



### Declaration of results of Resolutions passed through Postal Ballot

1. The Notice dated January 18, 2016 together with Postal Ballot form and E-voting communication was sent to Members of the Company for seeking their consent to the businesses listed therein, by Postal Ballot (which includes electronic voting) pursuant to Section 110 of the Companies Act, 2013 read with the Rules made thereunder.
2. Shri Anil Lohia, Chartered Accountant, appointed as Scrutinizer by the Board of Directors has submitted his report dated February 29, 2016 on postal ballot received from the Members (which includes electronic voting) to the Chairman of the Company.
3. I hereby declare the results today, i.e. February 29, 2016 based on the report submitted by the Scrutinizer, stating that the following resolutions have been passed through Postal Ballot (including electronic voting) with requisite majority as follows:

### Summary of Postal Ballot results of PDOC

Sr. No.	Business Items	Votes FOR		Votes AGAINST	
		No of votes	% of valid votes	No of votes	% of valid votes
1	Ordinary Resolution for Promoters of the Company	56,56,72,682	99.9999	402	0.0001
2	Special Resolution to change of Name of the Company	56,56,72,486	99.9999	598	0.0001
3	Special Resolution to adopt new Articles of Association of the Company.	56,40,40,037	99.7113	16,33,047	0.2887
4	Ordinary Resolution to appoint Shri Anil D. Ambani as non-retiring Director.	56,41,46,031	99.7300	15,27,053	0.2700
5	Ordinary Resolution to appoint Shri Amitabh Jhunjhunwala as non-executive Director.	56,56,73,004	100	80	0.0000
6	Special Resolution to appoint Vice Admiral (Retd.) H S Malhi as Whole-time Director and Chief Executive Officer.	50,56,80,502	99.6990	15,26,683	0.3010
7	Ordinary Resolution to appoint Shri Rahul Sarin as an Independent Director	56,56,73,004	100	80	0.0000
8	Ordinary Resolution to appoint Air Chief Marshal (Retd.) Fali Homi Major as an Independent Director	56,56,73,084	100	0	0.0000
9	Ordinary Resolution to appoint Lt Gen (Retd.) Syed Ata Hasnain as an Independent Director	56,56,73,084	100	0	0.0000
10	Ordinary Resolution to appoint Ms Ryna Karani as an Independent Director	56,56,73,084	100	0	0.0000
11	Ordinary Resolution to appoint Shri Rajendra Chitale as an Independent Director	56,56,73,004	100	80	0.0000

### PIPAVAV DEFENCE AND OFFSHORE ENGINEERING COMPANY LIMITED

CIN: L35110GJ1997PLC033193

CORP. OFFICE: H BLOCK, 1<sup>st</sup> FLOOR, DHIRUBHAI AMBANI KNOWLEDGE CITY, NAVI MUMBAI – 400 710, INDIA.

REGD. OFFICE / E.O.U.: PIPAVAV PORT, POST UCCHAIYA, VIA-RAJULA, DIST. AMRELI, PIN – 365 560. GUJARAT. INDIA. TEL: +91 2794 305000 FAX: +91 2794 305100

Website: [www.pipavavdoc.com](http://www.pipavavdoc.com)

12	Special Resolution for borrowing limits of the Company	56,24,84,443	99.4363	31,88,641	0.5637
13	Special Resolution for issue of Securities to Qualified Institutional Buyers	56,08,51,799	99.1477	48,21,285	0.8523

The Scrutinizer's Report is attached as annexure to this declaration of results.



Vice Admiral (Retd.) H. S. Malhi

Designation: Whole-time Director and Chief Executive Officer

Date: February 29, 2016

Encl: As mentioned

## dayal and lohia

chartered accountants

February 29, 2016

The Chairman,  
Board of Directors,  
Pipavav Defence and Offshore Engineering Company Limited,  
Pipavav Port, Post Ucchaiya,  
Via-Rajula, Dist. Amreli,  
Pin 365 560, Gujarat, India.

Dear Sir,

### Report on Postal Ballot

This has reference to my appointment as Scrutinizer by the Board of Directors of the Company at their meeting held on January 18, 2016 in terms of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, for voting by Electronic means and Postal Ballots received, in respect of the Notice dated January 18, 2016 issued by **Pipavav Defence and Offshore Engineering Company Limited ('the Company')** to all the shareholders of the Company.

In this connection, I hereby submit my report as under:

1. The Company had sent Postal Ballot Forms (PBFs) along with Notice pursuant to Section 110 of the Companies Act, 2013, read with rules made there under, to the members of the Company whose names appeared in the Register of Members as on January 22, 2016, and completed the dispatch on January 29, 2016 in physical mode. The Postal Ballot Forms (PBFs) (bearing tamper proof security features like serial number, Electronic Voting Sequence Number (EVSN), User ID and Password) and the above Notice, were sent through Registered Post and courier to all shareholders whose names appeared in the Register of members as on January 22, 2016.

2. Details of PBFs dispatched vide physical mode are given below:

Particulars	Quantity
No. of PBFs generated	78,995
No. of Requests for Duplicate	NIL
No. of Undelivered cases	162

3. We have considered, for the purpose of our Report, all the votes cast up to 5:00 P.M. on February 26, 2016, being the last date and time fixed by the Company for receipt of the Postal Ballot Forms and voting by electronic means.
4. During the process of Voting by electronic means we have been assisted by and have relied upon the secured system provided by the Company's Registrar and Transfer Agent 'Karvy Computershare Private Limited', the agency authorized under Rule 20 of Companies (Management and Administration) Rules, 2014, for validation of voting by electronic means. Reports for voting for each resolution have been generated from the e-voting website of Karvy Computershare Private Limited, by unblocking the data after 5.00 P.M. on February 26, 2016 in the presence of two witnesses. The voting by electronic means was validated with software controls.
5. All the related papers are kept under my safe custody. I shall return them in due course by a separate letter for safe preservation till the resolutions are given effect to.
6. Details of votes cast are as under:





**Resolution No. 1 - Ordinary Resolution for Promoters of the Company :**

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	86	56,56,73,114	-
Less : Total number of votes abstained	1	30	-
Total number of valid votes	85	56,56,73,084	100.0000%
Assented to resolution	83	56,56,72,682	99.9999%
Dissented to resolution	2	402	0.0001%
<b>Result</b>	<b>Carried with requisite majority</b>		

**Resolution No. 2 - Special Resolution for change of Name of the Company :**

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	86	56,56,73,114	-
Less : Total number of votes abstained	1	30	-
Total number of valid votes	85	56,56,73,084	100.0000%
Assented to resolution	83	56,56,72,486	99.9999%
Dissented to resolution	2	598	0.0001%
<b>Result</b>	<b>Carried with requisite majority</b>		

**Resolution No. 3 - Special Resolution to adopt new Articles of Association of the Company :**

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	86	56,56,73,114	-
Less : Total number of votes abstained	1	30	-
Total number of valid votes	85	56,56,73,084	100.0000%
Assented to resolution	80	56,40,40,037	99.7113%
Dissented to resolution	5	16,33,047	0.2887%
<b>Result</b>	<b>Carried with requisite majority</b>		





**Resolution No. 4 - Ordinary Resolution to appoint Shri Anil D. Ambani as non-retiring Director :**

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	86	56,56,73,114	-
Less : Total number of votes abstained	1	30	-
Total number of valid votes	85	56,56,73,084	100.0000%
Assented to resolution	81	56,41,46,031	99.7300%
Dissented to resolution	4	15,27,053	0.2700%
<b>Result</b>	<b>Carried with requisite majority</b>		

**Resolution No. 5 - Ordinary Resolution to appoint Shri Amitabh Jhunjhunwala as non-executive Director :**

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	86	56,56,73,114	-
Less : Total number of votes abstained	1	30	-
Total number of valid votes	85	56,56,73,084	100.0000%
Assented to resolution	84	56,56,73,004	100.0000%
Dissented to resolution	1	80	0.0000%
<b>Result</b>	<b>Carried with requisite majority</b>		

**Resolution No. 6 - Special Resolution to appoint Vice Admiral (Retd.) H S Malhi as Whole-time Director and Chief Executive Officer:**

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	86	56,56,73,114	-
Less : Total number of votes abstained	2	5,84,65,929	-
Total number of valid votes	84	50,72,07,185	100.0000%
Assented to resolution	81	50,56,80,502	99.6990%
Dissented to resolution	3	15,26,683	0.3010%
<b>Result</b>	<b>Carried with requisite majority</b>		

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**Resolution No. 7 - Ordinary Resolution to appoint Shri Rahul Sarin as an Independent Director :**

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	86	56,56,73,114	-
Less : Total number of votes abstained	1	30	-
Total number of valid votes	85	56,56,73,084	100.0000%
Assented to resolution	84	56,56,73,004	100.0000%
Dissented to resolution	1	80	0.0000%
<b>Result</b>	<b>Carried with requisite majority</b>		

**Resolution No. 8 - Ordinary Resolution to appoint Air Chief Marshal (Retd.) Fali Homi Major as an Independent Director :**

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	86	56,56,73,114	-
Less : Total number of votes abstained	1	30	-
Total number of valid votes	85	56,56,73,084	100.0000%
Assented to resolution	85	56,56,73,084	100.0000%
Dissented to resolution	-	-	0.0000%
<b>Result</b>	<b>Carried with requisite majority</b>		

**Resolution No. 9 - Ordinary Resolution to appoint Lt Gen (Retd.) Syed Ata Hasnain as an Independent Director :**

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	86	56,56,73,114	-
Less : Total number of votes abstained	1	30	-
Total number of valid votes	85	56,56,73,084	100.0000%
Assented to resolution	85	56,56,73,084	100.0000%
Dissented to resolution	-	-	0.0000%
<b>Result</b>	<b>Carried with requisite majority</b>		

**Resolution No. 10 - Ordinary Resolution to appoint Ms Ryna Karani as an Independent Director :**

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	86	56,56,73,114	-
Less : Total number of votes abstained	1	30	-
Total number of valid votes	85	56,56,73,084	100.0000%
Assented to resolution	85	56,56,73,084	100.0000%
Dissented to resolution	-	-	0.0000%
<b>Result</b>	<b>Carried with requisite majority</b>		

**Resolution No. 11 - Ordinary Resolution to appoint Shri Rajendra Chitale as an Independent Director:**

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	86	56,56,73,114	-
Less : Total number of votes abstained	1	30	-
Total number of valid votes	85	56,56,73,084	100.0000%
Assented to resolution	84	56,56,73,004	100.0000%
Dissented to resolution	1	80	0.0000%
<b>Result</b>	<b>Carried with requisite majority</b>		

**Resolution No. 12 - Special Resolution for borrowing limits of the Company :**

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	86	56,56,73,114	-
Less : Total number of votes abstained	1	30	-
Total number of valid votes	85	56,56,73,084	100.0000%
Assented to resolution	74	56,24,84,443	99.4363%
Dissented to resolution	11	31,88,641	0.5637%
<b>Result</b>	<b>Carried with requisite majority</b>		





**Resolution No. 13 - Special Resolution for issue of Securities to the Qualified Institutional Buyers :**

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	86	56,56,73,114	-
Less : Total number of votes abstained	1	30	-
Total number of valid votes	85	56,56,73,084	100.0000%
Assented to resolution	72	56,08,51,799	99.1477%
Dissented to resolution	13	48,21,285	0.8523%
<b>Result</b>	<b>Carried with requisite majority</b>		

7. The Register giving full particulars of all Postal Ballot Forms received / votes cast by electronic means is enclosed for your perusal and record.

You may accordingly declare the result of the Shareholders' voting by Postal Ballots, in respect of the Resolutions given in the Notice dated January 18, 2016 issued under Section 110 of the Companies Act, 2013 and Rules made there under.

Yours faithfully,



**Anil Lohia**  
Practicing Chartered Accountant  
Membership No.31626  
Partner  
**Dayal & Lohia**  
Chartered Accountants  
(Firms registration No.102200W)

Place : Mumbai.  
Dated : 29<sup>th</sup> February, 2016

Encl. : As above.

Accepted.



Vice Admiral (Retd.) H. S. Malhi  
Whole-time Director and  
Chief Executive Officer

Date: February 29, 2016