



**Pipavav Defence and Offshore Engineering Company Limited**

**Registered Office:** Pipavav Port, Post Ucchaiya, Via-Rajula, Dist. Amreli, Pin 365 560, Gujarat, India

**Tel:** +91 2794 305000 **Fax:** +91 2794 305100

**Corporate Office:** H Block, 1<sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai – 400710, India.

**E-mail:** company.secretary@pipavavdoc.com , **Website:** www.pipavavdoc.com, **CIN:**L35110GJ1997PLC033193

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**Notice pursuant to Section 110 of the Companies Act, 2013**

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for transacting the following special business by the members of Pipavav Defence and Offshore Engineering Company Limited (“the Company”) by passing Resolutions through Postal Ballot:

**1. Promoters of the Company**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** consequent to the substantial acquisition of shares and takeover of the sole control and management of the Company in terms of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and other applicable provisions of law, Reliance Defence Systems Private Limited and/or its holding/subsidiary companies/other affiliates/associates stand to be the sole Promoters/Promoter Group of the Company, in place and stead of the erstwhile promoters/promoter group namely SKIL Infrastructure Limited, SKIL Shipyard Holdings Private Limited, Grevek Investments Finance Private Limited, Shri Nikhil Gandhi and Shri Bhavesh Gandhi.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and things and deal with all such matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**2. To change the name of the Company**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 13, 14 and all other applicable provisions of the Companies Act, 2013 and the Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approvals, consents, sanctions and permissions of the Central Government/stock exchange(s)/appropriate authorities/departments or bodies as may be necessary, consent of the Company be and is hereby granted for changing the name of the Company from “Pipavav Defence and Offshore Engineering Company Limited “ to “Reliance Defence and Engineering Limited” and consequently the new name “Reliance Defence and Engineering Limited” shall appear in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and things and deal with all such matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**3. To adopt new Articles of Association of the Company**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and things and deal with all such matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**4. To appoint Shri Anil D. Ambani as Non-retiring Director**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions of law, Shri Anil D. Ambani (DIN:00004878), who was appointed by the Board as an additional director of the Company pursuant to the provisions of Section

161 of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not being liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and things and deal with all such matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**5. To appoint Shri Amitabh Jhunjunwala as Non-executive Director**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions of law, Shri Amitabh Jhunjunwala (DIN:00045174) who was appointed by the Board as an additional director of the Company pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and things and deal with all such matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. To appoint Vice Admiral (Retd.) H S Malhi as Whole-time Director and Chief Executive Officer**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions of law, Vice Admiral (Retd.) H S Malhi (DIN:02388929) who was appointed by the Board as an additional director of the Company pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Act and the Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of Central Government and/or other authorities, as may be necessary, approval of the Company be and is hereby accorded to the appointment of Vice Admiral (Retd.) H S Malhi as Whole-time Director and Chief Executive Officer (CEO) of the Company, for a period of 3 (three) years with effect from January 18, 2016, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Vice Admiral (Retd.) H S Malhi, subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Act and subject to such approvals as may be necessary, the Company is authorized to pay said remuneration as minimum remuneration to Vice Admiral (Retd.) H S Malhi as Whole-time Director and CEO for the financial year, in which there is inadequacy or absence of profits, during the period of three years commencing from January 18, 2016 to January 17, 2019.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and things and deal with all such matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**7. To appoint Shri Rahul Sarin as an Independent Director**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto, Shri Rahul Sarin (DIN : 02275722), who qualifies to be an Independent Director of the Company and was so appointed by the Board pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto January 17, 2021.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and things and deal with all such matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**8. To appoint Air Chief Marshal (Retd.) Fali Homi Major as an Independent Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto, Air Chief Marshal (Retd.) Fali Homi Major (DIN : 03026199), who qualifies to be an Independent Director of the Company and was so appointed by the Board pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to January 17, 2021.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and things and deal with all such matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**9. To appoint Lt Gen (Retd.) Syed Ata Hasnain as an Independent Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto, Lt Gen (Retd.) Syed Ata Hasnain (DIN: 07257757), who qualifies to be an Independent Director of the Company and was so appointed by the Board pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto January 17, 2021.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and things and deal with all such matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**10. To appoint Ms Ryna Karani as an Independent Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto, Ms. Ryna Karani (DIN: 00116930), who qualifies to be an Independent Director of the Company and was so appointed by the Board pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto January 17, 2021.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and things and deal with all such matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**11. To appoint Shri Rajendra Chitale as an Independent Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto, Shri. Rajendra Chitale (DIN: 00015986), who qualifies to be

an Independent Director of the Company and was so appointed by the Board pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto January 17, 2021.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and things and deal with all such matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

## 12. Borrowing limits of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 180(1)(c) and all other applicable provisions, of the Companies Act, 2013 (“the Act”) read with the Rules and Regulations, if any, made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) be and is hereby authorised to borrow by way of loans, debentures or otherwise in manner whatsoever, any sum or sums of money, in Indian Rupees and/or in any foreign currency from time to time, at its discretion, for the purpose of the business of the Company or such other approved purpose, which together with the monies already borrowed by the Company (apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business) at any time shall not exceed Rs. 10,000 crore or ten times of the then networth of the Company, whichever is higher and that the Board be and is hereby empowered and authorised to arrange or finalise the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may in its absolute discretion determine.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to execute such agreements, undertakings and other documents and to do all such acts and things and deal with all such matters and take all such steps as it may in its absolute discretion deem appropriate to give effect to this resolution.”

## 13. Issue of securities to the Qualified Institutional Buyers

To consider and, if thought fit, to pass following resolution as a **Special Resolution**:

- a “**RESOLVED THAT** pursuant to Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”), the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, applicable rules, regulations, guidelines or laws and/or any approval, consent, permission or sanction of the Central Government, Reserve Bank of India and any other appropriate authorities, institutions or bodies (hereinafter collectively referred to as the “appropriate authorities”), and subject to such conditions as may be prescribed by any one of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the “requisite approvals”), which may be agreed to by the Board of Directors of the Company (hereinafter called the “Board” which term shall include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), the Board be and is hereby authorised to create, issue, offer and allot equity shares/fully convertible debentures/partly convertible debentures/non convertible debentures with warrants/ any other securities (other than warrants), which are convertible into or exchangeable with equity shares on such date as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred to as “QIP Securities”), to the Qualified Institutional Buyers (QIBs) as predefined in the SEBI ICDR Regulations, whether or not such QIBs are Members of the Company, on the basis of placement document(s), at such time or times in one or more tranche or tranches, at par or at such price or prices, and on such terms and conditions and in such manner as the Board may, at its absolute discretion determine, in consultation with the Lead Managers, Advisors or other intermediaries, provided however that the aggregate amount raised by issue of QIP Securities as above shall not exceed Rs. 1,500 crore (One Thousand Five Hundred crore).
- b **RESOLVED FURTHER THAT** the Relevant Date for the determination of applicable price for the issue of the QIP Securities shall be the date on which the Board of the Company decide to open the proposed issue, or the date on which the holders of the securities which are convertible into or exchangeable with equity shares at a later date becomes entitled to apply for the said shares, as the case may be (“Relevant Date”).



- c **RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities referred to in paragraph (a) above or as may be necessary in accordance with the terms of the offering, all such shares shall rank paripassu with the then existing shares of the Company in all respects, as may be provided under the terms of the issue and in the offering document.
- d **RESOLVED FURTHER THAT** such of these QIP Securities to be issued as are not subscribed may be disposed off by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion thinks fit in accordance with the provisions of law.
- e **RESOLVED FURTHER THAT** the issue to the holders of the QIP Securities with equity shares underlying such securities shall be, inter alia, subject to suitable adjustment in the number of shares, the price and the time period, etc., in the event of any change in the equity capital structure of the Company consequent upon any merger, demerger, amalgamation, takeover or any other re-organisation or restructuring in the Company.
- f **RESOLVED FURTHER THAT** the Board may at its absolute discretion issue Equity Shares at a discount of not more than five per cent or such other discount as may be permitted under the applicable regulations to the QIP Floor Price as determined in accordance with the SEBI ICDR Regulations.
- g **RESOLVED FURTHER THAT** the QIP Securities shall be issued and allotted within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations.
- h **RESOLVED FURTHER THAT** for the purpose of giving effect to any issue or allotment of QIP Securities or instruments representing the same, as described in paragraph (a) above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary or desirable for such purpose, including without limitation entering into of underwriting, marketing and institution/ trustees/ agents and similar agreements and to remunerate the managers, underwriters and all other agencies/ intermediaries by way of commission, brokerage, fees and the like as may be involved or connected in such offerings of Securities, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its absolute discretion deem fit.
- i **RESOLVED FURTHER THAT** for the purpose aforesaid, the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard to the issue, offer and allotment of QIP Securities and utilisation of the issue proceeds including but without limitation to the creation of such mortgage/ hypothecation/ charge on the Company's assets under Section 180(1)(a) of the said Act in respect of the aforesaid QIP Securities either on paripassu basis or otherwise or in the borrowing of loans as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.
- j **RESOLVED FURTHER THAT** the Board shall have the authority and power to accept any modifications in the proposal as may be required or imposed by the Government of India / Reserve Bank of India / Securities and Exchange Board of India/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as may be agreed to by the Board.
- k **RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s)/Authorised Representative(s) of the Company to give effect to the aforesaid resolution.”

By order of the Board of Directors

**Ajit Dabholkar**

Corporate Counsel and Company Secretary

FCS:4424

Date: January 18, 2016

Place: Mumbai

**Registered Office:**

Pipavav Port, Post Ucchaiya, Via-Rajula,

District Amreli – 365 560, Gujarat

CIN: L35110GJ1997PLC033193

Website: www.pipavavdoc.com

**Notes:**

1. The statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning each item of business to be transacted is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members/List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on January 22, 2016. A person who is not a Member on January 22, 2016 i.e. the cut-off date for reckoning voting rights should treat this Notice for information purposes only.
3. The Board of Directors has appointed Shri Anil Lohia, Partner, M/s Dayal and Lohia, Chartered Accountants, as Scrutinizer for conducting Postal Ballot voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rules made there under, and Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility for its Members to enable them to cast their votes on the resolutions electronically. **Kindly note that the Members can opt for only one mode of voting, i.e. either by physical postal ballot or e-voting. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. In case Members cast their vote by both physical postal ballot and e-voting, it may be noted that vote cast by them by e-voting shall prevail and votes cast through physical postal ballot will be treated as invalid.** Karvy Computershare Private Limited ('Karvy'), our Registrar and Transfer Agents will be facilitating e-voting to enable the Members to cast their votes electronically.

4. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the assent (for) or dissent (against) and signed should be returned in the enclosed self addressed Postage Prepaid Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 5.00 p.m. on Friday, February 26, 2016 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman of the Board after completion of the scrutiny on or before Monday, February 29, 2016 and the results of voting by postal ballot (including voting through electronic means) will be declared on Monday, February 29, 2016 at 5.00 p.m. at the Corporate Office of the Company by placing it along with the Scrutinizer's report on its Notice Board, Company's website [www.pipavavdoc.com](http://www.pipavavdoc.com) and on the website of the agency (Karvy) [www.evoting.karvy.com](http://www.evoting.karvy.com) and will be communicated to the Stock Exchanges.
5. The resolutions shall be taken as passed effectively on the date of declaration of the result.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, January 22, 2016. Members can vote for their entire voting rights as per their discretion.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office and the Corporate Office of the Company on all working days, except Saturdays between 11:00 a.m. and 1:00 p.m. up to Friday February 26, 2016.

**STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013****Item No. 1**

The Company had entered into a Purchase Agreement dated March 4, 2015 (the "Purchase Agreement") with SKIL Infrastructure Limited, SKIL Shipyard Holdings Private Limited, Grevek Investments Finance Private Limited, Shri Nikhil Gandhi, Shri Bhavesh Gandhi (collectively referred to hereinafter as the "Founder Promoters"), Reliance Defence Systems Private Limited ("RDSPL") and Reliance Infrastructure Limited ("RInfra"), providing, inter alia, for takeover of sole control and management of the Company by RDSPL/RInfra.

RDSPL and RInfra had also made an Open Offer under Regulation 3 and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST Regulations, 2011"), the process whereof has since been fully completed and RDSPL became the largest shareholder in the Company. On January 18, 2016, RDSPL along with the persons acting in concert (PAC) with RDSPL acquired the sole control and management of the Company.

Consequent to the above and in terms of 'SAST Regulations, 2011' and other applicable provisions of law, RDSPL and/or its holding/subsidiary companies/other affiliates/associates have become the sole Promoters/Promoter Group of the Company and erstwhile promoters/promoter group namely SKIL Infrastructure Limited, SKIL Shipyard Holdings Private Limited, Grevek Investments Finance Private Limited, Shri Nikhil Gandhi and Shri Bhavesh Gandhi have ceased to be Promoters of the Company.

RDSPL is a wholly owned subsidiary of Reliance Defence Limited, a wholly owned subsidiary of RInfra, which is amongst the largest infrastructure companies, developing projects through various Special Purpose Vehicles (SPVs) in several high growth sectors within the infrastructure space i.e. Roads, Metro, Rail, Cement and Defence. RInfra is also the

leading utility company having presence across the value chain of power businesses i.e. Generation, Transmission, Distribution and Power Trading.

Reliance Group, led by Chairman Shri Anil D. Ambani, is among India's top 5 business houses, with a leadership position in telecommunications, power, infrastructure, financial services and media and entertainment. Reliance Group has over 250 million customers and over 8 million shareholders, amongst the largest shareholder families in the world. The net worth of the Group is approx. Rs 100,000 Crore (US \$ 16 billion), and the total asset base is approx. Rs 267,000 Crore (US \$ 43 billion). It is an equal opportunity employer with 100,000 strong, highly competent workforce comprising different nationalities. Through a robust Corporate Social Responsibility programme, the Group touches lives of millions every day.

The Board of Directors of the Company accordingly recommend the Ordinary Resolution set out at Item No.1 of the accompanying notice for the approval of the Members.

Shri Anil D. Ambani, Shri Amitabh Jhunjhunwala and Vice Admiral (Retd.) H S Malhi, being nominees of the Promoters, may be deemed to be concerned or interested in the resolution. Save and except the above, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 1 except to the extent of their shareholding, if any.

#### **Item No. 2**

In terms of provisions of Section 13, 14 and all other applicable provisions, of the Companies Act, 2013 read with the rules made there under, change in the name of the Company requires approval of members by way of special resolution.

As stated in Item No. 1, and in order to ensure that the new name of the Company adequately reflects its association with the Reliance Group which will not only enhance its brand equity but will also reflect the diversified areas of its operations and its thrust on Defence business, it is proposed to change the name of the Company to "Reliance Defence and Engineering Limited".

The Registrar of Companies, Gujarat, Dadra and Nagar Haveli has confirmed the availability of this new name to the Company.

The Board accordingly recommends the Special Resolution set out at Item No.2 of the accompanying notice for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 except to the extent of their shareholding, if any.

#### **Item No. 3**

In terms of provisions of Section 14 and all other applicable provisions, of the Companies Act, 2013("the Act") read with the rules made there under, adoption of new Articles of Association ("AoA") requires approval of members by way of special resolution.

The AoA of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act and needs alignment with the Act.

Further, pursuant to the Purchase Agreement dated March 4, 2015 executed by the Company as referred to in Item No. 1, certain provisions as contained therein need to be included in the AoA.

The existing AoA of the Company also contain certain provisions pursuant to the Company's Agreement dated November 1, 2012 with SAAB Aktiebolag ('SAAB'). Consequent to divestment of Shareholding in the Company by SAAB, the said Agreement stand terminated/ rescinded, necessitating the need to remove those provisions from the AoA.

Accordingly, it is deemed appropriate that the existing AoA be instead replaced in its entirety by new set of AoA to give effect to the above.

The proposed new draft AOA is being uploaded on the company's website, [www.pipavavdoc.com](http://www.pipavavdoc.com), for perusal by the members.

A copy of the same shall be given to the shareholders upon receipt of a request for the same, in writing, during the postal ballot period and shall also be available for inspection at the Registered Office and the Corporate Office of the Company during business hours on any working day, excluding Saturday between 11.00 a.m. and 1.00 p.m. up to Friday February 26, 2016.

The Board recommends the Special resolution as set out at Item No. 3 of this notice for the approval by the members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the said resolution except to the extent of their shareholding, if any.

#### **Item Nos. 4 and 5**

Consequent to change in control and management of the Company as stated in Item No. 1 above, Reliance Defence Systems Private Limited and its holding Companies have nominated Shri Anil D. Ambani and Shri Amitabh Jhunjunwala on the Board of the Company.

Pursuant to recommendation by the Nomination and Remuneration Committee, provisions of Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, the Board at its meeting held on January 18, 2016, appointed, Shri Anil D. Ambani and Shri Amitabh Jhunjunwala as Additional Directors of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Anil D. Ambani and Shri Amitabh Jhunjunwala for the office of Director of the Company.

Shri Anil D. Ambani and Shri Amitabh Jhunjunwala are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as a Director.

Shri Anil D. Ambani, age 56 yrs, is the Chairman of Reliance Group and is director on the Board of its listed companies namely Reliance Communications Limited, Reliance Capital Limited, Reliance Infrastructure Limited and Reliance Power Limited.

With a Master's degree from the Wharton School of the University of Pennsylvania, Shri Ambani is credited with having spearheaded the Reliance Group's first forays into the overseas capital markets with international public offerings of global depository receipts, convertibles and bonds.

Shri Ambani has been associated with a number of prestigious academic institutions in India and abroad:

- Member of Wharton Board of Overseers, the Wharton School, U.S.A.
- Member of the Presidents Global Counsel, New York University, U.S.A.
- Member of Advisory Board of Warwick Business School, UK.
- One of the Founders of Indian School of Business (ISB), Hyderabad. ISB has established formal partnership with International Business Schools Wharton and Kellogg.

The Prime Minister of India nominated Shri Ambani as the Co-Chair from the Indian side of the India-China CEO Forum, Member of the US-India CEO Forum, Member of the Indo-French CEO Forum and Member of the India-Canada CEO Forum.

Shri Amitabh Jhunjunwala, age 59 yrs, is the Group Managing Director of Reliance Group. He is Vice Chairman of Reliance Capital Limited (a listed company) and also a director on the Board of Reliance Anil Dhirubhai Ambani Group Limited. He is a Fellow Chartered Accountant. He has had a wide exposure in developing, strategising and overseeing businesses in financial services, power, telecommunication and entertainment sectors. Currently, he oversees and leads businesses in financial services and entertainment sectors of the Reliance Group. He has experience in the areas of finance, commercial, banking, accounts and general management.

Shri Anil D. Ambani and Shri Amitabh Jhunjunwala do not hold any share in the Company.

Shri Anil D. Ambani and Shri Amitabh Jhunjunwala are not members of any committee of the Company.

Shri Anil D. Ambani is a member of the Nomination and Remuneration Committee and Stakeholders Relationship Committee of Reliance Communications Limited.

Shri Amitabh Jhunjunwala is a member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of Reliance Capital Limited.

Shri Anil D. Ambani and Shri Amitabh Jhunjunwala are not related to each other nor related with any other director of the Company.

In terms of provisions of Section 152 and other applicable provisions, if any, of the Act read with rules made there under, the appointment of directors would require approval of members by way of ordinary resolution.

The Board accordingly recommends the Ordinary Resolutions set out at Item Nos. 4 and 5 of the accompanying notice for the approval of the Members.

Save and except Shri Anil D. Ambani and Shri Amitabh Jhunjunwala and their Relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos 4 & 5 of the Notice except to the extent of their shareholding, if any. The statement may also be regarded as a disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations.



## Item No. 6

Consequent to change in control and management of the Company as stated in Item No. 1 above, Reliance Defence Systems Private Limited and its holding Companies have nominated Vice Admiral (Retd.) H.S.Malhi as their nominee on the Board of the Company as Whole-time Director and Chief Executive Officer (CEO).

Pursuant to recommendation by the Nomination and Remuneration Committee, provisions of Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, the Board at its meeting held on January 18, 2016 appointed Vice Admiral (Retd.) H S Malhi as Whole-time Director and CEO of the Company, for a period of 3 years with effect from January 18, 2016, subject to the approval of the members.

The Company has received a notice in writing from a member along with deposit of requisite amount for proposing the candidature of Vice Admiral (Retd.) H S Malhi for the office of Director of the Company under Section 160 of the Act.

Vice Admiral (Retd.) H S Malhi is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has undergone Corporate Debt Restructuring during the Financial Year 2014-15.

Since the Company does not have profits based on last audited financial statement for the financial year ended 31.3.2015 and in view of the overdue amount payable to financial institutions and banks it is deemed appropriate to seek approval of the shareholders vide special resolution and of the Central Government if any in terms of Schedule V of the Act read with Section 197, 198 and other relevant provisions of the Companies Act, 2013.

It is proposed to seek the members' approval for appointment and remuneration payable to Vice Admiral (Retd.) H S Malhi as Whole-time Director and CEO, in terms of the applicable provisions of the Act subject to the above.

Broad particulars of the terms of appointment of and remuneration payable to Vice Admiral (Retd.) H S Malhi are as under:

### (a) Salary, Perquisites and Allowances:

Salary, Perquisites and Allowances: upto Rs. 1.30 crore per annum.

Performance Linked Incentive: upto Rs. 0.20 crores per annum.

The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical reimbursements and leave travel concession for self and family including dependents; medical insurance and such other perquisites and/or allowances with the amount specified above. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. In addition to the above Vice Admiral (Retd.) H S Malhi shall also be eligible to an annual increment not exceeding 25% on the last drawn salary, perquisites and allowances during his tenure as Whole-time Director and CEO.

### (b) Exempt Perquisites:

The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.

Any increment in salary and perquisites and remuneration by way of incentive / bonus / performance linked incentive payable to Vice Admiral (Retd.) H S Malhi, as may be determined by the Board and / or the Nomination & Remuneration Committee of the Board, shall not be included for the purpose of computation of the aforesaid ceiling of remuneration provided that such payment shall be within the overall ceiling of remuneration referred to in the resolution at Item No. 6 of the Notice.

### (c) Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips, any medical assistance provided including his family members; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and not considered as perquisites.

Vice Admiral (Retd.) H.S. Malhi satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment.

The above may be treated as a written memorandum setting out the terms of appointment of Vice Admiral (Retd.) H.S. Malhi under Section 190 of the Act.

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below:

**1. GENERAL INFORMATION:**

i.	Nature of Industry	Defence/Commercial Shipbuilding and Ship repairs			
ii.	Date of commencement of commercial production	April 1, 2009			
iii.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus applicable	Not applicable			
iv.	Financial performance based on given indicators	Rs. in crore			
		Particulars	2014-15	2013-14	2012-13
		Sales (Gross)	831.01	2,278.99	2,586.47
		PBT	(460.10)	27.92	41.38
		PAT	(369.03)	8.36	28.72
	Networth	1,966.67	2,336.88	2,066.13	
v.	Foreign investments or collaborators, if any	<p>The Company has made investment in PDOC Pte. Limited an overseas subsidiary.</p> <p>The Company has a wide spectrum of international strategic alliances in various domains of defence technologies including JSC Zvyozdochka, Russia; DCNS, France; SAAB AB, Sweden; Atlas, Germany.</p>			

**II. INFORMATION ABOUT THE APPOINTEE:**

i.	Background details	Vice Admiral (Retd.) H.S. Malhi age, 64 yrs. has a distinguished 36 years service in the Indian Navy. An alumnus of the National Defence Academy, he was commissioned into the Indian Navy on January 1, 1972. His major appointments ashore included Commanding Officer of INS Shivaji, Indian Navy's premier technical training establishment and Warship Production Superintendent at Mazagon Dock Ltd., Mumbai, where he oversaw commissioning of destroyer INS Mumbai, missile corvette INS Kirch and missile boat INS Prabal. As Flag Officer, he was Director, Defence Machinery Design Establishment at Hyderabad and served as Admiral Superintendent, Naval Dockyard at Visakhapatnam, Indian Navy's premier ship repair yard on the East Coast.
ii.	Past remuneration	NIL, since he is being appointed for the first time as Whole-time Director and CEO by the Company.
iii.	Recognition or awards	For distinguished service with the Navy, Vice Admiral (Retd.) H.S. Malhi was awarded Ati Vishisht Seva Medal and Vishisht Seva Medal by the President of India.

iv.	Job Profile and his suitability	<p>Vice Admiral (Retd.) Malhi's expertise in strategic planning and execution, operational management, and joint ventures and partnerships will enable the Company to realize its goal of creating India's foremost defence company, with an emphasis on the 'Make in India' program initiated by the Hon'ble Prime Minister of India, thereby creating sustainable long term value for all stakeholders.</p> <p>Post serving in the Indian Navy, Vice Admiral (Retd.) Malhi was appointed as Chairman &amp; Managing Director of Mazagon Dock Ltd. (MDL) Mumbai. His tenure at MDL saw commissioning of Indian Navy's first indigenously built stealth frigate, and launching of second and third ships of 2 Kolkata class destroyers. A massive modernization programme along with setting up of ERP system for the entire gamut of shipyard activities was also driven by him.</p>
v.	Remuneration proposed	The remuneration proposed is as per details given hereinabove.
vi.	Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is commensurate to the prevailing remuneration in the industry of similar size for similarly placed persons.
vii.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Vice Admiral (Retd) H. S. Malhi has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of a Whole-time Director and CEO.

### III. OTHER INFORMATION:

i.	Reasons of loss or inadequate profits	• Global Economy slowdown;
		• Slack in demand in global shipbuilding industry;
		• Sharply reducing crude oil prices;
		• Significant cut in capital expenditures by major oil and gas companies;
		• Volatile and challenging business environment for maritime world;
		• Pressure on pricing;
		• High Interest rates.
ii.	Steps taken or proposed to be taken for improvement	• The Company remains committed to generating Superior returns for its stakeholders;
		• The Company would continue to drive growth which has arisen due to opening of strategic defence sector for private sector participation;
		• The Company with in-house capabilities has stepped into indigenization of defence ship design as well as 3D modeling;
		• Grant of various defence licences for manufacturing of various defence equipments/systems;
		• The Company has also applied for license for manufacture of Helicopters and Aircrafts for defence services.

iii.	Expected increase in productivity and profit in measurable terms	Though the Defence/Commercial Shipbuilding and Ship repairs Industry is following a downturn, in anticipation of revival of the market in the near future due to "Make in India" programme of Government of India, the above steps taken/proposed to be taken by the Company are expected to increase the productivity and profits of the Company.
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Vice Admiral (Retd.) H.S. Malhi is not a Director/Committee Member in any other listed Company apart from the Company. He does not hold any share in the Company.

He is member of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee & Risk Management Committee of the Company.

Vice Admiral (Retd.) H.S. Malhi is not related to any other director and Key Managerial Personnel of the Company.

The statement may also be regarded as a disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations.

The Board accordingly recommends the Special Resolution set out at Item No.6 of the accompanying notice for the approval of the Members. Vice Admiral (Retd.) H S Malhi and his relatives are interested in the resolution set out at Item No. 6 of the Notice.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at Item no. 6 of the Notice except to the extent of their shareholding, if any.

**Item Nos. 7 to 11**

Pursuant to recommendation by the Nomination and Remuneration Committee, provisions of Section 161 Companies Act, 2013 ("the Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and the Articles of Association of the Company and subject to approval by the Members, the Board at its meeting held on January 18, 2016 appointed Shri Rahul Sarin, Air Chief Marshal (Retd.) Fali Homi Major, Lt Gen (Retd.) Syed Ata Hasnain, Ms Ryna Karani and Shri Rajendra Chitale as Independent Directors of the Company for 5 (five) consecutive years for a term upto January 17, 2021.

Shri Rahul Sarin, Air Chief Marshal (Retd.) Fali Homi Major, Lt Gen (Retd.) Syed Ata Hasnain, Ms Ryna Karani and Shri Rajendra Chitale are not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as Independent Directors and have given declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the Listing Regulations.

As required under Section 160 of the Act, the Company has received notices in writing from a member along with the requisite amounts of deposit proposing the candidature of Shri Rahul Sarin, Air Chief Marshal (Retd.) Fali Homi Major, Lt Gen (Retd.) Syed Ata Hasnain, Ms Ryna Karani and Shri Rajendra Chitale for the office of the Director of the Company.

Section 149 of the Act inter alia stipulates the criteria of independence, should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he/she shall not be included in the total number of directors for retirement by rotation.

The above Directors are independent Directors within the meaning of Section 149 of the Act and Regulation 16 of the Listing Regulations.

In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed there under and the Listing Regulations for their respective appointment as Independent Directors and that they are independent of management.

Accordingly, it is proposed to seek approval of the Members to appoint Shri Rahul Sarin, Air Chief Marshal (Retd.) Fali Homi Major, Lt Gen (Retd.) Syed Ata Hasnain, Ms Ryna Karani and Shri Rajendra Chitale as Independent Directors of the Company under Section 149 of the Act and Regulation 25 of the Listing Regulations for a term up to five consecutive years as set out in the accompanying Notice.



## **Additional information on directors recommended for appointment as required under Regulation 36 of the Listing Regulations**

### **1. Shri Rahul Sarin**

Shri Rahul Sarin, age 66 yrs, enriched with a diverse experience of thirty five years as a member of the Indian Administrative Service, he is currently Member of Competition Appellate Tribunal, a statutory body under the Competition Act, 2002.

Equipped with graduate degrees in Science and Law, he joined the Indian Administrative Service in 1974. After undergoing a number of in-service and professional training courses, he also upgraded his qualifications with a Post-Graduate Degree in Development Administration from the University of York, U.K. in 1987.

In his assignments in DoPT, Mr. Sarin has coordinated all personnel matters in Govt. of India regarding recruitment, capacity building and training, career development, staff welfare and post-retiral benefits. The assignment of Principal Secretary, Finance enabled Mr. Sarin in developing a broader vision and perspective regarding the importance of financial management, accountability and utilization of public funds for reaching the desired policy outcomes. Mr. Sarin has also varied international experience. His last assignment has been that of Advisor, Small and Macro Enterprises in the Ministry of Trade and Industry, Government of Republic of Namibia Cooperation Programme.

Name of the Listed entities (other than the Company) in which Shri Rahul Sarin holds directorship – NIL

Membership of the Committees of Board - NIL

### **2. Air Chief Marshal (Retd.) Fali Homi Major**

Air Chief Marshal (Retd.) Fali Homi Major, age 68 yrs, served as the eighteenth Chief of the Air Staff of the Indian Air Force (IAF) taking office on April 1, 2007, and becoming the first helicopter pilot in the service to be promoted to the office of Chief. He retired on May 31, 2009. Air Chief Marshal (Retd.) Major was commissioned into the Air Force on December 31, 1967 as a helicopter pilot. During his long and distinguished service spanning little over 39 years, he has worked in a variety of Command, Staff and Instructional appointments. He has the distinction of having 7765 hours of flying experience to his credit. The Air officer was instrumental in the raising and commanding of the very first MI – 17 squadron of the IAF which took part in world's highest battlefield operations in Siachen Glacier and commanded MI – 17 squadron during IPKF operations in Sri Lanka, for which he was decorated with Vayu Sena Medal (Gallantry) during this tenure.

He has held some very important staff appointments in Air Headquarters which include Principal Director (Operations), Assistant Chief of Air Staff (Personnel) and on promotion to the rank of Air Marshal was Dy. Chief of Integrated Defence Staff (Operations). The Government of India appointed him as the 18<sup>th</sup> Chief of the Air staff of the IAF on 31 March, 2007.

Air Chief Marshal (Retd.) Major was bestowed Shaurya Chakra award for undertaking a very dangerous and exacting rescue mission on October 14, 1992 at Timber Trail in Parwanoo, Himachal Pradesh.

Besides being a Fellow of the National Defence College, New Delhi, and the Army War College, Mhow, he attended a variety of courses like Junior Commanders' Course, Jungle and Snow Survival Course and Higher Command Course. He was also awarded Param Vishist Seva Medal (PVSM) in January 2006 and Ati Vishist Seva Medal (AVSM) in January 2002. He is one of the Honorary ADCs of the Supreme Commander.

Name of the Listed entities (other than the Company) in which Air Chief Marshal (Retd.) Fali Homi Major holds directorship - NIL

Membership of the Committees of Board- NIL

### **3. Lt Gen (Retd.) Syed Ata Hasnain**

Lt Gen (Retd.) Syed Ata Hasnain, age 62 yrs, participated in Operation Pawan in Sri Lanka during 1988-90, and took part in counter insurgency operations in Punjab in 1990-91. During the 1990s, the then Colonel Hasnain served with the United Nations in Mozambique, and later, war torn Rwanda. As a Brigadier, he served in Jammu and Kashmir as Commander. He later commanded 19 Infantry Division in Baramulla, Jammu and Kashmir, as a Major General, serving under the overall direction of XV Corps.

As a Lieutenant General, Hasnain has been posted as General Officer Commanding (GOC), XXI Corps, in Bhopal, Madhya Pradesh. On 9 June 2012, Lt Gen Hasnain took office as the Military Secretary, at Army Headquarters, New Delhi. On 7 September 2013, Lt Gen Syed Ata Hasnain was awarded his first civilian honor by the Capital Foundation Society of Delhi. The award was for Military leadership of an exceptional order.

Ever since his superannuation on 30 June 2013, General Hasnain has actively pursued intellectual activities and promoted the cause and perception of the Indian Army. He is holding a B.A. (Honours) degree in History and is a Visiting Fellow of the Vivekananda International Foundation, New Delhi.

Name of the Listed entities (other than the Company) in which Lt Gen (Retd.) Syed Ata Hasnain holds directorship – NIL

Membership of the Committees of Board- Nomination and Remuneration Committee of the Company.

#### **4. Ms Ryna Karani**

Ms Ryna Karani, age 48 years, is a partner of the ALMT Legal Advocates and Solicitors and part of the firm's corporate and commercial team. She has been practicing as a lawyer since 1994 and is enrolled as Advocate with the Bar Council of Maharashtra & Goa. Prior to joining ALMT Legal in November 2006 Ms. Ryna was a partner at another law firm in Mumbai. Her practice includes advising on mergers and acquisitions, joint ventures, private equity and investment funds on a full range of corporate transactions including cross border transactions. She has advised and assisted a number of foreign clients in establishing a presence in India through incorporations of companies and/or establishment of branch/liaison offices. She is a member of the Society of Women Lawyers and sits on the Boards of several listed and unlisted companies.

Name of the Listed entities (other than the Company) in which Ms Ryna Karani holds directorship – Reliance Infrastructure Limited

Membership of the Committees of Board of the Company - Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee & Risk Management Committee of the Company.

She is also a Member of the Audit Committee of Reliance Infrastructure Limited.

#### **5. Shri Rajendra Chitale**

Shri Rajendra Chitale, age 54 yrs, is a law graduate and an eminent Chartered Accountant, is a Managing Partner of Chitale & Associates (one of India's leading boutique structuring, legal and tax advisory firm) and M. P. Chitale & Co. (one of the India's leading accounting and consulting firms). He is a member of the Insurance Advisory Committee and the Committee on Investment, Expenditure & ULIP Issues of the Insurance Regulatory and Development Authority of India (IRDA), and has served as a member of the Working Group on Insurance, Pensions, Small Savings, etc., Financial Sector Legislative Reforms Commission, Government of India, the Company Law Advisory Committee, Government of India, the Takeover Panel of the Securities & Exchange Board of India, Investor Education & Protection Fund Committee, Government of India, the Advisory Committee on Regulations of the Competition Commission of India, and the Maharashtra Board for Restructuring of State Enterprises, Government of Maharashtra.

Name of the Listed entities (other than the Company) in which Shri Rajendra Chitale holds directorship – Hinduja Ventures Limited, Reliance Capital Limited, Ambuja Cements Limited and Hinduja Global Solutions Limited.

Membership of the Committees of Board- Audit Committee, & Risk Management Committee of the Company.

He is also the Chairman of Audit Committee and Nomination and Remuneration Committee and a member of Stakeholders Relationship Committee of Reliance Capital Limited.

He is also the Chairman of Audit Committee and Stakeholders Relationship Committee of Ambuja Cements Limited.

He is also a member of the Audit Committee of Hinduja Ventures Limited and Hinduja Global Solutions Limited.

None of the aforesaid Directors hold any share in the Company. Further none of the aforesaid director is related to each other or with any other director of the Company.

Keeping in view the vast experience and knowledge of the aforesaid Directors, it will be in the interest of the Company that the aforesaid Directors are appointed as Independent Directors.

Copy of draft letter of appointment containing the terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office and Corporate office of the Company during normal business hours on any working day, excluding Saturday between 11.00 a.m. and 1.00 p.m. up to Friday February 26, 2016.

Shri Rahul Sarin, Air Chief Marshal (Retd.) Fali Homi Major, Lt Gen (Retd.) Syed Ata Hasnain, Ms Ryna Karani and Shri Rajendra Chitale are interested in the resolutions set out respectively at Item Nos. 7 to 11 of the Notice in regard to their respective appointments.

The relatives of Shri Rahul Sarin, Air Chief Marshal (Retd.) Fali Homi Major, Lt Gen (Retd.) Syed Ata Hasnain, Ms Ryna Karani and Shri Rajendra Chitale may be deemed to be interested in the resolutions set out respectively at Item Nos. 7 to 11 of the Notice, to the extent of their equity shareholding interest, if any, in the Company.

The Board accordingly recommends the Ordinary Resolutions set out at Item Nos. 7 to 11 of the accompanying notice for the approval of the Members.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions except to the extent of their shareholding, if any.

#### **Item No. 12**

Provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Rules, if any, made thereunder provide that the Company shall not, except with the consent of Members by Special Resolution borrow money together with the monies already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeding the aggregate of the paid up capital and its free reserves.

The Members by way of Special Resolution at the Annual General Meeting held on 18th December, 2013 had, inter alia, authorised the Board to borrow up to Rs. 7,500 Crore (Rupees Seven Thousand Five Hundred Crore only).

Keeping in view the Company's existing borrowings and capital intensive nature of the defence sector in which the Company operates, the Company needs enhanced debt funds. Accordingly, consent of the Members is sought by way of Special Resolution set out in Item No. 12 of the accompanying Notice. This resolution enables the Board of Directors of the Company to borrow funds by way of loans, debentures or otherwise (apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business) which shall not at any time exceed the limit of Rs. 10,000 crore or ten times of the then Networth of the Company, whichever is higher.

None of the Directors and Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise in the said resolutions, except to the extent of their share holding, if any, in the Company.

The Board of Directors accordingly recommends the Special Resolution set out at Item No.12 of the accompanying Notice for the approval of the Members.

#### **Item No. 13**

The Company, in order to enhance its global competitiveness and its ability to compete with the peer groups in the domestic and international markets, needs to strengthen its financial position and net worth by augmenting its long term resources.

In order to meet the requirements for the above purposes and for general corporate purpose, as may be decided by the Board from time to time, it is proposed to seek authorisation of the Members of the Company in favour of the Board of Directors ("Board" which expression for the purposes of this resolution shall include any Committee of Directors constituted by the Board), without the need for any further approval from the Members, to undertake the Qualified Institutional Placement ("QIP") with the Qualified Institutional Buyers ("QIB"), in accordance with the provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR Regulations"), as set out in the Special Resolution at Item No. 13 of the accompanying Notice.

In view of above, the Board may, in one or more tranches, issue and allot equity shares / fully convertible debentures/ partly convertible debentures/ non convertible debentures with warrants / any other securities, which are convertible into or exchangeable with equity shares on such date(s) as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred to as "QIP Securities"). The QIP Securities proposed to be issued by the Board shall be subject to the provisions of the SEBI ICDR Regulations including the pricing, which will not be less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the Relevant Date and premium/ discount as may be decided by the Board. The Relevant Date for the determination of applicable price for the issue of the QIP Securities shall be the date of the meeting in which the Board of the Company decides to open the proposed issue or in case of securities which are convertible into or exchangeable with equity shares at a later date, the date on which the holder of such securities becomes entitled to apply for the said shares, as the case may be.

The pricing of the Equity Shares that may be issued to QIBs pursuant to SEBI ICDR Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations ("QIP Floor Price"). Further, the Board may also offer a discount of not more than five per cent or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations.

For the reasons aforesaid, an enabling Special Resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue. The QIP Securities issued pursuant to the offering would be listed on the Indian stock exchanges.

The proposed issue of QIP Securities as above may be made in one or more tranches such that the aggregate amount raised by the issue of QIP Securities shall not exceed Rs. 1,500 crore. The proposed Special Resolution is only enabling in nature and the Board may from time to time consider the extent, if any, to which the proposed securities may be issued.

The QIP Securities issued pursuant to the offer, if necessary, may be secured by way of mortgage / hypothecation of the Company's assets as may be finalised by the Board in consultation with the Security Holders / Trustees in favour of Security Holders / Trustees for the holders of the said securities. The security that may have to be created for the purposes of this issue, as above may come within the purview of Section 180(1)(a) of the Companies Act, 2013 for which the Company is having the necessary approval from its shareholders.

Section 62(1)(c) of the Companies Act, 2013 and Regulation 41 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons, who on the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid-up on those shares as of that date unless the Members decide otherwise. The Special Resolution seeks the consent and authorisation of the Members to the Board of Directors to offer, issue and allot the QIP Securities, in consultation with the Lead Managers, Legal Advisors and other intermediaries to any persons, whether or not they are Members of the Company.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 13 of the accompanying Notice for the approval of the Members.

None of the Directors and Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise in the said resolution, except to the extent of their shareholding in the Company, if any, in which they are Directors or Members.

By order of the Board of Directors

**Ajit Dabholkar**  
Corporate Counsel and Company Secretary  
FCS:4424

Date: January 18, 2016

Place: Mumbai

**Registered Office:**

Pipavav Port, Post Ucchahiya, Via-Rajula,  
District Amreli – 365 560, Gujarat  
CIN: L35110GJ1997PLC033193  
Website: www.pipavavdoc.com





**Pipavav Defence and Offshore Engineering Company Limited**  
**Registered Office:** Pipavav Port, Post Ucchaiya, Via-Rajula, Dist. Amreli, Pin 365 560, Gujarat, India  
**Tel:** +91 2794 305000 **Fax:** +91 2794 305100  
**Corporate Office:** H Block, 1<sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai – 400710, India.  
**E-mail:** company.secretary@pipavavdoc.com , **Website:** www.pipavavdoc.com, **CIN:**L35110GJ1997PLC033193

**POSTAL BALLOT FORM**

Despatch No:  
Postal Ballot No:

Name and registered address of the sole / :  
first named Member (IN BLOCK LETTERS)

Name(s) of the joint Member(s), if any, :  
(IN BLOCK LETTERS)

Registered Folio Number / DP ID No. / Client ID No. \* :

Number of Shares held :

(\*Applicable to investors holding shares in dematerialized form)

I/ We, hereby exercise my / our vote in respect of the following Resolution(s) to be passed through Postal Ballot for the Special Business stated in the Notice dated January 18, 2016 of Pipavav Defence and Offshore Engineering Company Limited (the “Company”) by sending my / our assent (**FOR**) or dissent (**AGAINST**) to the said resolutions by placing the tick mark (✓) at the appropriate column below:

Item (Resolution) No.	Description	No. of Equity Share(s) Held	I/ We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Ordinary Resolution for Promoters of the Company.			
2	Special Resolution to change of Name of the Company.			
3	Special Resolution to adopt new Articles of Association of the Company.			
4	Ordinary Resolution to appoint Shri Anil D. Ambani as non-retiring Director.			
5	Ordinary Resolution to appoint Shri Amitabh Jhunjunwala as non-executive Director.			
6	Special Resolution to appoint Vice Admiral (Retd.) H S Malhi as Whole-time Director and Chief Executive Officer.			
7	Ordinary Resolution to appoint Shri Rahul Sarin as an Independent Director.			
8	Ordinary Resolution to appoint Air Chief Marshal (Retd.) Fali Homi Major as an Independent Director.			
9	Ordinary Resolution to appoint Lt Gen (Retd.) Syed Ata Hasnain as an Independent Director.			
10	Ordinary Resolution to appoint Ms Ryna Karani as an Independent Director.			
11	Ordinary Resolution to appoint Shri Rajendra Chitale as an Independent Director.			
12	Special Resolution for borrowing limits of the Company.			
13	Special Resolution for issue of Securities to the Qualified Institutional Buyers.			

Place :

Date :

E-mail: \_\_\_\_\_ Tel. No. / Mobile No: \_\_\_\_\_

\_\_\_\_\_  
Signature of the Member

**ELECTRONIC VOTING PARTICULARS**

Electronic Voting Sequence Number (EVSN)	User ID	Password

NOTE: Please read the instructions printed overleaf carefully before exercising your vote.

## INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. A Member desirous of exercising her / his vote by Postal Ballot may complete this Postal Ballot Form and send the Form duly completed and signed, in the enclosed self-addressed Postage Prepaid Reply Envelope to the following address of the Scrutinizer by post / courier.  
**Shri Anil Lohia, Partner M/s Dayal and Lohia, Chartered Accountants**  
 Scrutinizer for Postal Ballot  
 Pipavav Defence and Offshore Engineering Company Limited  
 C/o. Karvy Computershare Private Limited,  
 Karvy Selenium Tower B,  
 Plot Number 31 & 32,  
 Financial District Gachibowli,  
 Hyderabad – 500 032
2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.
3. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in his absence, by the next named Member.
4. Postal Ballot Forms with following deficiencies will be rejected:
  - a. A form other than one issued by the Company has been used;
  - b. It has not been signed by or on behalf of the Member;
  - c. Signature on the postal ballot form doesn't match the specimen signatures with the Company;
  - d. It is not possible to determine without any doubt the assent or dissent of the Member;
  - e. Neither assent nor dissent is mentioned;
  - f. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
  - g. The envelope containing the postal ballot form is received after the last date prescribed;
  - h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - i. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
  - j. Member has made any amendment to the Resolution or imposed any condition while exercising his vote;
  - k. Postal Ballot Form is received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
5. The Scrutinizer's decision on the validity of the postal ballot / e-voting will be final.
6. The Postal Ballot / e-voting shall not be exercised by a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on Friday, February 26, 2016. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny on or before Monday February 29, 2016 and the results of voting by postal ballot (including voting through electronic means) will be declared on Monday, February 29, 2016 at Corporate Office of the Company by placing it along with the Scrutinizer's report on its Notice Board, website www.pipavavdoc.com and on the website of the agency (Karvy Computershare Private Limited) www.evoting.karvy.com and will be communicated to the Stock Exchanges.
8. In case of Shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorized signatories. (It is required only in case the signatories are other than the signatories whose specimen signatures are registered with the Company / R&T viz. - Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot Number 31 & 32, Financial District Gachibowli, Hyderabad – 500 032).
9. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, January 22, 2016 will be considered for the purpose of voting. A person who is not a Member on Friday, January 22, 2016 i.e. the cut-off date for reckoning voting rights should treat this Notice for information purposes only.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, January 22, 2016.
11. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
13. In case of non-receipt of the Postal Ballot Form/ request for a duplicate Postal Ballot Form or for any query related thereto, the Members may contact Karvy Computershare Private Limited ("Karvy"), the Company's Registrar and Transfer Agents, Karvy Selenium Tower B, Plot Number 31 & 32, Financial District Gachibowli, Hyderabad – 500 032 or on Tel: +91 040 6716 1508; Toll Free No. 1800 3454 001 / E-mail: evoting@karvy.com.
14. The Members can opt for only one mode of voting. In case, Member(s) cast vote by sending physical form as well as vote through e-voting, then voting done through e-voting shall prevail and voting done by physical form shall be treated as invalid.
15. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Mr. P. A. Varghese, Zonal Head - Corporate Registry, Karvy Computershare Private Limited ("Karvy"), the Company's Registrar and Transfer Agents, Karvy Selenium Tower B, Plot Number 31 & 32, Gachibowli Financial District, Hyderabad – 500 032 ; Tel: +91 040 6716 1503 E-mail id : varghese1@karvy.com . Members may also write to company.secretary@pipavavdoc.com.
16. **Voting through electronic mode**  
 The Company is pleased to offer e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching postal ballot form. E-voting is optional. The procedure and instructions for the same are as follows:
  - i) Open your web browser during the voting period and navigate to "https://evoting.karvy.com".
  - ii) Enter the login credentials (i.e., user-id and password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID

User – ID	For Members holding shares in Demat Form:- Event number followed by NSDL:- 8 Character DP ID followed by 8 Digits Client ID For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event number followed by Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact Karvy's toll free No. **1800 3454 001** for any further clarifications.
- iv) Members can cast their vote online from Friday, January 29, 2016 @ 10.00 a.m. to Friday, February 26, 2016 @ 5.00 p.m. The e-voting module shall be disabled by Karvy for voting thereafter.
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., '**Company Name**'.
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and have cast your vote earlier for any company, then your existing login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the Member does not wish to cast, select 'ABSTAIN'.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board resolution / Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at scrutinizerag1@gmail.com with copy marked to evoting@karvy.com. The file scanned image of the Board resolution / Authority letter should be in the naming format "Corporate Name Event no").