



PIPAVAV DEFENCE AND OFFSHORE ENGINEERING COMPANY LIMITED

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

Corporate Office: SKIL House, 209 Bank Street Cross Lane, Fort, Mumbai – 400 023, India

Phone: +91 22 6619 9000 Fax: +91 22 2269 6022

CIN: L35110GJ1997PLC033193, Website: www.pipavavdoc.com, E Mail: company.secretary@pipavavdoc.com

Folio No./DP Id. / Client Id:

Name:

Address:

Joint Holder(s):

No. of shares held:

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, Pipavav Defence and Offshore Engineering Company Limited ('the Company') is offering e-voting facility to its members in respect of the businesses to be transacted at the Seventeenth Annual General Meeting ('AGM') scheduled to be held on Friday, September 26, 2014 at 12.00 Noon and businesses to be transacted through Postal Ballots set out at Item No. 9 of the AGM notice dated August 14, 2014.

The Company has engaged the services of Karvy Computershare Private Limited ('Karvy') as the Authorised Agency to provide e-voting facilities. The e-voting facility will be available during the following voting period:

In respect of the businesses to be transacted at the Seventeenth Annual General Meeting except business to be transacted vide agenda Item No. 9:

Commencement of e-voting : From 9.00 A.M. (IST) on Saturday, September 20, 2014

End of e-voting : Upto 6.00 P.M. (IST) on Monday, September 22, 2014

In respect of the business to be transacted through Postal Ballot as set out at Item No. 9 of the AGM notice dated August 14, 2014:

Commencement of e-voting : From 9.00 A.M. (IST) on Thursday, September 04, 2014

End of e-voting : Up to 6.00 P.M. (IST) on Friday, October 03, 2014

Please read the instructions printed overleaf before exercising the vote. This communication forms an integral part of the Notice dated August 14, 2014 for the Seventeenth Annual General Meeting scheduled to be held on Friday, September 26, 2014.

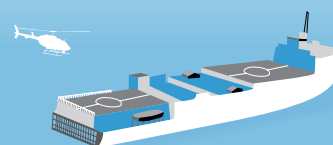
The Notice of the Annual General Meeting and this communication are also available on the website of the Company at www.pipavavdoc.com.

For Pipavav Defence and Offshore Engineering Company Limited,

Ajit Dabholkar

Corporate Counsel & Company Secretary

Mumbai
August 14, 2014

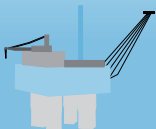


Instructions and other information relating to e-voting are as under:

1. (i) User ID and initial password are as provided below.
 - (ii) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - (iii) Enter the login credentials (i.e. User ID and password mentioned below). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - (iv) After entering these details appropriately, click on "LOGIN".
 - (v) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - (vi) You need to login again with the new credentials.
 - (vii) On successful login, the system will prompt you to select the E-Voting Event Number for Pipavav Defence and Offshore Engineering Company Limited.
 - (viii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" 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 as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - (ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - (x) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - (xi) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - (xii) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - (xiii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: sandhya.malhotra29@gmail.com with copy to evoting@karvy.com They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
 3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
 4. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being Wednesday, August 27, 2014.
 5. The Board of Directors has appointed Ms. Sandhya Malhotra, a Practicing Company Secretary, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 6. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.
 7. The Results of AGM resolutions (except resolution as set out at Item No. 9 of the AGM Notice) shall be declared at the AGM of the Company and the results of postal ballot resolution as set out at Item No. 9 of the AGM Notice shall be declared on Tuesday, October 07, 2014 and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
 8. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.pipavavdoc.com) and on Karvy's website (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions and communication of the same to BSE Limited and National Stock Exchange of India Limited.

The e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password/PIN
For AGM – For Postal Ballot –		





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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act'), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolution at Item No. 9 of the notice calling Seventeenth Annual General Meeting ('AGM Notice') proposed to be passed as a Special Resolution by way of postal ballot / e-voting. The explanatory statement pursuant to Section 102 of the Act pertaining to the aforesaid resolution setting out the material facts is forming part of the AGM Notice. A postal ballot form ('the Form') is annexed hereto for your consideration.

Members are requested to carefully read the instructions printed on the Form, record their assent (for) or dissent (against) therein by filling necessary details and affixing their signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Friday, October 03, 2014.

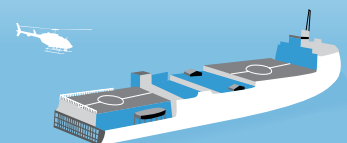
For Pipavav Defence and Offshore
Engineering Company Limited

Ajit Dabholkar
Corporate Counsel & Company Secretary

Mumbai
August 14, 2014

Notes:

1. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with Karvy Computershare Private Limited ('Karvy') for facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the AGM Notice & Instructions slip relating to e-voting annexed to the said notice.
2. The Board of Directors of the Company has appointed Ms. Sandhya Malhotra, Company Secretary in Practice, to act as the Scrutinizer, to scrutinize the Postal ballot (including e-voting) process in a fair and transparent manner. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit her report to the Chairman. The result of the postal ballot relating to the Special Resolution set out at Item No. 9 of the AGM Notice would be announced by any Director on Tuesday, October 07, 2014. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with the Scrutinizer's report on the Company's website: www.pipavavdoc.com





PIPAVAV DEFENCE AND OFFSHORE ENGINEERING COMPANY LIMITED

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Serial No.:

Folio No./DP Id. / Client Id:

Name:

Address:

Joint Holder(s):

No. of shares held:

I/We hereby exercise my/our vote in respect of the Special Resolution set out at Item No. 9 of the AGM notice to be passed through Postal Ballot by conveying my/our assent or dissent to the said Resolution by writing "For" or "Against" at the appropriate box below:

Description	No. of Equity Shares	I/We assent (For) to the Resolution	I/We dissent (Against) the Resolution
To authorise the Board of Directors of the Company to mortgage, create charges or hypothecation as may be necessary, on assets of the Company, both present and future, movable as well as immovable, under the provisions of Section 180(1)(a) of the Companies Act, 2013. (For complete text of the Special Resolution please refer to Item No. 9 of AGM Notice)			

Place: _____

Date: _____

Signature of the Member

E-mail address: _____

(To be provided by the Members holding equity shares in physical form)

Instructions for filling Postal Ballot Form:

- (i) A Member desiring to exercise vote by physical Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the Member will also be accepted.
- (ii) This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/ her absence, by the next named Member.
- (iii) Duly completed Postal Ballot Form should reach the Scrutinizer on or before the close of working hours on Friday, October 03, 2014. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member(s) has not been received.
- (iv) There will be only one Postal Ballot Form for every folio irrespective of the number of joint holder(s). Postal Ballot cannot be exercised by a proxy.
- (v) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by the relevant Board Resolution/ Authority Letter duly certified/ attested by authorised signatory(ies).
- (vi) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed pre-paid postage Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be liable to acknowledge or act on the same.
- (vii) A Member need not use all the votes or cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Wednesday, August 27, 2014.
- (viii) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
- (ix) The Company is also offering e-Voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form.
- (x) The result of the Postal Ballot shall be declared on Tuesday, October 07, 2014. The said date of declaration of results of the Postal Ballot shall be the date on which the said resolution would be deemed to have been passed, if approved by the requisite majority as mandated under the relevant provisions of the Companies Act, 2013 and rules made there under.

