



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

September 29, 2016

To,

National Stock Exchange of India Ltd.
Exchange Plaza
Plot No. C/1, Block G,
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street,
Mumbai – 400 001

Ref: **NSE Symbol: GTOFFSHORE**

Ref: **Company Code: 532786**

Dear Sir/ Madam,

Sub: Voting Results at the 11th Annual General Meeting held on September 28, 2016

Pursuant to provisions of Regulation 44(3) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith voting results of the businesses transacted at the 11th Annual General Meeting of the Company held on September 28, 2016 along with the Scrutinizer's Report.

Kindly take the above on records and oblige.

Yours faithfully,
For **GOL Offshore Limited**

Varika Rastogi

Varika Rastogi
Company Secretary & Chief Compliance Officer



Encl: as above

Details of Voting Results

Date of the Annual General Meeting ("AGM"):

28/09/2016

Total number of shareholders as on record date i.e. Cut-off Date (September 21, 2016):

77,672

Number of shareholders present in the meeting either in person or through proxy:

Promoter and Promoter Group	4
Public	68
Total	72

Number of shareholders attended the meeting through video conferencing:

Not Applicable

Agenda-wise Disclosure:

Item No. 1

- a) Adoption of the Audited Financial Statements for the financial year ended March 31, 2016, Report of the Board of Directors and Auditors thereon, .
b) Adoption of the consolidated financial statements of the Company for the financial year ended March 31, 2016 and the report of the Auditors thereon.

Resolution Required	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
1	Promoter and Promoter Group	E-Voting	9577136	9577136	100.00	9577136	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		9577136	100.00	9577136	0	100.00	0.00
2	Public - Institutional holders	E-Voting	27283447	144476	0.53	144476	0	100.00	0.00
		Poll		8258838	30.27	8258838	0	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		8403314	30.80	8403314	0	100.00	0.00
3	Public-Others	E-Voting	42011791	8939548	21.28	8939546	2	100.00	0.00
		Poll		11991376	28.54	11991364	12	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		20930924	49.82	20930910	14	100.00	0.00
	Total	E-Voting	78872374	18661160	23.66	18661158	2	100.00	0.00
		Poll		20250214	25.67	20250202	12	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		78872374	49.33	38911360	14	100.00	0.00

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Item No. 2

Re-appointment of Mr. Vijay Kumar, a Director retiring by rotation

Resolution Required

Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/resolution?

No

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/[5]*100	% of Votes against on votes polled [7]=[5]/[2]*100
			[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	E-Voting	9577136	9577136	100.00	9577136	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		9577136	100.00	9577136	0	100.00	0.00
2	Public - Institutional holders	E-Voting	27283447	144476	0.53	144476	0	100.00	0.00
		Poll		8258838	30.27	8258838	0	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		8403314	30.80	8403314	0	100.00	0.00
3	Public-Others	E-Voting	42011791	8939541	21.28	8939539	2	100.00	0.00
		Poll		11991376	28.54	11989864	1512	99.99	0.01
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		20930917	49.82	20929403	1514	99.99	0.01
	Total	E-Voting	78872374	18661153	23.66	18661151	2	100.00	0.00
		Poll		20250214	25.67	20248702	1512	99.99	0.01
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		78872374	38911367	49.33	38909853	1514	100.00



Item No. 3

Appointment of Auditors and fixing their remuneration

Resolution Required

Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/resolution?

No

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	E-Voting	9577136	9577136	100.00	9577136	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		9577136	100.00	9577136	0	100.00	
2	Public - Institutional holders	E-Voting	27283447	144476	0.53	144476	0	100.00	0.00
		Poll		8258838	30.27	8258838	0	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		8403314	30.80	8403314	0	100.00	0.00
3	Public-Others	E-Voting	42011791	8939548	21.28	8939546	2	100.00	0.00
		Poll		11991376	28.54	11991364	12	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		20930924	49.82	20930910	14	100.00	0.00
	Total	E-Voting	78872374	18661160	23.66	18661158	2	100.00	0.00
		Poll		20250214	25.67	20250202	12	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		78872374	38911374	49.33	38911360	14	100.00

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Item No. 4

Appointment of Mr. Prakash Chandra Kapoor as a Whole-time Director of the Company (by virtue of his appointment as Chief Executive Officer of the Company).

Resolution Required

Special Resolution

Whether promoter/ promoter group are interested in the agenda/resolution?

No

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/[5]*100	% of Votes against on votes polled [7]=[5]/[2]*100
			[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[5]*100	[7]=[5]/[2]*100
1	Promoter and Promoter Group	E-Voting	9577136	9577136	100.00	9577136	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		9577136	100.00	9577136	0	100.00	0.00
2	Public - Institutional holders	E-Voting	27283447	144476	0.53	144476	0	100.00	0.00
		Poll		8258838	30.27	8258838	0	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		8403314	30.80	8403314	0	100.00	0.00
3	Public-Others	E-Voting	42011791	8939541	21.28	8939539	2	100.00	0.00
		Poll		11991376	28.54	11989864	1512	99.99	0.01
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		20930917	49.82	20929403	1514	99.99	0.01
	Total	E-Voting	78872374	18661153	23.66	18661151	2	100.00	0.00
		Poll		20250214	25.67	20248702	1512	99.99	0.01
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		78872374	38911367	49.33	38909853	1514	100.00

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Item No. 5

Reclassification of Authorised Share capital of the Company									
Resolution Required				Special Resolution					
Whether promoter/ promoter group are interested in the agenda/reso				No					
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100
			[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	E-Voting	9577136	9577136	100.00	9577136	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		9577136	100.00	9577136	0	100.00	0.00
2	Public - Institutional holders	E-Voting	27283447	144476	0.53	144476	0	100.00	0.00
		Poll		8258838	30.27	8258838	0	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		8403314	30.80	8403314	0	100.00	0.00
3	Public-Others	E-Voting	42011791	8939548	21.28	2323	8937225	0.03	99.97
		Poll		11991376	28.54	11991364	12	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		20930924	49.82	11993687	8937237	57.30	42.70
	Total	E-Voting	78872374	18661160	23.66	9723935	8937225	52.11	47.89
		Poll		20250214	25.67	20250202	12	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		78872374	38911374	49.33	29974137	8937237	77.03

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Item No. 6

To authorize the Board of Directors of the Company to determine the fee to be charged from a member for delivery of any documents through a particular Resolution Required		Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?		No

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100
			[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	E-Voting	9577136	9577136	100.00	9577136	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		9577136	100.00	9577136	0	100.00	0.00
2	Public - Institutional holders	E-Voting	27283447	144476	0.53	144476	0	100.00	0.00
		Poll		8258838	30.27	8258838	0	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		8403314	30.80	8403314	0	100.00	0.00
3	Public-Others	E-Voting	42011791	8939548	21.28	8939500	48	100.00	0.00
		Poll		11991376	28.54	11991364	12	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		20930924	49.82	20930864	60	100.00	0.00
	Total	E-Voting	78872374	18661160	23.66	18661112	48	100.00	0.00
		Poll		20250214	25.67	20250202	12	100.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		78872374	38911374	49.33	38911314	60	100.00

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

OFFICE: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD
(EAST), MUMBAI-400097.

TEL NO.: 022-65643641 E-MAIL: dinesh.deora@yahoo.com

To,
The Chairman
Of the 11th Annual General Meeting of the Shareholders of
GOL Offshore Limited
Energy House, 81, Dr. D.N. Road,
Mumbai-400001

Dear Sir

At the outset, I would like to thank you for entrusting me with the task of scrutinizing the remote e-Voting and voting on Poll by your Shareholders, at the Annual General Meeting of your Company held on Wednesday, 28th September, 2016 at 10.00 A.M.

Please find enclosed Consolidated Results of remote e-Voting & Poll. I have issued separate report on remote e-voting and the Report on Poll results at the AGM.

My report on remote e-Voting and insta poll is based on the data downloaded from the e-Voting platform provided by Central Depository Services (India) Limited (CDSL).

I trust you will find Report to be comprehensive and self-explanatory in all respects. I will, however, be happy to answer your queries, if any, on the same.



DINESH KUMAR DEORA
Practising Company Secretary
Membership No FCS 5683
COP No 4119



Date: 28th September, 2016
Place: Mumbai

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

COMPANY SECRETARY

OFFICE: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD
(EAST), MUMBAI-400097.

TEL NO.: 022-65643641 E-MAIL: dinesh.deora@yahoo.com

Consolidated Results



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

OFFICE: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD
(EAST), MUMBAI-400097.

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Based on Results of remote e-Voting & Poll at the Annual General Meeting held on Wednesday, 28th September, 2016 at 10.00 A.M., Consolidated Results of each item on the Agenda as set out in the Notice dated 2nd September, 2016 is annexed herewith.

CONSOLIDATED RESULTS OF ITEM NO. 1 – ORDINARY RESOLUTION

Subject	1. To receive, consider and adopt: a) The audited financial statements of the Company for the financial year ended March 31, 2016, together with the reports of the Board of Directors and the Auditors thereon; and b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2016 and the report of the Auditors thereon.
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	18661158	20250202	38911360	100
Dissent	2	12	14	0
Invalid	0	0	0	0
Total	18661158	20250214	38911374	100.00

Thus, the **Ordinary Resolution** as contained in Item No. 1 of the Notice dated 2nd September, 2016 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 2 – ORDINARY RESOLUTION

Subject	To appoint a Director in place of Mr. Vijay Kumar (DIN: 00726561), who retires by rotation and being eligible, offers himself for re-appointment.
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DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY

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(EAST), MUMBAI-400097.

TEL NO.: 022-65643641 E-MAIL: dinesh.deora@yahoo.com

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	18661151	20248702	38909853	100.00
Dissent	2	1512	1514	0
Invalid	0	0	0	0
Total	18661153	20250214	38911367	100.00

Thus, the **Ordinary Resolution** as contained in Item No. 2 of the Notice dated 2nd September, 2016 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 3 – ORDINARY RESOLUTION

Subject	Ratification of the Appointment of M/s. Varma & Varma, Chartered Accountants (ICAI Firm Registration No. 004532S) and M/s Motilal & Associates, Chartered Accountants (ICAI Firm Registration No. 106584W) as Joint Statutory Auditors.
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	18661158	20250202	38911360	100
Dissent	2	12	14	0
Invalid	0	0	0	0
Total	18661158	20250214	38911374	100.00

Thus, the **Ordinary Resolution** as contained in Item No. 3 of the Notice dated 2nd September, 2016 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 4 – SPECIAL RESOLUTION

Subject	Appointment of Mr. Prakash Chandra Kapoor (DIN 00786682) as a Whole Time Director for a period of three years w.e.f. October 30, 2015 to October 29, 2018.
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DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY

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(EAST), MUMBAI-400097.

TEL NO.: 022-65643641 E-MAIL: dinesh.deora@yahoo.com

Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	18661151	20248702	38909853	100.00
Dissent	2	1512	1514	0
Invalid	0	0	0	0
Total	18661153	20250214	38911367	100.00

Thus, the **Special Resolution** as contained in Item No. 4 of the Notice dated 2nd September, 2016 is passed with **REQUISITE MAJORITY**.

CONSOLIDATED RESULTS OF ITEM NO. 5 – SPECIAL RESOLUTION

Subject	Increase in Authorised Share Capital and consequent alteration to Articles of Association of the Company
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	9723935	20250202	29974137	77.03
Dissent	8937225	12	8937237	22.97
Invalid	0	0	0	0
Total	18661160	20250214	38911374	100.00

Thus, the **Special Resolution** as contained in Item No. 5 of the Notice dated 2nd September, 2016 is passed with **REQUISITE MAJORITY**.




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

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TEL NO.: 022-65643641 E-MAIL: dinesh.deora@yahoo.com

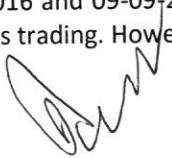
CONSOLIDATED RESULTS OF ITEM NO. 6 – ORDINARY RESOLUTION

Subject	RESOLVED THAT pursuant to the provisions of Section 20 and all other applicable provisions of the Companies Act, 2013 (the Act) read with the Rules framed thereunder (the Rules) (including any statutory modification(s) or re-enactment(s) of the Act and/ or the Rules for the time being in force), authority be and is hereby given to the Board of Directors of the Company (the Board which term shall include any Committee which the Board of Directors may have constituted or may hereafter constitute for the time being for exercising the powers conferred on the Board of Directors by this resolution) to determine the fee to be charged from a member who requests delivery of any documents through a particular mode.
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	18661112	20250202	38911314	100.00
Dissent	48	12	60	0
Invalid/Abstain	0	0	0	0
Total	18661160	20250214	38911374	100.00

Thus, the **Ordinary Resolution** as contained in Item No. 6 of the Notice dated 2nd September, 2016 is passed with **REQUISITE MAJORITY**.

Note: The Company had allotted 41632313 Equity Shares to various persons on preferential basis on 23-08-2016 and 09-09-2016, which are yet to be listed and hence not available for dematerialisation as well as trading. However said shareholders were offered voting through insta poll.


DINESH KUMAR DEORA
Practising Company Secretary
Membership No FCS 5683
COP No. 4119



Date: 28th September, 2016
Place: Mumbai

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

OFFICE: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD
(EAST), MUMBAI-400097.

TEL NO.: 022-65643641 E-MAIL: dinesh.deora@yahoo.com

Remote E-Voting Results



**Report of Scrutinizer on remote e-Voting by Shareholders of
GOL Offshore Limited**

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

OFFICE: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD
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TEL NO.: 022-65643641 E-MAIL: dinesh.deora@yahoo.com

1. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended, I was appointed as Scrutinizer by the Company on 2nd September, 2016 to the remote e-Voting process for passing the items on the agenda as contained in the Notice dated 2nd September, 2016.
2. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NDSL) and Central Depository Services (India) Limited (CDSL), for the purpose of remote e-Voting, the Company completed dispatch of the Notice of remote e-Voting by permitted means.
3. The Company had allotted 41632313 Equity Shares to various persons on preferential basis on 23-08-2016 and 09-09-2016, which are yet to be listed and hence not available for dematerialisation as well as trading. However said shareholders were offered voting through insta poll.
4. In terms of the aforesaid Notice, remote e-Voting was open for three days from **9.00 a.m. on Sunday, 25th September, 2016 to 5.00 p.m. on Tuesday, 27th September, 2016** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on e-Voting platform provided by CDSL.
5. The Voting rights were reckoned as on **Wednesday, 21st September, 2016**, being the Cut-Off date for the purpose of remote e-Voting.
6. As required in the Rules, I unlocked the remote e-Voting on the platform provided by CDSL after completion of the remote e-Voting process at 11.27 a.m. on 28th September, 2016, in the presence of Mr. Manish Sarvaiya and Mr. Jainendra Yadav.
7. Based on the results made available to me, 34 (Thirty Four) folios have cast their votes on the e-Voting platform and I have annexed with this Report, a summary of the e-Voting Results for each of the agenda items contained in the said Notice.



DINESH KUMAR DEORA
Practising Company Secretary
Membership No FCS 5683
COP No 4119



Date: 28th September, 2016
Place: Mumbai

**Report of Scrutinizer on remote e-Voting by Shareholders of
GOL Offshore Limited**

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

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SUMMARY OF E-VOTING RESULTS

EVSN Reference No. 160903042

Voting Start Date: 25/09/2016 09.00 AM

Voting End Date: 27/09/2016 05.00 PM

Items on the Agenda	Voted in Favour		Voted Against		Abstained	
	Number of Folios Voted	Number of Votes	Number of Folios Voted	Number of Votes	Number of Folios Voted	Number of Votes
1	32	18661158	2	2	0	0
2	31	18661151	2	2	1	7
3	32	18661158	2	2	0	0
4	31	18661151	2	2	1	7
5	30	9723935	4	8937225	0	0
6	30	18661112	4	48	0	0


DINESH KUMAR DEORA
Practising Company Secretary
Membership No FCS 5683
COP No 4119



Date: 28th September, 2016
Place: Mumbai

**Report of Scrutinizer on remote e-Voting by Shareholders of
GOL Offshore Limited**

**Results
Of the
Poll Conducted
At the
11th Annual General Meeting
Of
GOL Offshore Limited
At
M.C. Ghia Hall, 4th Floor, Bhogilal
Hargovindas Building, 18/20, Kaikhushru
Dubash Marg, Kala Ghoda, Mumbai-400001**



FORM No. MGT-13

Report of Scrutinizers

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

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

AGM held on: Wednesday, 28th September, 2016 at 10.00 A.M.

Dear Sir,

I, Dinesh Kumar Deora, Practising Company Secretary , appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Annual General Meeting of GOL Offshore Limited held on Wednesday, 28th Septemebr,2016 at 10.00 A.M. , submit my report as under:

1. The Company provided the voting through ballot process on poll by using electronic voting system (Insta Poll) through an arrangement with Central Depository Services (India) Limited at the venue of the Annual General Meeting.
2. The Company has allotted 41632313 Equity Shares to various persons on preferential basis on 23-08-2016 and 09-09-2016, which are yet to be listed and hence not available for dematerisaition as well as trading. However said shareholders were offered voting through Insta poll.
3. The results of the poll for each item on the agenda are Resolution wise annexed to this report.




4. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



DINESH KUMAR DEORA
PRACTISING COMPANY SECRETARY
Membership No FCS 5683
COP No 4119



Date: 28th September, 2016
Place: Mumbai

Item No. 1 – Ordinary Resolution

1. To receive, consider and adopt:

a) The audited financial statements of the Company for the financial year ended March 31, 2016, together with the reports of the Board of Directors and the Auditors thereon; and

b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2016 and the report of the Auditors thereon.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	20250202	100.00

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	12	0

Item No. 2 – Ordinary Resolution

To appoint a Director in place of Mr. Vijay Kumar (DIN: 00726561), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	20248702	99.99

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	1512	0.01

Item No. 3 – Ordinary Resolution

Ratification of the Appointment of M/s. Varma & Varma, Chartered Accountants (ICAI Firm Registration No. 004532S) and M/s Motilal & Associates, Chartered Accountants (ICAI Firm Registration No. 106584W) as Joint Statutory Auditors.



The image shows a handwritten signature in black ink over a circular official stamp. The stamp contains the text "DIRECTOR KUMAR VIJAY" around the top edge, "Mem. FCS 9033" in the center, "COP 4119" below it, and "Company No. 106584W" around the bottom edge.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	20250202	100.00

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	12	0

Item No. 4 – Special Resolution

Appointment of Mr. Prakash Chandra Kapoor (DIN 00786682) as a Whole Time Director for a period of three years w.e.f. October 30, 2015 to October 29, 2018.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	20248702	99.99

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	1512	0.01

Item No. 5 – Special Resolution

Increase in Authorised Share Capital and consequent alteration to Articles of Association of the Company

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	20250202	100.00

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	12	0



Item No. 6 – Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Section 20 and all other applicable provisions of the Companies Act, 2013 (the Act) read with the Rules framed thereunder (the Rules) (including any statutory modification(s) or re-enactment(s) of the Act and/ or the Rules for the time being in force), authority be and is hereby given to the Board of Directors of the Company (the Board which term shall include any Committee which the Board of Directors may have constituted or may hereafter constitute for the time being for exercising the powers conferred on the Board of Directors by this resolution) to determine the fee to be charged from a member who requests delivery of any documents through a particular mode.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	20250202	100.00

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	12	0



DINESH KUMAR DEORA

PRACTISING COMPANY SECRETARY

Membership No FCS 5683

COP No. 4119



Date: 28th September, 2016

Place: Mumbai