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Website: www.abgindia.com, Email- seclegal@abgindia.com, CIN: L61200GJ1985PLC007730

To,
The Members,

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for obtaining the consent of the members of **ABG SHIPYARD LIMITED** ("the Company") through Postal ballot for the following special business:

1. ISSUE OF EQUITY SHARES AND/OR 0.01% COMPULSORILY CONVERTIBLE PREFERENCE SHARES (CCPS) TO THE CDR LENDERS ON PREFERENTIAL BASIS ON CONVERSION OF FUNDED INTEREST TERM LOAN.

To consider and if thought fit, to give ASSENT OR DISSENT to the following resolution as a Special Resolution:

"RESOLVED THAT in partial modification to the Special Resolution dated 27th day of September, 2014 passed by Members of the Company in pursuance of Postal Ballot Notice dated 14th August, 2014 and pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of ABG Shipyard Limited ("**the Company**"), the Listing Agreements entered into by the Company with the Stock Exchanges, where the shares of the Company are listed, applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred as "**SEBI ICDR Regulations**"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("**the SEBI**"), the Reserve Bank of India ("**the RBI**"), etc., and subject to the approvals, permissions, sanctions and consents as may be necessary from such regulatory and other appropriate authorities (including but not limited to the SEBI, the CDR EG (as defined hereinafter), RBI, the Government of India, etc.), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents and all such other approvals (including approvals of the existing lenders of the Company), which may be agreed to by the Board of Directors (hereinafter referred to as the "**Board**", which term shall be deemed to include any committee thereof) and in terms of and furtherance of, Corporate Debt Restructuring Scheme ("**CDR Package**") approved by the Corporate Debt Restructuring Empowered Group ("**the CDR EG**"), at its meeting held on 24th March, 2014, and communicated to the Company by the Corporate Debt Restructuring Cell vide Letter of approval dated 27th March, 2014 bearing reference number BY. CDR (PMJ) NO.1193/2013 -14 and subject to the terms of the Master Restructuring Agreement dated 28th March, 2014 (the "**MRA**") executed by and between the Company and the CDR lenders of the Company ("**the CDR Lenders**"), consent of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches 52,088,077 (Five crore Twenty Lacs Eighty Eight Thousands Seventy Seven) fully paid-up equity shares of the Company, having face value of Rs.10/- (Rupees Ten) each, at a price of Rs. 275.92 (Rupees Two Hundred Seventy Five and Ninety Two Paise Only) or such other price as determined in accordance with SEBI ICDR regulations and applicable law for reason of the change in the 'Relevant Date' and/or 0.01% Compulsorily Convertible Preference Shares (CCPS) having face value of Rs.10/- (Rupees Ten) each, for conversion of an amount not exceeding Rs. 1437.21 Crores (Rupees One Thousand Four Hundred Thirty Seven Crores and Twenty One Lacs Only), in consideration of Funded Interest Term Loan ("**FITL**") being interest accrued on various restructured facilities from the cut-off date, i.e. 01st August, 2013 ("**Cut-off Date**") and/ or any interest payable on the FITL and/ or any re-compensate amount aggregating to Rs. 1437.21 Crores (Rupees One Thousand Four Hundred Thirty Seven Crores and Twenty One Lacs Only), (hereinafter referred to as "**Reduced FITL Conversion Amount**") to the CDR Lenders, as mentioned in the explanatory statement annexed hereto, whether they are members of the Company or not, by way of preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT CCPS shall be compulsorily converted into Equity Shares of the Company of the Face value of Rs. 10/- each, on the respective date(s) on which the holders of such CCPS become entitled to apply for the Equity shares as set out in the Explanatory Statement ("**Entitlement Date**") which shall not be later than the Eighteen (18) Months from the date of allotment of such CCPS, at the conversion price determined with reference to 'Relevant Date'.

RESOLVED FURTHER THAT the 'Relevant Date' for determining the price for the equity shares to be allotted to the CDR Lenders shall be 24th March, 2014 being the date on which Corporate Debt Restructuring Package of the Company was approved by the CDR EG and the 'Relevant Date' for determining the conversion price for CCPS shall be a date 30 days prior to the date of conversion of CCPS into equity shares (Entitlement Date) in accordance with Regulations 71(b) and 76 of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board shall comply with the provisions of Section 42 of the Companies Act, 2013 and all other provisions as applicable thereon.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 74 of SEBI ICDR Regulations, the Board be and is hereby authorized to issue and allot the equity shares as agreed by the CDR Lenders.

RESOLVED FURTHER THAT the Equity Shares to be allotted upon conversion of Loan and upon conversion of CCPS shall rank pari passu with the existing Equity Shares of the Company in all respects and the Equity Shares shall be subject to lock-in for such period as stipulated by the applicable SEBI ICDR Regulations and Guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution(s), the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem fit, necessary, proper or desirable for such Purpose, including to seek listing, apply for in-principle listing approval of the equity shares to be issued, and allotted and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, CDR EG, RBI, the Government of India, etc.) and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions/queries, difficulties or doubts that may arise in the proposed issue, pricing of the issue, offer and allotment of the equity shares and to execute all such deeds, documents, writings, agreements, applications in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Members or otherwise with the intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard of the issue, offer or allotment of the Shares and the utilisation of the issue proceeds as per the terms with the Lenders and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the issue, appoint banks and other intermediaries or agencies concerned or as the Board may *suo moto* decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of resources as authorised herein, and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized in its entire discretion to decide to proceed with the issue of Equity Shares/CCPS as contemplated above and to delegate all or any of the powers herein conferred to any Committee of Directors to give effect to this resolution.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted are subject to reconciliation between the CDR Lenders and the Company."

Place: Mumbai

By Order of the Board of Directors

Date: 14th November, 2014

**For ABG Shipyard Limited
Company Secretary**

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is appended herein below.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 21st November, 2014.
3. The Board of Directors has appointed Mrs. Kala Agarwal, Practicing Company Secretary, Membership No.F5976 as Scrutinizer for conducting postal ballot voting process in a fair and transparent manner.
4. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the assent (for) or dissent (against), and signed should be returned directly to the Scrutinizer so as to reach the Scrutinizer on or before the close of normal working hours (1700 hrs) on 28th December, 2014 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 her report to the Board after completion of the scrutiny and the results of postal ballot will be announced on 29th December, 2014, at the Corporate Office of the Company.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturday between 11:00 a.m. and 1:00 p.m. up to the date of announcement of the result of the Postal Ballot.
6. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rules made there under and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility for its Members of the Company to enable them to cast their votes on the resolution electronically. Kindly note that the Members can opt for only one mode of voting, i.e. either by physical postal ballot or e-voting.
7. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. In case, Members cast their vote by both physical postal ballot and e-voting, it may be noted that votes cast by them through e-voting shall prevail and votes cast by physical postal ballot will be treated as invalid Link Intime India Private Limited, our Registrar and Transfer Agent will be facilitating e-voting to enable the Members to cast their votes electronically.

INSTRUCTIONS FOR E-VOTING ARE AS UNDER:-**IN CASE OF MEMBERS RECEIVING E-MAIL:**

- (i) Log on to the e-voting website www.evotingindia.com and Click on “Shareholders” tab.
- (ii) Now select the electronic voting sequence no (EVSN) along with company name i.e. ABG Shipyard Limited. from the drop menu and click on submit.
- (iii) Now Enter your User ID :- For CDSL: 16 digits beneficiary ID / For NSDL: 8 Character DP ID followed by 8 Digits Client ID / Members holding shares in Physical Form should enter Folio Number registered with the Company. Next enter the Image Verification as displayed and Click on Login.
- (iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (v) If you are a first time user follow the steps given below:

PAN*	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 digit of the sequence number in the PAN field. - 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. Eg. If your name is Ramesh Kumar with sequence number 100 then enter RA00000100 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. 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 Id/ folio No in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then reach directly 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the ABG Shipyard Limited.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

IN CASE OF MEMBERS RECEIVING THE PHYSICAL COPY:

Please follow all steps from sl. no. (i) to sl. no. (xiv) above to cast vote.

- (xvi) The voting period begins on Saturday 29th November, 2014 at 10.00 AM and ends on Sunday 28th December, 2014 at 05.00 PM . During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st November, 2014 , may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

As per the Letter of Approval dated 27th March, 2014 bearing reference number BY. CDR (PMJ) NO.1193/2013- 14 ("**CDR LOA**") and the Master Restructuring Agreement dated 28th March, 2014 ("**the MRA**") executed by ABG Shipyard Limited ("**the Company**") with the CDR lenders of the Company as set out in the MRA ("**the CDR Lenders**"), the CDR Lenders have an option to convert the total Funded Interest Term Loan (FITL) and / or any interest payable on the FITL and / or any re-compensate amount aggregating to Rs. 1556.48 Crores (Rupees One Thousand Five Hundred Fifty Six Crores and Forty Eight Lacs Only) (hereinafter referred to as "**FITL Conversion Amount**") in to equity shares of the Company and/or 0.01% Compulsorily Convertible Preference Shares (CCPS) in the following manner:

Out of the total amount of Funded Interest Term Loan ("**FITL**"), amounting to Rs. 1556.48 Crores (Rupees One Thousand Five Hundred Fifty Six Crores and Forty Eight Lacs Only), an amount aggregating up to Rs. 1000 /-Crores (Rupees One Thousand Crores) shall be compulsorily convertible into Equity Shares/ CCPS before 31st March, 2016. Further, the CDR Lenders shall also have the option to convert the balance FITL Facilities or any interest payable on the FITL Facilities or any re-compensate amount, in to Equity Shares and/or CCPS in accordance with the MRA and Applicable Laws, including but not limited to the SEBI ICDR Regulations and the Companies Act, 2013 and Rules made thereunder.

In pursuance to the Special Resolution dated 27th day of September 2014 passed by Members of the Company in pursuance of Postal Ballot Notice dated 14th August, 2014, the Company has issued and allotted 82,867,157 CCPS having face value of Rs.10/- (Rupees Ten) each, for conversion of an **FITL Conversion Amount** of Rs. 828,671,570/- and 1,316,564 Equity Shares having face value of Rs.10/- (Rupees Ten) each at a premium of Rs. 265.92/- each for conversion of an **FITL Conversion Amount** of Rs. 363,155,971/- as on 30th September, 2014 and 01st October 2014 respectively for an aggregate **FITL Conversion Amount** of Rs. 1,191,827,541/- (Rupees One Hundred Nineteen Crore Eighteen Lacs Twenty Seven Thousands Five Hundred Forty One only).

The CDR lenders shall be entitled to convert said CCPS in to Equity Shares as on 26th March, 2016 ("**Entitlement date**") being the date determined in Postal Ballot Notice dated 14th August, 2014.

After such Allotment, the details of the remaining Funded Interest Term Loan (FITL) (i.e. "**Reduced FITL Conversion Amount**"), which is payable to the lenders of the Company are set out below:-

S.NO.	Name of the Lender	Total FITL (Rs. in Crore)
1	ICICI Bank Limited	483.50
2	State Bank of India	186.55
3	IDBI Bank Limited	168.28
4	Punjab National Bank	74.91
5	Bank of Baroda	42.20
6	Indian Overseas Bank	47.10
7	Bank of India	22.64
8	Oriental Bank of Commerce	60.40
9	Dena Bank	59.70
10	Laxmi Vilas Bank	9.40
11	Syndicate Bank	24.76
12	Andhra Bank	23.40
13	Canara Bank	4.00
14	Central Bank of India	5.80
15	State Bank of Patiala	2.90
16	State Bank of Travancore	4.10

17	Punjab and Sindh Bank	3.10
18	Indian Bank	5.00
19	IFCI Limited	14.17
20	South Indian Bank	10.21
21	Development Credit Bank Ltd.	12.70
22	Yes Bank Limited	49.00
23	Standard Chartered Bank Limited	73.10
24	SICOM Limited	22.30
25	Deutsche Bank	28.00
	Total	1437.21

*The Figures given above as per the CDR LOA and the MRA are under reconciliation and the same may vary on the outcome of the reconciliation.

Now, the CDR lenders have proposed vide their letter dated 12th November, 2014 to convert the CCPS into Equity Shares of the Company in one or more tranches as per the options exercisable by them instead of in single tranche {i.e. 26th March, 2016 (being Entitlement date determined in Postal Ballot Notice dated 14th August, 2014)} in order to meet loan payment obligations schedule.

Therefore, the Board of Directors, at their meeting held on 14th November, 2014, subject to the approval of the shareholders, approved the proposal for issue, in one or more tranches 52,088,077 (Five crore Twenty Lacs Eighty Eight Thousands Seventy Seven) fully paid-up equity shares of the Company, having face value of Rs.10/- (Rupees Ten) each, at a price of Rs. 275.92 (Rupees Two Hundred Seventy Five and Ninety Two Paise Only) or such other price as determined in accordance with SEBI ICDR regulations and applicable law for reason of the change in the 'Relevant Date' and/or 0.01% Compulsorily Convertible Preference Shares (CCPS) having face value of Rs.10/- (Rupees Ten) each, for conversion of an amount not exceeding Rs. 1437.21 Crores (Rupees One Thousand Four Hundred Thirty Seven Crores and Twenty One Only), in consideration of Funded Interest Term Loan ("FITL") being interest accrued on various restructured facilities from the cut-off date, i.e. 01st August 2013 (Cut-off Date") and/ or any interest payable on the FITL and/ or any re-compensate amount aggregating to Rs. 1437.21 Crores (Rupees One Thousand Four Hundred Thirty Seven Crores and Twenty One Only), ("**Reduced FITL Conversion Amount**") to the CDR Lenders, by way of preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

CCPS shall be compulsorily convertible into Equity Shares of the Company in one or more tranches, as mentioned hereinafter, on which holders of the CCPS become entitled to apply for the Equity shares as on "**Entitlement Date**" which shall not be later than the Eighteen (18) Months from the date of allotment of such CCPS, at the conversion price determined with reference to "Relevant Date".

S. No.	Particulars	Entitlement Date	Remarks
1	CCPS	26 th June, 2015	Entitlement Date-1
2	CCPS	26 th September, 2015	Entitlement Date-2
3	CCPS	26 th December, 2015	Entitlement Date-3
4	CCPS	26 th March, 2016	Entitlement Date-4

Entitlement Date-1, Entitlement Date -2, Entitlement Date -3 and Entitlement Date-4 shall jointly be referred to as "**Entitlement Date**".

The CDR lenders shall be entitled to convert CCPS into the Equity Shares of the Company in one or more tranches as per above Entitlement Date as per option exercisable by them.

If upon exercise of the conversion option anytime prior to Entitlement Date-4 (that is, on Entitlement Date-1, Entitlement Date -2 and/or Entitlement Date -3), any CCPS issued pursuant to the authority of this resolution are yet to be converted into equity shares, they shall be compulsorily convertible into Equity Shares of the Company as on 26th March, 2016 being the last Entitlement date with in the period of the Eighteen (18) Months, as stipulated under Regulation 75 of the SEBI ICDR Regulations 2009, from the date of allotment of such CCPS ("Entitlement date-4").

The said issuance of Equity Shares shall be in accordance with the provisions of Chapter VII- "Preferential Issue" of the SEBI ICDR Regulations, 2009 and other applicable laws in relation to conversion of interest due in to equity shares and / or CCPS of the Company, with prior approval of the Monitoring Committee, if required.

The shares shall rank pari passu with the existing Equity Shares of the Company.

The disclosures required pursuant to Regulation 73 of the ICDR Regulations are as follows:

i. Objects of the Preferential Issue:

The object of the preferential issue is to comply with the terms of CDR Package of the Company by allotment of Equity Shares/ CCPS of the Company to the CDR Lenders pursuant to the exercise of option by the CDR Lenders to convert the FITL facilities into equity shares/CCPS of the Company as stipulated in the CDR LOA and the MRA.

ii. Proposal of the Promoters, directors or key management personnel of the issuer to subscribe to the proposed preferential offer:

None of the promoters, directors or key management persons intends to subscribe to the proposed preferential offer.

iii. Shareholding Pattern before and after the preferential issue:

The shareholding pattern of the Company before and after the preferential issue is provided below:

S. No.	Category of Shareholder	Pre-allotment as at 01 st October, 2014		Post-allotment	
		No. of Shares	% of Capital	No. of Shares	% of Capital
(A)	PROMOTERS	33381057	63.90	33381057	32.00
(B)	PUBLIC SHAREHOLDING				
[1]	INSTITUTIONS				
	MUTUAL FUNDS / UTI	276	0.00	276	0.00
	FINANCIAL INSTITUTIONS / BANKS	3001703	5.75	55089780	52.81
	INSURANCE COMPANIES	300000	0.57	300000	0.29
	FOREIGN INSTITUTIONAL INVESTORS	2325481	4.45	2325481	2.23
	Sub Total	5627460	10.77	57715537	55.32
[2]	NON-INSTITUTIONS				
	BODIES CORPORATE	10095586	19.33	10095586	9.68
	INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH.	1657114	3.17	1657114	1.59
	OTHERS	1477148	2.83	1477148	1.42
	Sub Total	13229848	25.33	13229848	12.68
	Total (B)	18857308	36.10	70945385	68.00
	Total (A)+(B)	52238365	100.00	104326442	100.00

- (1) Further, 82867157 CCPS of Rs. 10/- (Rupees Ten) each held by the CDR lender is outstanding and the holders of CCPS will be entitled to apply for the Equity shares of the Company on 26th March, 2016, being Entitlement Date as per Special Resolutions passed by the Shareholders under Postal Ballot Notice dated 14th August 2014 and the Equity shares shall be allotted at the minimum price determined pursuant to the Regulation 76(1) of the SEBI ICDR Regulations, 2009. Hence, the total number of the Equity shares assuming full conversion shall be determined as per Relevant Date being the date 30 days prior to the Entitlement Date.
- (2) The post issue capital has been provided assuming the conversion of entire "Reduced FITL Conversion Amount" into Equity as per the allotments proposed under this Postal Ballot Notice.
In case of conversion of FITL into CCPS, it would presently not be possible to calculate the post issue shareholding pattern of the Company as the Conversion Price for the CCPS is to be ascertained as per the provisions of SEBI ICDR Regulations and thus the Conversion price will be ascertained only at the date 30 (thirty) days prior to the date of the **Entitlement date**, which shall be '**Relevant Date**' as stipulated under Regulation 71 of the SEBI ICDR Regulations, 2009.
- (3) The post-issue capital may stand altered depending the determination of the 'Relevant Date' as per the SEBI ICDR Regulations.
- (4) The FITL is based on actual accruals and may stand altered.
- (5) Post issue Non-promoter/public holding may very subject to the change in holdings based on secondary market transactions.
- (6) The pre-allotment Shareholding has been given on the basis of data available as on 01st October, 2014.

The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Shares to the CDR Lenders.

iv. Time within which the preferential Issue shall be completed:

The equity shares shall be allotted to the concerned allottees in accordance with and within the time limit specified under the SEBI ICDR Regulations.

- v. Identity of the proposed allottees [the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control], the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issue consequent to the preferential issue;

Details of the Proposed Allottees

S. No.	Name of the Lender	Name of Natural Persons who ultimately control the proposed allottees	Pre- allotment as at 30 th June 2014		Post allotment*	
			No. of shares	% to paid-up capital	No. of shares	% to paid-up capital
1	ICICI Bank Limited	Scheduled Commercial Bank	-	-	17523195	16.80
2	State Bank of India*	Scheduled Commercial Bank	-	-	6760965	6.48
3	IDBI Bank Limited*	Scheduled Commercial Bank	-	-	6098997	5.85
4	Punjab National Bank	Scheduled Commercial Bank	-	-	2714845	2.60
5	Bank of Baroda	Scheduled Commercial Bank	-	-	1529429	1.47
6	Indian Overseas Bank	Scheduled Commercial Bank	-	-	1707017	1.64
7	Bank of India*	Scheduled Commercial Bank	-	-	820357	0.79
8	Oriental Bank of Commerce	Scheduled Commercial Bank	-	-	2189040	2.10
9	Dena Bank	Scheduled Commercial Bank	-	-	2163671	2.07
10	Laxmi Vilas Bank	Scheduled Commercial Bank	-	-	340678	0.33
11	Syndicate Bank	Scheduled Commercial Bank	896608	1.72	897390	0.86
12	Andhra Bank	Scheduled Commercial Bank	-	-	848072	0.81
13	Canara Bank	Scheduled Commercial Bank	-	-	144970	0.14
14	Central Bank of India	Scheduled Commercial Bank	-	-	210206	0.20
15	State Bank of Patiala	Scheduled Commercial Bank	-	-	105103	0.10
16	State Bank of Travancore	Scheduled Commercial Bank	-	-	148594	0.14
17	Punjab and Sindh Bank	Scheduled Commercial Bank	-	-	11235	0.11
18	Indian Bank	Scheduled Commercial Bank	-	-	112351	0.11
19	IFCI Limited*	FIs & Listed Company	-	-	513390	0.49
20	South Indian Bank	Scheduled Commercial Bank	419956	0.80	370128	0.35
21	Development Credit Bank Limited	Scheduled Commercial Bank	-	-	460278	0.44
22	Yes Bank Limited	Scheduled Commercial Bank	-	-	1775877	1.70
23	Standard Chartered Bank Limited	Scheduled Commercial Bank	-	-	2649319	2.54
24	SICOM Limited	Set up and owned by Government of Maharashtra and other Welfare trust, funds and notified as a Public Financial Institutions	-	-	808205	0.77
25	Deutsche Bank	Scheduled Commercial Bank	-	-	1014787	0.97

Further, 82867157 CCPS of Rs. 10/- (Rupees Ten) each held by the CDR lender* is outstanding and The holders of CCPS will be entitled to apply for the Equity shares of the Company on 26th March, 2016, being Entitlement Date as per special Resolutions passed by the Shareholders under Postal Ballot Approval dated 27th September 2014 and the Equity shares shall be allotted at the minimum price determined pursuant to the Regulation 76(1) of the SEBI ICDR Regulations, 2009.

Pre-Preferential holding of the Proposed Allottees is already in lock in as per regulations 78(4) of the SEBI ICDR Regulations, 2009.

The aforesaid details have been provided assuming full conversion of the total FITL amount by each CDR Lender as of the date of the Board Meeting held on 14th November, 2014. However, the actual conversion shall depend on the extent of conversion rights exercised by each CDR Lender.

The proposed allottees are not part of the promoter group and hence allotment of equity shares may result in change in control of the Company.

vi. Undertaking by the Company to recompute price and to put under lock-in till the recomputed price is paid:

Not applicable in this case.

vii. Certificate from Statutory Auditors:

M/s Nisar & Kumar, Statutory Auditors, have certified that the Issue of securities is being made in accordance with SEBI ICDR Regulations. A copy of the said certificate is open for inspection at the Registered Office of the Company between 10:00 a.m. to 5:00 p.m. on all working days (except Saturdays, Sundays and holidays) up to the date of announcement of the result of Postal Ballot.

viii. Relevant Date:

As per the terms of the MRA, the lenders of the Company have a right to convert entire **“Reduced FITL Conversion Amount”** in to equity shares and / or CCPS of the Company in the manner as mentioned hereinabove, The ‘Relevant Date’ for determining the price for the equity shares to be allotted to the CDR Lenders shall be 24th March, 2014 being the date on which Corporate Debt Restructuring Package of the Company was approved by the CDR EG.

The ‘Relevant Date’ for determining the conversion price for CCPS shall be a date 30 days prior to the relevant date of conversion (that is, the relevant Entitlement Date) of CCPS into equity shares, in accordance with Regulations 71(b) and 76 of the SEBI ICDR Regulations.

ix. Lock-in Period:

The securities allotted to the CDR Lenders shall be locked in for a period of 1 (one) year as per the provisions of ICDR Regulations (other than those securities that are allotted to the CDR Lenders under Section 63(3) of the Companies Act, 2013, which are excluded by virtue of Regulation 70 (1)(a) of the ICDR Regulations).

Pursuant to Section 62(1)(c) of the Companies Act, 2013, issue of Equity Shares, to persons who are not members of the Company on a preferential basis, requires the approval of the shareholders of the Company by way of a special resolution.

Accordingly, the resolutions at Item No 1, if approved by the shareholders, will enable the Company to issue the said Equity Shares to the persons as stated above on a preferential basis in compliance with the conditions stated in the CDR LOA. Your Directors recommend passing of the resolutions at Item No. 1 of the Notice.

None of the Directors and key managerial personal of the Company and their relatives is interested or concerned in the passing of the above resolution.

All capitalized terms not defined herein shall have the meaning given to them in the Master Restructuring Agreement.

Place: Mumbai

Date: 14th November, 2014

By Order of the Board of Directors

For ABG Shipyard Limited

Company Secretary