



GOL OFFSHORE LIMITED
(formerly known as **GREAT OFFSHORE LIMITED**)
(CIN No. L11200MH2005PLC154793)

Company Name: GOL OFFSHORE LIMITED
(Formerly known as GREAT OFFSHORE LIMITED)
Person issuing the update: Basavraj Loni, Deputy Manager - Secretarial
ISIN XS0320616997

Proceeding of the Annual General Meeting held on August 14, 2014.

This is to inform you that the 9th Annual General Meeting (**AGM**) of the Company was held on August 14, 2014. The information about the attendance of the Shareholders and the manner of passing of the resolution is given below;

1. **Date of AGM:** Thursday, 14th August, 2014 at 11.30 a.m.
2. **Total Number of Shareholders on record date :** 84,960
3. **No of Shareholders present in the meeting either in person or through proxy :**
 - Promoters and Promoters Group : 2 (Two)
 - Public : 70 (Seventy)
4. **No of Shareholders attended the meeting through Video Conferencing:**
 - Promoters and Promoters Group } Not Applicable
 - Public: }

Businesses transacted with the approval of requisite majority of the Shareholders.

1. Adoption of the Audited Financial Statements, Report of the Board of Directors and Auditors thereon, for the financial year ended on March 31, 2014. (**Ordinary Resolution passed by E- voting**).

Promoter/Public	No. of Shares held (1)	No. of Votes polled (2)	% of votes Polled on outstand ing shares (3)={ (2)/ (1)}*100	No. of Votes- favour in (4)	No. of Votes- against (5)	% of votes in favour on votes polled (6)={ (4)/ (2)}*100	% of votes against on votes polled (7)={ (5)/ (2)}*100
Promoter and Promoter Group	18514352	18514352	100	18514352	0	100	0
Public-Institutional holders	2618395	0	0	0	0	0	0
Public-others	16107314	11358	0.07	11324	34	99.70	0.30
Total	37240061	18525710	49.75	18525676	34	100	0.00



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2. To appoint a Director in place of Shri Vijay Kumar, who retires by rotation and being eligible offers himself for re-appointment. **(Ordinary Resolution passed by E-voting).**

Promoter/Public	No. of Shares held (1)	No. of Votes polled (2)	% of votes Polled on outstanding shares (3)={(2)/(1)}*100	No. Votes-favour (4)	No of Votes-against (5)	% of votes in favour on votes polled (6)={(4)/(2)}*100	% of votes against on votes polled (7)={(5)/(2)}*100
Promoter and Promoter Group	18514352	18514352	100	18514352	0	100	0
Public-Institutional holders	2618395	0	0	0	0	0	0
Public-others	16107314	11351	0.07	8210	3141	72.33	27.67
Total	37240061	18525703	49.75	18522562	3141	99.98	0.02

3. Appointment of M/s. Varma & Varma and M/s. Motilal & Associates, Chartered Accountants as joint statutory auditors of the Company, for a period of three years and to fix their remuneration. **(Ordinary Resolution passed by E-voting).**

Promoter/Public	No. of Shares held (1)	No. of Votes polled (2)	% of votes Polled on outstanding shares (3)={(2)/(1)}*100	No. Votes-favour (4)	No of Votes-against (5)	% of votes in favour on votes polled (6)={(4)/(2)}*100	% of votes against on votes polled (7)={(5)/(2)}*100
Promoter and Promoter Group	18514352	18514352	100	18514352	0	100	0
Public-Institutional holders	2618395	0	0	0	0	0	0
Public-others	16107314	11358	0.07	8317	3041	73.23	26.77
Total	37240061	18525710	49.75	18522669	3041	99.98	0.02



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4. Appointment of Shri Mahesh Prasad Mehrotra as an Independent Director for a period of five years w.e.f. February 12, 2014(**Ordinary Resolution passed by E-voting**).

Promoter/Public	No. of Shares held (1)	No. of Votes polled (2)	% of votes Polled on outstanding shares (3)={(2)/(1)}*100	No. Votes-favour (4)	No of Votes-against (5)	% of votes in favour on votes polled (6)={(4)/(2)}*100	% of votes against on votes polled (7)={(5)/(2)}*100
Promoter and Promoter Group	18514352	18514352	100	18514352	0	100	0
Public-Institutional holders	2618395	0	0	0	0	0	0
Public-others	16107314	11351	0.07	8111	3240	71.46	28.54
Total	37240061	18525703	49.75	18522463	3240	99.98	0.02

5. Appointment of Dr. Ram Nath Sharma as an Independent Director for a period of five years w.e.f. the AGM. (**Ordinary Resolution passed by E-voting**).

Promoter/Public	No. of Shares held (1)	No. of Votes polled (2)	% of votes Polled on outstanding shares (3)={(2)/(1)}*100	No. Votes-favour (4)	No of Votes-against (5)	% of votes in favour on votes polled (6)={(4)/(2)}*100	% of votes against on votes polled (7)={(5)/(2)}*100
Promoter and Promoter Group	18514352	18514352	100	18514352	0	100	0
Public-Institutional holders	2618395	0	0	0	0	0	0
Public-others	16107314	11351	0.07	8111	3240	71.46	28.54
Total	37240061	18525703	49.75	18522463	3240	99.98	0.02



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6. Appointment of Shri Vinesh Davda as an Independent Director for a period of five years w.e.f. the AGM. **(Ordinary Resolution passed by E-voting).**

Promoter/Public	No. of Shares held (1)	No. of Votes polled (2)	% of votes Polled on outstanding shares (3)={(2)/(1)}*100	No. Votes-favour (4)	No. of Votes-against (5)	% of votes in favour on votes polled (6)={(4)/(2)}*100	% of votes against on votes polled (7)={(5)/(2)}*100
Promoter and Promoter Group	18514352	18514352	100	18514352	0	100	0
Public-Institutional holders	2618395	0	0	0	0	0	0
Public-others	16107314	11351	0.07	7986	3365	70.36	29.64
Total	37240061	18525703	49.75	18522338	3365	99.98	0.02

7. Approval under section 180 (1) (c) of the Companies Act, 2013 for borrowing upto Rs. 5000 Crores over and above the aggregate of the paid up share capital and free reserves of the company. **(Special Resolution passed by E-voting).**

Promoter/Public	No. of Shares held (1)	No. of Votes polled (2)	% of votes Polled on outstanding shares (3)={(2)/(1)}*100	No. Votes-favour (4)	No. of Votes-against (5)	% of votes in favour on votes polled (6)={(4)/(2)}*100	% of votes against on votes polled (7)={(5)/(2)}*100
Promoter and Promoter Group	18514352	18514352	100	18514352	0	100	0
Public-Institutional holders	2618395	0	0	0	0	0	0
Public-others	16107314	11258	0.07	7868	3390	69.89	30.11
Total	37240061	18525610	49.75	18522220	3390	99.98	0.02

8. Approval under section 180 (1) (a) of the Companies Act, 2013 for providing Assets/Properties of the Company, as a security to the lenders, within the overall ceiling prescribed by the members, in terms of section 180(1)(c) of the Companies Act, 2013. **(Special Resolution passed by E-voting).**



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Promoter/Public	No. of Shares held (1)	No. of Votes polled (2)	% of votes Polled on outstanding shares (3)={ (2)/(1) }*100	No. Votes- in favour (4)	No of Votes- against (5)	% of votes in favour on votes polled (6)={ (4)/(2) }*100	% of votes against on votes polled (7)={ (5)/(2) }*100
Promoter and Promoter Group	18514352	18514352	100	18514352	0	100	0
Public-Institutional holders	2618395	0	0	0	0	0	0
Public-others	16107314	11358	0.07	7963	3395	70.11	29.89
Total	37240061	18525710	49.75	18522315	3395	99.98	0.02

9. Adoption of new Articles of Association (**Special Resolution passed by E-voting**).

Promoter/Public	No. of Shares held (1)	No. of Votes polled (2)	% of votes Polled on outstanding shares (3)={ (2)/(1) }*100	No. Votes- in favour (4)	No of Votes- against (5)	% of votes in favour on votes polled (6)={ (4)/(2) }*100	% of votes against on votes polled (7)={ (5)/(2) }*100
Promoter and Promoter Group	18514352	18514352	100	18514352	0	100	0
Public-Institutional holders	2618395	0	0	0	0	0	0
Public-others	16107314	11358	0.07	8347	3011	73.49	26.51
Total	37240061	18525710	49.75	18522699	3011	99.98	0.02

The scrutinizer's report is attached herewith. Please note that there was no voting except the e-voting proposed at the Annual General Meeting and hence the scrutinizer's report on e-voting which is enclosed, is the final report on voting for the Annual General Voting.

Encl: Scrutinizer's Report.

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

COMPANY SECRETARIES

OFFICE : ROOM NO.2, 1ST FLOOR, 13, DINKAR NIWAS, NAVI WADI, DADI SETH AGIARY LANE, OFF
CHIRA BAZAR ROAD, MUMBAI-400002
TEL NOS. 22074916

REPORT OF THE SCRUTINIZER

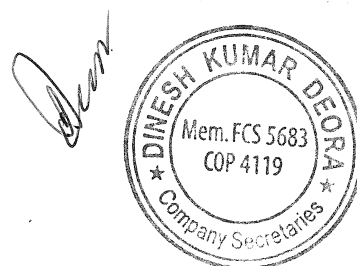
The Chairman
Of the Annual General Meeting of the Shareholders of
GOL OFFSHORE LIMITED
Energy House, 81, Dr. D.N. Road, Mumbai-400001

Sub: ***Resolutions proposed at the Annual General Meeting – Voting through electronic means in terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014***

Dear Sir,

I, Dinesh Kumar Deora, Company Secretary in practice (Membership no. FCS 5683, COP No. 4119) have been appointed as Scrutinizer as per company letter dated July 11, 2014 for the purpose of scrutinizing voting by electronic means on all the resolutions at the Annual General Meeting of the Shareholders of the Company to be held on Thursday, 14th August, 2014 at 11.30 a.m. at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture (MACCIA) , Oricon House, 6th Floor, 12, K. Dubhash Marg, Kala Ghoda, Mumbai-400001 hereby submit my report as under:

- 1) Pursuant to section 101 and 108 of the Companies Act, 2013 ("the Act") and Rule 20(3)(1) of the Companies (Management & Administration) Rules, 2014, the Notice convening the Annual General Meeting including the Statement under section 102 of the Act have been dispatched to all the members of the company through permitted means on 21 July, 2014 and subsequently the notice was also placed on the website of the company i.e. www.goloffshore.com. The Members of the Company were given an option to vote electronically on e-voting platform provided by National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com>.
- 2) The public advertisement with respect to conducting of voting through electronic means was published in an English newspaper i.e. Free Press Journal and a regional language newspaper i.e. Navshakti on July 25, 2014.
- 3) The notice clearly indicated the process and manner of voting by electronic means including step wise procedure for voting in a secure manner.
- 4) The e-voting period commenced on Wednesday, 6th August, 2014 at 9.00 a.m. and ended on Friday, 8th August, 2014 at 6.00 p.m.
- 5) The members of the Company as on the "cut –off" date i.e. July 4, 2014 were entitled to vote on the resolutions at the ensuing Annual General Meeting.



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- 6) Accordingly, the electronic votes cast were taken into account and at the end of the voting period i.e. on 8th August, 2014 at 6.00 p.m. the NSDL portal was blocked for voting.
- 7) The votes cast were unblocked in the presence of two witnesses on 8th August, 2014.
- 8) A register has been maintained electronically to record the assent or dissent received mentioning the particulars of name, address, folio no. or client id of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential rights, the question of maintaining the list of shares with differential voting rights did not arise.
- 9) The corporate member who has participated in the e-voting has provided the scanned copy of the resolution passed at their Board of Directors' meeting for authorization to attend and vote at the annual general meeting, including voting by electronic means.

The proposed resolutions for which this Annual General Meeting of the shareholders is being held and the option of voting by electronic means is provided and the summary of the total votes cast "FOR" and "AGAINST" each resolution by electronic means is as follows:

Item No. 1:

ADOPTION OF THE AUDITED FINANCIAL STATEMENTS, REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON, FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2014.

Particulars	No. of shareholders/ Votes	No. of shares/ votes	% of shares/ votes
(a) Total Valid Votes	49	18525710	
(b) Votes "FOR" the resolution	45	18525676	99.9998%
(c) Votes "AGAINST" the resolution	4	34	0.0002%

Item No. 2:

TO APPOINT A DIRECTOR IN PLACE OF SHRI VIJAY KUMAR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.

Particulars	No. of shareholders/ votes	No. of shares/ Votes	% of shares/ Votes
(a) Total Valid Votes	48	18525703	
(b) Votes "FOR" the resolution	40	18522562	99.983%
(c) Votes "AGAINST" the resolution	8	3141	0.017%



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Item No. 3:

APPOINTMENT OF M/S. VARMA & VARMA AND M/S. MOTILAL & ASSOCIATES, CHARTERED ACCOUNTANTS AS JOINT STATUTORY AUDITORS OF THE COMPANY, FOR A PERIOD OF THREE YEARS AND TO FIX THEIR REMUNERATION.

Particulars	No. of shareholders/ votes	No. of shares/ votes	% of shares/ votes
(a) Total Valid Votes	49	18525710	
(b) Votes "FOR" the resolution	42	18522669	99.9836%
(c) Votes "AGAINST" the resolution	7	3041	0.0164%

Item No. 4:

APPOINTMENT OF SHRI MAHESH PRASAD MEHROTRA AS AN INDEPENDENT DIRECTOR FOR A PERIOD OF FIVE YEARS W.E.F. FEBRUARY 12, 2014.

Particulars	No. of shareholders/ votes	No. of shares/ votes	% of shares/ votes
(a) Total Valid Votes	48	18525703	
(b) Votes "FOR" the resolution	40	18522463	99.9825%
(c) Votes "AGAINST" the resolution	8	3240	0.0175%

Item No. 5:

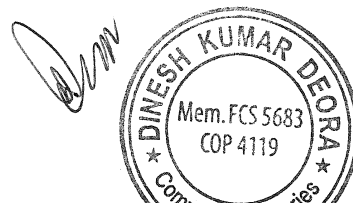
APPOINTMENT OF DR. RAM NATH SHARMA AS AN INDEPENDENT DIRECTOR FOR A PERIOD OF FIVE YEARS W.E.F. THE ENSUING AGM.

Particulars	No. of shareholders/ votes	No. of shares/ votes	% of shares/ votes
(a) Total Valid Votes	48	18525703	
(b) Votes "FOR" the resolution	40	18522463	99.9825%
(c) Votes "AGAINST" the resolution	8	3240	0.0175%

Item No. 6:

APPOINTMENT OF SHRI VINESH DAVDA AS AN INDEPENDENT DIRECTOR FOR A PERIOD OF FIVE YEARS W.E.F. THE ENSUING AGM.

Particulars	No. of shareholders/ votes	No. of shares/ votes	% of shares/ votes
(a) Total Valid Votes	48	18525703	



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(b)	Votes "FOR" the resolution	39	18522338	99.9818%
(c)	Votes "AGAINST" the resolution	9	3365	0.0182%

Item No. 7:

APPROVAL UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013 FOR BORROWING UPTO RS. 5000 CRORES OVER AND ABOVE THE AGGREGATE OF THE PAID UP SHARE CAPITAL AND FREE RESERVES OF THE COMPANY.

Particulars		No. of shareholders/ votes	No. of shares/ votes	% of shares/ votes
(a)	Total Valid Votes	48	18525610	
(b)	Votes "FOR" the resolution	39	18522220	99.9817%
(c)	Votes "AGAINST" the resolution	9	3390	0.0183%

Item No. 8:

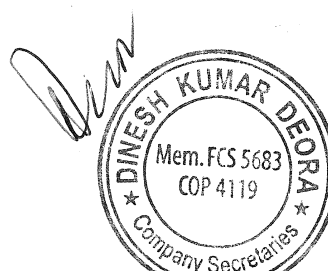
APPROVAL UNDER SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013 FOR PROVIDING ASSETS/PROPERTIES OF THE COMPANY, AS A SECURITY TO THE LENDERS, WITHIN THE OVERALL CEILING PRESCRIBED BY THE MEMBERS, IN TERMS OF SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

Particulars		No. of shareholders/ votes	No. of shares/ Votes	% of shares/ votes
(a)	Total Valid Votes	49	18525710	
(b)	Votes "FOR" the resolution	39	18522315	99.9817%
(c)	Votes "AGAINST" the resolution	10	3395	0.0183%

Item No.9:

ADOPTION OF NEW ARTICLES OF ASSOCIATION.

Particulars		No. of shareholders/ votes	No. of shares/ Votes	% of shares/ votes
(a)	Total Valid Votes	49	18525710	
(b)	Votes "FOR" the resolution	43	18522699	99.9837%
(c)	Votes "AGAINST" the resolution	6	3011	0.0163%



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

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The results of the e-voting shall be taken into account in addition to the voting at the annual general meeting of the shareholders.

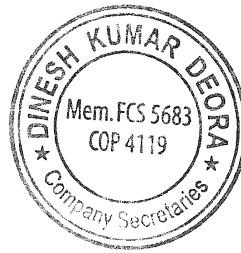
The data sheet relating to e-voting and other related papers/ registers, records are in the safe custody of the undersigned and they will be handed over to the Chairman of the company once the Minutes are approved and signed.

Thank you,

Yours faithfully,



**DINESH KUMAR DEORA
PRACTISING COMPANY SECRETARY**



FCS 5683/ CP 4119

Place : Mumbai

Date : 09/08/2014