



GARDEN REACH SHIPBUILDERS & ENGINEERS LIMITED

Our Company was incorporated at Calcutta under the Companies Act, 1913 with the Registrar of Companies, Calcutta, as "Garden Reach Workshops Limited" on February 26, 1934. Our Company changed its name to "Garden Reach Workshops Private Limited" on November 5, 1957 after the promulgation of the Companies Act, 1956. Thereafter, our Company changed its name to "Garden Reach Workshops Limited" on November 30, 1961 pursuant to the acquisition of our Company by the Government of India and the status of our Company was changed from 'private limited company' to 'deemed public limited company' under the provision of Section 43(1A) of the Companies Act, 1956 with effect from January 8, 1976. The name of our Company was again changed from 'Garden Reach Workshop Limited' to 'Garden Reach Shipbuilders & Engineers Limited' on December 31, 1976 by the Registrar of Companies, West Bengal. Our Company became a public company pursuant to a special resolution of the shareholders at an Annual General Meeting held on August 25, 2017. For further details, including change in Registered Office of our Company, see "**History and Certain Corporate Matters**" on page 163 of the Prospectus dated October 3, 2018 (herein referred to as the "**Prospectus**")

Registered Office: 43/46 Garden Reach Road, Kolkata – 700 024, West Bengal, India; **Contact Person:** Sandeep Mahapatra, Company Secretary and Compliance Officer; **Tel:** 033-2469 8545; **Fax:** 033-2469 8150; **Email:** co.sec@grse.co.in; **Website:** www.grse.in; **Corporate Identity Number:** U35111WB1934GOI007891

OUR PROMOTER: THE PRESIDENT OF INDIA ACTING THROUGH THE MINISTRY OF DEFENCE, GOVERNMENT OF INDIA

Our Company has filed the Prospectus with the Registrar of Companies, West Bengal at Kolkata (the "RoC") on October 3, 2018 and the Equity Shares are proposed to be listed on the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE") and the and the trading will commence on October 10, 2018.

BASIS OF ALLOTMENT

INITIAL PUBLIC OFFERING OF 29,210,760 EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF GARDEN REACH SHIPBUILDERS & ENGINEERS LIMITED ("THE COMPANY" OR THE "ISSUER") THROUGH AN OFFER FOR SALE BY THE PROMOTER, THE PRESIDENT OF INDIA, ACTING THROUGH THE MINISTRY OF DEFENCE, GOVERNMENT OF INDIA ("THE "SELLING SHAREHOLDER") FOR CASH AT A PRICE OF ₹118* PER EQUITY SHARE ("THE OFFER PRICE"), AGGREGATING TO ₹3,435.89 MILLION (THE "OFFER"). THE OFFER INCLUDED A RESERVATION OF UP TO 572,760 EQUITY SHARES AGGREGATING TO ₹64.72 MILLION FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREIN) ("EMPLOYEE RESERVATION PORTION"). THE OFFER LESS EMPLOYEE RESERVATION PORTION IS REFERRED TO AS THE NET OFFER. THE OFFER AND THE NET OFFER CONSTITUTED 25.50% AND 25.00% RESPECTIVELY, OF THE POST OFFER PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY

*A discount of ₹5 per Equity Share to the Offer Price has been offered to the Retail Individual Bidders ("Retail Discount") and a discount of ₹5 per Equity Share to the Offer Price has been offered to the Eligible Employees bidding in the Employee Reservation Portion ("Employee Discount").

Offer Price: ₹ 118 per Equity Share of face value of ₹ 10 each

The Offer Price is 11.80 times the face value

Risk to Investors

- The two Book Running Lead Managers associated with the Offer have handled 15 public issues in the past three years out of which 4 issues closed below the issue price on listing date.
- There are no comparable listed companies in India engaged in the same line of business as our Company, hence comparison with industry peers are not applicable.
- The Price/Earnings ratio based on diluted earnings per share ("Diluted EPS") as per our Restated Financial Statements for the Financial Year 2018, at the upper end of the Price Band, is as high as 16.53.
- The average cost of acquisition per Equity Share for our Promoter is ₹4.00* per Equity Share. The Offer Price at the upper end of the Price Band is ₹118.
- As a result of national security related concerns, certain material information in relation to the business and operations has been classified as 'confidential' by the Ministry of Defence, Government of India and our Company. As a result, our Company has not (i) disclosed such information in the Prospectus; or (ii) provided such information to the BRLMs, the legal counsels and other intermediaries involved in this Offer. Our Company cannot assure you that the Prospectus contains all such material information necessary for investors to make an informed investment decision. Further, investors should take note of risk factor number 3 on page 23 of the Prospectus titled "We have been granted certain relaxation by SEBI from the strict enforcement of certain requirements and disclosure of certain information under SEBI ICDR Regulations and SEBI Listing Regulations".

* Our Company has been unable to ascertain the acquisition price and the nature of consideration for an initial transfer of 70,000 equity shares of the Company due to non-availability of the share transfer deeds and thus our Company has not considered the price for initial acquisition while computing average cost of acquisition of equity shares by the promoter of our Company.

BID/OFFER PROGRAMME

BID/OFFER OPENED ON SEPTEMBER 24, 2018 | BID/OFFER CLOSED ON OCTOBER 1, 2018

This Offer was made in terms of rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"). In accordance with Regulation 26(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), the Offer was made through the Book Building Process wherein not more than 50% of the Net Offer was made available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") ("QIB Portion"). 5% of the QIB Portion was made available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion was made available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Offered Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer was made available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer was made available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further up to 572,760 Equity Shares had been reserved for allocation and Allotment on a proportionate basis to Eligible Employees bidding in the Employee Reservation Portion, subject to valid bids being received from them at or above the Offer Price. All Bidders mandatorily participated in the Offer through an Application Supported by Blocked Amount ("ASBA") process by providing details of their respective bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs"). For details, see "**Offer Procedure**" on page 434 of the Prospectus.

The Offer received **12,329** applications for **29,551,920** Equity Shares (prior to technical rejections) resulting in **1.01** times subscription. The details of the applications received in the Offer from various categories are as under (prior to technical rejections):

Sl No.	Category	No. of Applications	No. of Equity Shares applied	Shares Reserved as per Prospectus	No. of times Subscribed	Amount (₹)
A	Retail Individual Investors	12,088	2,248,680	10,023,300	0.22	254,591,420.00
B	Non-Institutional Investors	11	1,306,920	4,295,700	0.30	154,182,000.00
C	Qualified Institutional Bidders	7	25,932,000	14,319,000	1.81	3,059,976,000.00
D	Eligible Employee	223	64,320	572,760	0.11	7,268,280.00
	Total	12,329	29,551,920	29,210,760	1.01	3,476,017,700.00

Final Demand

A summary of the final demand as at different Bid prices is as under:

Sl. No.	Bid Price (in Rs.)	Bid Quantity	(%) To Total	Cumulative Total	Cumulative Total %
1	114.00	21,360	0.07	29,758,920	100.00
2	115.00	37,800	0.13	29,737,560	99.93
3	116.00	8,400	0.03	29,699,760	99.80
4	117.00	7,320	0.02	29,691,360	99.77
5	118.00	27,714,840	93.13	29,684,040	99.75
6	Cut-off	1,969,200	6.62	1,969,200	6.62
	TOTAL	29,758,920	100.00		

The Basis of Allotment was finalized in consultation with the Designated Stock Exchange, being NSE on October 5, 2018.

A. Allotment to Retail Individual Investors (after technical rejections)

The Basis of Allotment to the Retail Individual Investors, who have bid at the Cut-Off Price or at the Offer Price of ₹118 per Equity Share (less Retail Discount of ₹5/- per Equity Share that had been offered to Retail Individual Investors), was finalized in consultation with the NSE. This category has been subscribed to the extent of 0.21 times. The total number of Equity Shares Allotted in Retail Portion is 2,133,480 Equity Shares (undersubscribed portion of 7889820 Equity Shares is spilled over to QIB Categories) to 11,476 successful Retail Individual Investors. The category-wise details of the Basis of Allotment are as under:

Sl. No.	Category (No. of Shares applied for)	No. of Applications Received	% of Total	Total No. of Equity Shares applied	% to Total	No. of Equity Shares allotted per applicant	Ratio	Total No. of Equity Shares allotted
1	120	9,405	81.95	1,128,600	52.90	120.00	1:1	1,128,600
2	240	1,065	9.28	255,600	11.98	240.00	1:1	255,600
3	360	325	2.83	117,000	5.48	360.00	1:1	117,000
4	480	171	1.49	82,080	3.85	480.00	1:1	82,080
5	600	139	1.21	83,400	3.91	600.00	1:1	83,400
6	720	36	0.31	25,920	1.21	720.00	1:1	25,920
7	840	81	0.71	68,040	3.19	840.00	1:1	68,040
8	960	29	0.25	27,840	1.30	960.00	1:1	27,840
9	1080	10	0.09	10,800	0.51	1080.00	1:1	10,800
10	1200	46	0.40	55,200	2.59	1200.00	1:1	55,200
11	1320	8	0.07	10,560	0.50	1320.00	1:1	10,560
12	1440	5	0.04	7,200	0.34	1440.00	1:1	7,200
13	1560	7	0.06	10,920	0.51	1560.00	1:1	10,920
14	1680	149	1.30	250,320	11.73	1680.00	1:1	250,320
	TOTAL	11,476	100.00%	2,133,480	100.00%			2,133,480

B. Allotment to Non-Institutional Investors (After Technical Rejections)

The Basis of Allotment to the Non-Institutional Investors, who have bid at the Offer Price of ₹118 per Equity Share, was finalized in consultation with the NSE. The Non-Institutional Portion has been subscribed to the extent of 0.30 times. The total number of Equity Shares Allotted in this category is 1,298,280 Equity Shares (undersubscribed portion of 2997420 Equity Shares is spilled over to QIB Categories) to 10 successful Non-Institutional Investors. The category-wise details of the Basis of Allotment are as under:

Sl. No.	Category (No. of Shares applied for)	No. of Applications Received	% of Total	Total No. of Equity Shares applied	% to Total	No. of Equity Shares allotted per applicant	Ratio	Total No. of Equity Shares allotted
1	1,800	2	20.00	3,600	0.28	1,800.00	1:1	3,600
2	1,920	1	10.00	1,920	0.15	1,920.00	1:1	1,920
3	2,400	2	20.00	4,800	0.37	2,400.00	1:1	4,800
4	3,360	1	10.00	3,360	0.26	3,360.00	1:1	3,360
5	4,200	1	10.00	4,200	0.32	4,200.00	1:1	4,200
6	4,440	1	10.00	4,440	0.34	4,440.00	1:1	4,440
7	4,800	1	10.00	4,800	0.37	4,800.00	1:1	4,800
8	1,271,160	1	10.00	1,271,160	97.91	1,271,160.00	1:1	1,271,160
	TOTAL	10	100.00%	1,298,280	100.00			1,298,280

C. Allotment to QIBs

Allotment to QIBs, who have Bid at the Offer Price of ₹ 118 per Equity Share or above, has been done on a proportionate basis in consultation with the NSE. This category has been subscribed to the extent of 1.81 times of QIB Portion. As per the SEBI ICDR Regulations, Mutual Funds were Allotted 5.00% of the Equity Shares of QIB Portion available i.e. 1,285,794 Equity Shares and other QIBs, including Mutual Funds were Allotted the remaining available Equity Shares i.e. 24,430,086 Equity Shares on a proportionate basis. The total number of Equity Shares Allotted in the QIB Portion is

25,715,880 Equity Shares (including undersubscribed portion of 11,396,880 Equity Shares spilled over from Employee Reservation Portion, Retail & HNI Categories), which were allotted to 25,715,880 successful QIB Bidders. The category-wise details of the Basis of Allotment are as under:

Sl. No.	Category	FIs/Banks	FII	MFs	ICs	NBFC	Others	Total
1	QIB	2	0	3	2	0	0	7

D. Allotment to Eligible Employees (after technical rejections)

The Basis of Allotment to the Eligible Employees, who have placed bid at the Cut-Off price or at the Offer Price of ₹118 (Employee Discount of ₹5/- per Equity Share was offered to the Eligible Employees applying under Employee Reservation Portion), was finalized in consultation with NSE. The Eligible Employees Portion has been subscribed to the extent of 0.11 times. The total number of Equity Shares Allotted in this category is 63,120 Equity Shares to 220 successful Bidders. The under subscribed portion of 509,640 shares were spilled over to QIB categories on proportionate basis respectively. The category-wise details of the Basis of Allotment are as under:

Sl. No.	Category (No. of Shares applied for)	No. of Applications Received	% of Total	Total No. of Equity Shares applied	% to Total	No. of Equity Shares allotted per applicant	Ratio	Total No. of Equity Shares allotted
1	120	123	55.91	14,760	23.38	120.00	1:1	14,760
2	240	32	14.55	7,680	12.17	240.00	1:1	7,680
3	360	14	6.36	5,040	7.98	360.00	1:1	5,040
4	480	24	10.91	11,520	18.25	480.00	1:1	11,520
5	600	12	5.45	7,200	11.41	600.00	1:1	7,200
6	840	4	1.82	3,360	5.32	840.00	1:1	3,360
7	960	4	1.82	3,840	6.08	960.00	1:1	3,840
8	1080	2	0.91	2,160	3.42	1,080.00	1:1	2,160
9	1200	2	0.91	2,400	3.80	1,200.00	1:1	2,400
10	1680	2	0.91	3,360	5.32	1,680.00	1:1	3,360
11	1800	1	0.45	1,800	2.85	1,800.00	1:1	1,800
	TOTAL	220	100.00	63,120	100.00			63,120

The IPO committee of Board of Directors of the Company on October 6, 2018 has taken on record the Basis of Allotment of Equity Shares approved by the Designated Stock Exchange, being NSE and has allotted the Equity Shares to various successful Bidders. The Allotment Advice-cum-Intimations are being dispatched to the address of the investors as registered with the depositories. Further, the instructions to the Self Certified Syndicate Banks for unblocking of funds, transfer to Public Offer Account have been issued on October 6, 2018 and payment instructions to non-Syndicate brokers have been issued on October 9, 2018. In case the unblocking of funds or credit of Equity Shares is not received within six working days, investors may contact the Registrar to the Offer at the address given below. The Equity Shares Allotted to the successful Allottees have been uploaded on October 8, 2018 for credit into the respective beneficiary accounts subject to validation of the account details with the depositories concerned. The Company has filed the Listing applications with NSE and BSE on October 8, 2018. The Company has received listing and trading approvals from NSE and BSE and the trading will commence on October 10, 2018.

All capitalised terms used and not specifically defined herein shall have the same meaning as ascribed to them in the Prospectus.

INVESTORS PLEASE NOTE

The details of the allotment made have been hosted on the website of the Registrar to the Offer, Alankit Assignments Limited at www.alankit.com.

All future correspondence in this regard may kindly be addressed to the Registrar to the Offer quoting full name of the first/ sole Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, date of submission of Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and a copy of the Acknowledgement Slip received from the Designated Intermediary at the address of Registrar to the Offer.



Alankit Assignments Limited

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E-mail: grse_ipo@alankit.com

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Contact Person: Sachin Gupta/ S. Arunraj

SEBI Registration No.: INR000002532

THE LEVEL OF SUBSCRIPTION SHOULD NOT BE TAKEN TO BE INDICATIVE OF EITHER THE MARKET PRICE OF THE EQUITY SHARES ON LISTING OR THE BUSINESS PROSPECTS OF GARDEN REACH SHIPBUILDERS & ENGINEERS LIMITED.

For GARDEN REACH SHIPBUILDERS & ENGINEERS LIMITED
On behalf of Board of Directors

Date: October 9, 2018
Place: Kolkata

Garden Reach Shipbuilders & Engineers Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares through Offer for Sale and has filed the Prospectus with SEBI. The Prospectus is available on the websites of SEBI, BSE and NSE at www.sebi.gov.in, www.bseindia.com and www.nseindia.com, respectively, and at the websites of the BRLMs at www.idbicapital.com and www.yesinvest.in, respectively. Potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see the section titled "**Risk Factors**" on page 21 of the Prospectus. Potential investors should not rely on the DRHP filed with SEBI for making any investment decision. The offer and sale of the Equity Shares offered in the Offer has not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws in the United States, and unless such offer and sale is so registered, the Equity Shares may not be offered or sold within the United States. Accordingly, such Equity Shares are being offered and sold outside of the United States in offshore transactions in reliance on Regulation S promulgated under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares are and may not be offered or sold, and bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.