</b>										
	Specia Vice Cl	Special Resolution for approva Vice Chairman of the Company	ion for of the Cα	approva ompany	l of Rem	Special Resolution for approval of Remuneration of Mr. Bhavesh Gandhi (DIN 00030623) Executive Vice Chairman of the Company	Mr. Bhavesh G	andhi (DIN (	)0030623) Ex	ecutive
Type of		Number	of mem	Number of members voted	q		Votes		Valid Votes	otes
Voting	Total	Valid	For	Against	Against Invalid	Total	Valid	Invalid	In favour	Against
Voting at the	9	9	9	0	0	258275	258275	0	258275	0
ballot process										,
E-voting	155	155	129	19	7	386515098	318329448	68185650	318300304	29144
Total	161	161	135	19	7	386773373	386773373 318587723	68185650	318558579 29144	29144
Result: May be considered passed with requisite majority.	e consid	ered pas	sed witl	h requisi	te majori	ity.				

Resolution No.8

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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.

I, **Bhavesh P. Gandhi**, the Chairman of the 18<sup>th</sup> 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 18<sup>th</sup>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

For M/s SRM& Co.
Company Secretaries

CS Sandhya Malhorra

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

Place: Mumbai

Date: 30th September, 2015

Bhayesh Gandhi

Report.

Place: Rajula

Date: September 30, 2015