GLOBAL OFFSHORE® SERVICES LTD.

Regd. Office: 101, Swapnabhoomi, "A" Wing, S. K. Bole Road, Dadar (W), Mumbai - 400 028. Tel.: +91-22-2423 4000 Fax : +91-22-2436 2764
CIN No.: L61100MH1976PLC019229

Ref : GOSL/2015/544

April 30, 2015

1. Bombay Stock Exchange Ltd.
   Phiroze Jeejeebhoy Towers
   Dalal Street
   Mumbai - 400 001

   Scrip Code : 501848

2. National Stock Exchange of India Ltd.
   5th Floor, Exchange Plaza
   Bandra-Kurla Complex
   Bandra (East)
   Mumbai - 400 051

   Equity Series : GLOBOFFS

Dear Sirs,

Sub :- Postal Ballot Notice.

Pursuant to the provisions of Listing Agreement, we enclose herewith six copies of Postal Ballot Notice of the Company.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
for **GLOBAL OFFSHORE SERVICES LIMITED**

A. C. CHANDARANA
COMPANY SECRETARY

Encl. : As above.

GARWARE गरवारे

E-mail: info@globaloffshore.in Website: www.globaloffshore.in

GLOBAL OFFSHORE SERVICES LIMITED

CIN No.: L61100MH1976PLC019229

Regd. Office: 101, Swapnabhoomi, `A' Wing, S.K.Bole Road, Dadar W), Mumbai – 400 028.
Tel: 91-22-2423 4000, **Fax**: 91-22-2436 2764 **Website**: www.globaloffshore.in, **Email**: investorredressal@globaloffshore.in

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to the shareholders of the Company to seek their approval, by way of postal ballot, for the proposal contained in the proposed resolution set out below.

The Company has from time to time invested in securities, granted guarantees and loans to various entities including its subsidiaries/wholly owned subsidiaries.

The Company proposes to continue, from time to time, to invest in securities of, grant loans to and issue guarantee or provide securities on behalf of various entities (including its subsidiaries and wholly owned subsidiaries).

Pursuant to the provisions of Section 186 of the Companies Act, 2013, granting of loans, investing in securities and issue of guarantee in excess of limits prescribed therein requires the approval of Members by way of Special Resolution.

As per Section 186 of the Companies Act, 2013, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, consent of the Members under Section 186 of the Companies Act, 2013, is required to be obtained by means of voting by Postal Ballot. The proposed Special Resolution and Explanatory Statement stating all material facts and the reasons for the proposal is appended hereto for your consideration along with a postal ballot form.

The Board of Directors of the Company have appointed Mr. S. M. Korde, Practicing Company Secretary, Mumbai, as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

In compliance with Clause 35B of the Listing Agreement and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer voting by electronic means as an alternate for its Members, to cast their vote electronically instead of casting their vote in physical form and dispatching the Postal Ballot Form(s). Please note that voting through electronic means is optional, the members who wish to vote physically can do the same.

You are requested to carefully read the instructions printed on the Postal Ballot Form. The Postal Ballot Form duly completed, in all respects, should be returned in the enclosed self-addressed *"business reply envelope"* so as to reach the Scrutinizer on or before the close of working hours, i.e. 14.00 hours on Saturday, 30th May, 2015, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny and the result of the voting by Postal Ballot will be announced on Tuesday, 2nd June, 2015 at 11.30 a.m. at 101, Swapnabhoomi, `A' Wing, S. K. Bole Road, Dadar (W), Mumbai – 400 028.

The result of the Postal Ballot shall also be posted on the website of the Company at www.globaloffshore.in.

The date of declaration of the result of the Postal Ballot shall be the date on which the resolutions would be deemed to have been passed by the Members, if approved by requisite majority.

The Resolution along with the Explanatory Statement setting out material facts are as follows:

SPECIAL RESOLUTION:

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

"RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereof for the time being in force and as may be enacted from time to time) ("**Act**") and rules made thereunder, the Memorandum of Association and Articles of Association of the Company and subject to other applicable statutory provisions, rules, regulations, guidelines and also subject to necessary approvals, consents, sanctions and permissions, as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**Board**" which shall be deemed to include any Committee of Directors or Director(s) or official(s) of the Company for the time being authorized by the Board to exercise powers conferred on the Board by this resolution) for the following:

a) to give any loan(s) to, and/or

b) to give any guarantee(s), and/ or provide any security(ies) in connection with loan(s) given by any other person to, or to any other person by, and/or

c) to acquire by way of subscription, purchase or otherwise the securities of one or more body(ies) corporate,

from time to time and in one or more tranches, for such amount(s), as the Board may in its absolute discretion determine even if such loans, guarantees, securities and investments together with the aggregate of loan(s) made, guarantee(s) given, security(ies) provided and investment(s) made from time to time, is in excess of the ceiling prescribed under Section 186 of the Companies Act, 2013 computed on the basis of the Audited Accounts of the financial year immediately preceding the financial year in which such loans are made, guarantees given, securities provided and investments made, provided that the aggregate of loans made, guarantees given, securities provided and investments made at any time shall not exceed Rs. 2,500 crores (Rupees Two Thousand Five Hundred Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental to give effect to this Resolution."

By order of the Board of Directors

Sd/-
A. C. CHANDARANA
Company Secretary

Place : Mumbai
Date : 17th April, 2015

ANNEXURE TO NOTICE

(Explanatory Statement pursuant to Section 102 of the Companies Act, 2013)

The Shareholders of the Company vide Postal Ballot dated 22.04.2013 authorised the Board of Directors of the Company to make loans, give guarantee(s) and to provide any security(ies) in connection with loan(s) made by any other person to or to any other person by, acquire by way of subscription, purchase or otherwise the securities of one or more body(ies) corporate in excess of the limits prescribed under the Section 372 A of Companies Act, 1956 to the extent of Rs. 2500 crores (Rupees Two Thousand Five Hundred Crores only).

Pursuant to the provisions of Section 186 of Companies Act, 2013 read with Regulation 13 of The Companies (Meeting of Board and its powers) Rules 2014, the resolution passed as above is valid till 31st March, 2015, unless a fresh resolution under this Section is passed by the Shareholders.

Your approval is therefore sought, to enable the Board of Directors to continue with and/or grant loans, subscribe / acquire securities, issue guarantees / provide securities not exceeding Rs. 2,500 crores.

Mr. Aditya A. Garware, the Vice Chairman & Managing Director of the Company is also a Director of Global Offshore Services B. V. (a subsidiary of the Company) and hence is interested to the extent of his Shareholding in the holding Company and future Dividends / Commission / Interest that may be received out of the investment made by the Company in Global Offshore Services B. V. None of the other Directors and Key Managerial Personnel and their relatives is in any way interested or concerned in passing the aforesaid resolution.

By order of the Board of Directors

Sd/-
A. C. CHANDARANA
Company Secretary

Place : Mumbai
Date : 17th April, 2015

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted is annexed hereto and forms part of the Notice.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the item of business as set out in the Notice is sought to be passed by E- voting & Postal Ballot.
3. Mr. S. M. Korde, Practicing Company Secretary, Mumbai, (Membership No. ACS 563 & C.P No 1079) has been appointed as Scrutinizer for conducting the E-voting/Postal Ballot process in accordance with law in a fair and transparent manner.
4. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-voting facility to all its members to enable them to cast their votes electronically. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on Friday, 24th April, 2015, i.e. "the cut-off date". The voting rights of the Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.
5. E-voting is optional for Members. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their e-mail addresses with the Company / Depositories and to other shareholders by *"courier"*.

   Kindly note that the Shareholders can opt only for one mode of voting, i.e., either by Physical Ballot or e-voting. If members are opting for e-voting, then they should not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting shall be treated as invalid.

allot form is enclosed for the use of the members. Please read the inted on the enclosed Postal Ballot form carefully before exercising return the same duly completed, signifying your assent/dissent, so e Scrutinizer at Global Offshore Services Ltd, 101, Swapnabhoomi, . Bole Road, Dadar W), Mumbai – 400 028 within a period of 30 date of despatch of notice i.e. on or before the close of working) hours on Saturday, 30th May, 2015. Postal Ballot forms received will be strictly treated as if the reply from the members has not been

are requested to exercise their voting rights by using the attached Ballot form only.

siring to exercise his / her vote by using E-voting facility should v the instructions for E-voting printed in this notice. A member can nber of times till he / she has voted the resolution or till the end of iod, (i.e. 30th May, 2015); whichever is earlier.

e an option to request for physical copy of the postal Ballot form strar and Transfer Agent - M/s. Bigshare Services Pvt. Ltd, E-2/3 al Estate, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai – 022-4043 0365. Request can be sent through an e-mail rutika@ .com by mentioning their Folio/ DP id and Client Id No.

r will submit his report of the votes polled through E-voting and to the Chairman. The Chairman will, or in his absence, any other thorized by him will, announce the results of Voting by Postal day, 2nd June, 2015 at 11:00 a.m. at the Registered Office of the Scrutinizer's decision on the validity of the votes cast through al Ballot shall be final. The Results shall be declared on 2nd June, sults declared, along with the Scrutinizer's Report, shall be placed ny's website: www.globaloffshore.in within two (2) working days of resolution and communicated to the Stock Exchanges where the ted, viz. BSE Ltd. and National Stock Exchange of India Ltd.

h electronic means: Pursuant to the provisions of Section 108 nies Act, 2013 and Rule 20 of the Companies (Management and) Rules, 2014, and clause 35B of the Listing Agreement with the es, the Company is pleased to offer e voting facility to the members otes electronically. The Company has engaged the services of tory Services India Ltd (CDSL) to provide e voting facilities. The e s available at the link https://www.evotingindia.com:

had fixed Friday, 24th April, 2015 as the cut-off date for determining shareholders entitled to participate in the e voting process. In this mat account /folio number has been enrolled by the Company for on in e-voting on the resolution proposed by the Company on the n.

cility will be available during the following period:

ent of e voting	Saturday, 2nd May, 2015 at 10.00 a.m.
ng	Saturday, 30th May, 2015 at 5:00 p.m

od, shareholders of the Company, holding shares either in physical aterialized form, as on 24.04.2015 (the cut-off date), may cast their ally. The e-voting module shall be disabled by CDSL for voting

or shareholders voting electronically are as under:

lers should log on to the e-voting website:www.evotingindia.com.

holders,

ir User ID

.: 16 digits beneficiary ID,

.: 8 Character DP ID followed by 8 Digits Client ID,

holding shares in Physical Form should enter Folio Number l with the Company.

Image Verification as displayed and Click on 'Login'.

ing shares in demat form and had logged on to www.evotingindia. d earlier in respect of any other resolution proposed by the n your existing password is to be used.

t time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form
Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
Please see Sequence number printed in the address sticker in the envelope. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio no. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

(x) Click on the EVSN for GLOBAL OFFSHORE SERVICES LIMITED on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii)Note for Non - Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii)In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under the help section or write an email to helpdesk.evoting@cdslindia.com.

- The Company has appointed Mr. S.M.Korde, Practicing Company Secretary (Membership No. ACS 563 & C. P. No. 1079) as the Scrutinizer for conducting the e voting process in fair and transparent manner.
- 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 make Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- The Results shall be declared on Tuesday, 2nd June, 2015. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.globaloffshore.in and on the website of CDSL within two (2) working days of passing of the resolution and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd., National Stock Exchange of India Ltd.

GLOBAL OFFSHORE SERVICES LIMITED

CIN No.: L61100MH1976PLC019229
Regd. Office: 101, Swapnabhoomi, "A" Wing, S.K.Bole Road, Dadar(W), Mumbai- 400 028.
Tel: 91-22-2423 4000 **Fax:** 91-22-2436 2764
Website: www.globaloffshore.in **Email:** investorredressal@globaloffshore.in

POSTAL BALLOT FORM

Sr. No.

1. Name & Registered Address of The Sole/first named Shareholder (In block letters)	
2. Name(s) of the Joint Holder(s), (If any) (In block letters)	
3. Registered Folio Number/ DP ID No. /Client ID No.* *(Applicable to Shareholders holding Shares in dematerialized form	
4. Number of Share(s)held (Equity Shares of Rs.10/- each):	

I/We hereby exercise my/our votes in respect of the Special Resolution to be passed through postal ballot in connection with the business stated in the postal ballot notice dated 17.04.2015 as set out below by sending my/our assent or dissent to the said Resolution by placing the (√) mark at the appropriate box below, (tick in both boxes for the same resolution, will render the ballot invalid):

Item No.	Description	Type of Resolution	No. of Shares held	For I / We assent	Against I/We dissent
1.	To authorize Board of Directors to invest in securities, grant loans and issue guarantees / provide securities in excess of the limits prescribed under Section 186 of the Companies Act, 2013	Special			

Place :

Date :

Signature of the Shareholder/
Authorised Signatory or representative

NOTE:

1. A shareholder desiring to exercise voting right by postal ballot may complete the Postal Ballot Form and return the ballot duly filled and signed, so as to reach the Scrutinizer at Global Offshore Services Limited, 101, Swapnabhoomi, "A" Wing, S. K. Bole Road, Dadar (W), Mumbai- 400 028 on or before the close of working hours at 14.00 hours on 30th May, 2015. The Postal Ballot Forms received after this date will be treated as if the reply from the shareholder has not been received. The Postal Ballot Form(s) may also be deposited personally.
2. The votes should be casted either in favour or against the resolution by putting the tick [√] mark in the column provided for assent or dissent [√] Postal Ballot Form bearing tick mark in both the column will render the Form invalid.
3. Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
4. The Postal Ballot Form should be completed and signed by the sole / first named shareholder. In the absence of the first named shareholder in a joint holding the Form may be completed and signed by the next named shareholder. (However, where the Form is sent separately by the first named shareholder and the joint holder(s), the vote of the first named shareholder would be valid).
5. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter, with signatures of authorised signatory(ies), duly attested.
6. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.
7. Shareholders / beneficiaries are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
8. Shareholders / beneficiaries are requested not to send any other matter along with the Postal Ballot Form. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
9. A shareholder / beneficiary may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate postal ballot form should reach the scrutinizer on or before the close of working hours at 14.00 hours on 30th May, 2015.
10. The Special resolutions shall be deemed to have been passed on the date of declaration of the result of Postal Ballot.