



Report of the Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

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

Sub: The 17th Annual General Meeting of the Equity Shareholders of Pipavav Offshore And Engineering Company Limited, held on 26th September, 2014 at Pipavav Port, Post Uchhaiya, Via Rajula, District Amreli - 365560, Gujarat, India.

Dear Sir,

1. I Ms. Sandhya Malhotra,, Practicing Company Secretary, have been appointed as a Scrutinizer by
 - i) The Board of Directors of Pipavav Defence and Offshore Engineering Company Limited ('the Company') for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('Rules') and
 - ii) The Chairman of the Annual General Meeting for poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained at serial no. 1 to 8, of the Notice to 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').
2. The management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained at serial no. 1 to 8, of the Notice of the 'AGM' of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizers' Report of the votes cast "in favour" or "against" the resolutions 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 at the time of poll at the AGM.
3. The Company had appointed Karvy as the service provider for extending the facility of electronic voting to the shareholders of the Company from Saturday, September 20, 2014 09.00 a.m. till Monday, September 22, 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 23rd September 2014 in the presence of two witnesses.

- At the AGM of the Company, the Chairman has suo moto called for a poll to facilitate the members present at the meeting who could not participate in the e-voting to record their votes through the poll process.
- The result of the E-voting together with that of the Poll is as under:

Number of Members who cast their votes through e-voting and poll	Total number of shares held by them	Total number of valid votes (as per details provided under each one of the Resolution(s) mentioned hereunder)
77- e-voting	44,73,56,064	Various as mentioned against each of the resolution below
29 - poll	2,46,203	

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.	%	
Item No.1 of the Notice (as an ordinary Resolution)	E-voting	447355667	99.99	322	0.0001	75
	Poll	240153	100.00	0	0.00	6050
	Total	447595820	99.99	322	0.0001	6125
Item No.2 of the Notice (as an ordinary Resolution)	E-voting	447147679	99.95	208385	0.0466	0.00
	Poll	240153	100.00	0	0.00	6050
	Total	447387832	99.95	208385	0.0466	6050





Item No.3 of the Notice (as an ordinary Resolution)	E-voting	447355667	99.99	322	0.0001	75
	Poll	240153	100.00	0	0.00	6050
	Total	447595820	99.99	322	0.0001	6125
Item No.4 of the Notice (as an ordinary Resolution)	E-voting	447354132	99.99	1932	0.0004	0
	Poll	240153	100.00	0	0.00	6050
	Total	447594285	99.99	1932	0.0001	6050
Item No.5 of the Notice (as an ordinary Resolution)	E-voting	447354052	99.99	2012	0.0004	0
	Poll	240153	100.00	0	0.00	6050
	Total	447594205	99.99	2012	0.0004	6050
Item No.6 of the Notice (as an ordinary Resolution)	E-voting	442996952	99.02	4359112	0.97	0
	Poll	154504	64.34	85649	35.66	6050
	Total	443151456	99.01	4444761	0.99	6050
Item No.7 of the Notice (as an ordinary Resolution)	E-voting	442997057	99.03	4359007	0.97	0
	Poll	154504	64.34	85649	35.66	6050
	Total	443151561	99.01	4444656	0.99	6050
Item No.8 of the Notice (as an ordinary Resolution)	E-voting	447354052	99.99	2012	0.0004	0
	Poll	240153	100.00	0	0.00	6050
	Total	447594205	99.99	2012	0.0004	6050





SRM & CO.
COMPANY SECRETARIES

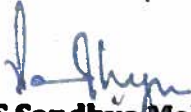
+91-9920317721, 9819029182
srm@srmoffice.com,
sandhya.malhotra29@gmail.com
022-25383022 / 24062894
www.srmoffice.com

703, Rosemary, Runwal Garden City,
Balkum, Thane (W)- 400608, Maharashtra, India

All the resolutions stands passed under e-voting and poll with requisite majority.

I hereby confirm that I am maintaining the Registers received from Karvy, electronically and manually, in respect of the votes cast through e-voting and Poll by the shareholders 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.1, and 3 to 8**