



Report of the Scrutinizer

*[Pursuant to section 110 of the Companies Act, 2013 and rule 22 of the Companies
(Management and Administration) Rules, 2014]*

To,
The Chairman of the 17th Annual General Meeting
PIPAVAV DEFENCE AND OFFSHORE ENGINEERING COMPANY LIMITED

Sub: **Results of Postal Ballot**

Dear Sir,

1. I, Sandhya Malhotra, Practicing Company Secretary, was appointed by the Board of Directors of Pipavav Defence and Offshore Engineering Company Limited (**'the Company'**) as a Scrutinizer for the purpose of scrutinizing the postal ballot received both through post and e-voting process under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**) relating to the resolution at serial no. 9, of the Notice of the 17th Annual General Meeting to the members of the Company, held on the 26th day of September, 2014 at Pipavav Port, Post Uchhaiya, Via Rajula, District Amreli – 365560, Gujarat, India (**'AGM'**), for which voting through both postal ballot and e-voting was open from 4th September 2014 to 3rd October 2014.
2. The management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to postal ballot to be received by post in physical mode or through e-voting on the resolution at serial no. 9, of the Notice of the 'AGM' of the members of the Company. My responsibility as a Scrutinizer for the postal ballot process when the voting period is over, is restricted to make a Scrutinizers' Report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system, provided by Karvy Computershare Private Limited (**'Karvy'**), the authorized agency engaged by the Company to provide facilities for e-voting and also the physical ballot papers received by post addressed to the Scrutinizer.
3. The Company had appointed **Karvy** as the service provider for extending the facility of electronic voting to the shareholders of the Company from Thursday, September 4, 2014 09.00 a.m. till Friday, October 3, 2014 till 6.00 p.m. **Karvy** is also the Registrar and Share Transfer Agents for the Company. The e-voting results were unblocked by me on 7th October 2014 in the presence of two witnesses.





1. The result of the E-voting together with that of the physical ballot received is as under:

Number of Members who cast their votes through e-voting and ballot forms received	Total number of shares held by them	Total number of valid votes
151- e-voting	42,28,67,835	Please refer the table below.
44 - ballot papers	21,239	
Total	42,28,89,074	

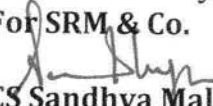
Voting results against each of the resolutions:

Item no. of notice	Particulars of Business	Valid Votes in favour of the resolution		Valid Votes against the resolution		Invalid Votes Nos.
		Nos.	%	Nos.	%	
Item No.9 of the Notice (as Special Resolution)	E-voting	41,86,76,738	99.01	41,87,697	0.99	3,400
	Ballot Papers	19,928	97.03	610	2.97	701
	Total	41,86,96,666	99.01	41,88,307	0.99	4,101

I declare that the resolution contained at point no.9 in the notice stands passed by requisite majority as a Special Resolution.

I hereby confirm that I am maintaining the Registers received from Karvy, electronically and the ballot papers received physically, in respect of the votes cast through e-voting and ballot papers by the members of the Company. I shall be arranging to hand over these records to you or such other person authorized by you.

Thanking you,
Yours faithfully,
For SRM & Co.


CS Sandhya Malhotra
(Proprietor)
CoP No.9928





Signed by Mr. Bhavesh Gandhi
Chairman of the Meeting
In respect of item no. 9