



PIPAVAV SHIPYARD LIMITED

Registered Office: Pipavav Port, Post Ucchaiya, Via-Rajula, Rajula – 365 560, Gujarat, India

POSTAL BALLOT NOTICE

(pursuant to Section 192A of the Companies Act, 1956)

NOTICE is hereby given pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 including any statutory modification or re-enactment thereof for the time being in force, that the Company is seeking consent of its members to pass the proposed Special Resolutions as set out below, by means of Postal Ballot.

Explanatory Statement pursuant to Sections 173(2) and 192A of the Companies Act, 1956, alongwith a Postal Ballot Form, are annexed for your consideration.

The Company has appointed Ms. Amrita D.C. Nautiyal, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form, record their assent or dissent therein and return the Form duly completed, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on **Thursday, June 23, 2011**. Postal Ballot Forms received thereafter will not be considered. The Scrutinizer will submit her report after completion of the scrutiny of the Postal Ballot Forms and the results of the Postal Ballot will be announced on Saturday, June 25, 2011 at the Company's Registered Office at Rajula, Pipavav Port, Post Ucchaiya, Via-Rajula, Rajula - 365 560, Gujarat, India.

Items of business requiring consent of shareholders through Postal Ballot:

ITEM NO. 1

Change of name of the Company

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

“RESOLVED THAT pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of Central Government, the name of the Company be changed from ‘Pipavav Shipyard Limited’ to ‘**Pipavav Defence and Offshore Engineering Company Limited**’.

RESOLVED FURTHER THAT pursuant to Sections 16, 31 and other applicable provisions, if any, of the Companies Act, 1956, the name ‘Pipavav Shipyard Limited’ wherever it appears in the Memorandum of Association and Articles of Association of the Company be substituted with the new name ‘**Pipavav Defence and Offshore Engineering Company Limited**’.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of Directors or Whole time Directors or any Director or Directors or Company Secretary or any other Officer or Officers of the Company with the power to further delegate any such powers as they may deem fit to give effect to the aforesaid resolution.”

ITEM NO. 2

Alteration in the Objects Clause of the Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to Sections 16, 17 and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to alter the Main Objects Clause III (A) of the Memorandum of Association

of the Company, by inserting the following new sub-clauses, immediately after the existing sub-clause (3) thereof:

4. *To undertake, engage in, conduct, carry on the business of manufacturing, building, repairing, refitting, inventing, experimenting, testing, originating, fabricating, sub-contracting, importing, exporting, dealing in, sale of all kind of vessels, warships, defence vessels including patrol vessels, gunboats, training vessels, frigates, destroyers, aircraft carriers, sub-marines, corvettes, landing platform docks, landing helicopter docks, advanced warships, radars, global positioning systems, sensors, all kinds of naval, land, air, space defence systems, homeland security systems, navigation systems, precision weapons, surveillance communication equipment, armaments, simulators, training systems, electronic, computer enabled/controlled, engines, propellers and other equipments used therein, mechanical/ electronic defence devices including but not limited to mines, guns & mortars (including self propelled), rockets, missiles & similar projectiles whether operated manually or remotely (with or without explosives), detonators, prototypes, assemblies, sub-assemblies, parts, components, accessories, fitments to any & all such devices / equipment, integration of weapon systems (including electronics/IT, fire control & sighting system integration), vehicles, military tanks, whether armoured or un-armoured, all types of engines, hydraulic machines, armaments, machine tools and machinery of any other description for use by armed forces including upgrades of weapon system, components & spares of the same and to provide service, maintenance, support for the same and to conduct all or any of the activities connected therewith.*
5. *To produce, manufacture, erect, construct, set-up, own, import, export, repair, refurbish, refit, purchase, sell, acquire, lease, hire, charter hire, rent/charter out, lease out, deal, operate in ships/vessels, aircrafts, helicopters of any description for conveyance of passengers, materials, freight and for any other purpose and to provide rigs, jackets, decks, floating production storage and offloading vessels ('FPSOs'), offshore platforms, floating and other docks, jetties, supply vessels, tugs, anchor handling vessels, barges and all other types of vessels, structures including floating structures, machinery, equipment, accommodation blocks, helipads, helidecks, apparatus used in or for any kind of activities of drilling and exploration of oils and gases including onshore drilling, offshore drilling, deep water drilling, shallow water drilling, development drilling, marine research, marine exploration and engines, spares and parts of all types and descriptions used for or therein and to provide maintenance, service, support for the same.*
6. *To carry out, in India or elsewhere, the business of engineers, heavy engineers, designers, fabricators, manufacturers, buyers, sellers, importers, exporters, dealers and undertaking designing, developing design software, engineering, erection, laying, construction, repairing, refitting, commissioning and maintenance of all kinds of plants, machines, machine tools engines, process equipment, equipment, storage tanks/vessels, containers, static equipment, nuclear reactors, other reactors, heat exchangers, wagons, rails, ships, vessels, all kind of metal structures, steel and other metals, petroleum, energy products, components, spares, piping, pipelines, sub-sea pipelines, pipe coatings, fittings, instrumentation, turbines, power systems, heat recovery systems, components for heavy structure works, machinery and equipment used for onshore and Offshore facilities for drilling, exploration, production, transportation and distribution of crude oil, oil products & gas, machinery and equipment used for refineries, petrochemicals, energy and power generation industries, material handling and transportation/transmission.*
7. *To acquire, form, set up subsidiary companies, firms, bodies corporate, joint ventures, public-private partnership entities, to amalgamate, absorb, merge with any other company or companies in India or abroad in connection with businesses referred to in sub-clauses 1 to 6; and to render engineering, management, labour, manpower and all other kinds of consultancy, advisory services in India or abroad in connection with businesses referred to in sub-clauses 1 to 6.*

RESOLVED FURTHER THAT the Board be and is hereby authorized, to do all such acts, deeds, matters and things as may be necessary, expedient and usual to implement this resolution."

The relative explanatory statement pursuant to Sections 173(2) and 192A (2) of the Companies Act, 1956 setting out material facts is annexed hereto.

By Order of the Board of Directors
for Pipavav Shipyard Limited

Ajit Dabholkar
Company Secretary

Place : Mumbai
Date : May 20, 2011

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 173(2) AND 192A (2) OF THE COMPANIES ACT, 1956

ITEM NO. 1

The Company is currently focused on building various kinds of vessels and structures for defence sector and Offshore Assets for Oil & Gas sector, to explore the opportunities available in these business segments. To cater to the needs of the heavy engineering business being shipbuilding and offshore structure fabrication, the Company has already put state of the art engineering infrastructure in place.

In order to ensure that the name of the Company appropriately conveys core areas of business operations of the Company viz. Defence and Offshore assets sectors, it is proposed to change the name of the Company to “**Pipavav Defence and Offshore Engineering Company Limited**”.

The provisions of the Companies Act, 1956 *inter-alia* require approval of the Members by way of Special Resolution for change of name of the Company and consequential alteration in the Memorandum of Association and Articles of Association of the Company.

The Registrar of Companies, Gujarat, has confirmed the availability of this proposed new name to the Company. A copy of letter dated 31st March 2011 issued by the Registrar of Companies, Gujarat, regarding availability of the aforesaid intended name will be available for inspection for the Members at the Registered Office of the Company between **10.00 a.m. and 12.00 noon on all working days** up to the date of declaration of the results of the Postal Ballot.

None of the Directors of the Company is, in any way, concerned or interested in this Resolution.

The Board of Directors of the Company commends the Resolution set out at Item No. 1 for approval of the members through Postal Ballot.

ITEM NO. 2

The resolution mentioned at Item No. 2 of the Notice relates to the alteration in the Main Objects Clause of the Memorandum of Association of the Company with respect to inclusion of new objects therein.

The present business of the Company comprises in three broad categories namely commercial ship building, offshore and ship repairing. The Company having developed its state of the art engineering infrastructure and set up one of the largest dry docks in the world is well equipped to capitalize on the heavy engineering sector and opportunities available in the defence sector and offshore sector which includes construction of complex warships such as frigates, destroyers, aircraft carriers, sub-marine, corvettes, navigation systems, marine systems, precision weapons, military hardware etc. Further, the offshore sector presents huge opportunities for the Company considering the demand for high-end offshore assets/facilities such as floating production storage vessels, modernized rigs for deep water drilling etc. By focusing on the defence and offshore segments, the Company intends to de-risk cyclical risk related to commercial shipbuilding business.

The aforesaid proposed additional main objects more particularly described in the Item No. 2 can be conveniently and advantageously combined and carried out with the existing objects/activities of the Company.

Pursuant to the provision of Sections 16, 17 read with Section 192A of the Companies Act, 1956, alteration in the Objects Clause of the Memorandum of Association requires approval of the Members by way of Special Resolution through Postal Ballot.

A copy of a) the existing Memorandum and Articles of Association of the Company and b) the Memorandum of Association and Articles of Association incorporating the proposed amendments thereto will be available for inspection for the Members at the Registered Office of the Company between **10.00 a.m. and 12.00 noon on all working days** up to the date of declaration of the results of the Postal Ballot.

None of the Directors of the Company is, in any way, concerned or interested in this Resolution.

The Board of Directors of the Company recommends the Resolution set out at Item No. 2 for approval of the members through Postal Ballot.

By Order of the Board of Directors
for Pipavav Shipyard Limited

Place : Mumbai
Date : May 20, 2011

Ajit Dabholkar
Company Secretary

Encl. : 1. Postal Ballot Form
2. Postage-prepaid Envelope