

ABG

29th September, 2015

The Manager
Corporate Services Division
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
BSE SCRIP CODE: 532682

The Manager
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, C/1, Block G
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051
NSE SYMBOL: ABGSHIP- Series EQ

Dear Sir,

Sub: Further allotment of 3412798 nos. of 0.01% Compulsorily Convertible Preference Shares (CCPS) of the Company

We wish to inform you that the Security Issue Committee of the Board of Directors of the Company has, at its meeting held on 29th September, 2015, have allotted 3412798 (Thirty Four Lacs Twelve Thousand Seven Hundred and Ninety Eight) Nos. of 0.01% Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each at par value to the CDR Lenders as per CDR Package on preferential basis under Chapter VII – “Preferential Issue” of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

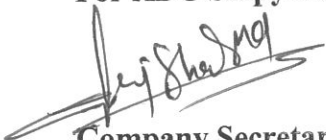
We are enclosing certified true copy of the said Committee resolution for your reference and record.

The said allotment of 3412798 (Thirty Four Lacs Twelve Thousand Seven Hundred and Ninety Eight) Nos. of 0.01% Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each shall be fully paid-up at the time of allotment and shall be subject to the lock-in for such period as may be prescribed under the SEBI ICDR Regulations.

Kindly find the same in order and acknowledge.

Thanking you,

Yours faithfully,
For ABG Shipyard Limited



Company Secretary

Encl: Certified True Copy of Resolution

ABG Shipyard Ltd.

5th Floor, Bhupati Chambers, 13, Mathew Road, Mumbai - 400 004. Tel.: 91-22-6656 3000 Fax: 91-22-6622 3050

E-mail : shipyard@abgindia.com CIN : L61200GJ1985PLC007730

Regd. Office:- Near Magdalla Port, Dumas Road, Surat - 395 007. Tel.: 91-0261 - 2725191



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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF THE SECURITY ISSUE COMMITTEE OF THE BOARD OF DIRECTORS' OF ABG SHIPYARD LIMITED, AT THEIR MEETING HELD ON TUESDAY, 29th SEPTEMBER, 2015, AT THE CORPORATE OFFICE OF THE COMPANY

Further allotment of 3412798 nos. of 0.01% Compulsorily Convertible Preference Shares (CCPS) to the CDR Lenders on preferential basis on conversion of Funded Interest Term Loan (FITL) and/ or any further interest payable thereon:

The Committee was informed that the Share Application Form has been received from the following banks for conversion of Funded Interest Term Loan ("FITL") and/or interest payable on FITL (accrued) of Rs. 3,41,27,980/- only, into 34,12,798 nos. of 0.01% Compulsorily Convertible Preference Shares (CCPS) of Rs. 10/- each at par, as per the terms of the Master Restructuring Agreement (MRA) dated 28th March, 2014:

Sr. No.	Name of CDR Lender or other person identified by the CDR Lenders	FITL and/or Interest payable on the FITL (accrued) Amount in (Rs.) (A)	Total No. of CCPS allotted B=A/Rs. 10/-each
1	Oriental Bank of Commerce	3,41,27,980	34,12,798
	Total	3,41,27,980	34,12,798

The Committee was requested to approve the said allotment and passed the necessary resolution.

The Secretary also tabled all the Share Application Forms for the allotment of CCPS, authorization letters and other relevant documents as may be required.

The Committee after discussion passed the following resolution:

"RESOLVED THAT pursuant to special resolution under Section 62(1) (c) and other applicable provisions of the Companies Act, 2013 passed by the shareholders of the Company through postal ballot conducted *vide* Postal Ballot Notice dated 14th August, 2014, the results of which were declared on 27th September, 2014 as amended by Special Resolution dated 29th December, 2014 passed by the shareholders of the Company through Postal Ballot Notice dated 14th November, 2014 and in accordance with the scheme of Corporate Debt Restructuring ("**CDR Package**") by and between ABG Shipyard Limited ("**the Company**") and the lenders of the Company ("**CDR Lenders**") which has been approved by the Corporate Debt Restructuring Empowered Group ("**CDR EG**") at its meeting held on 24th March, 2014 *vide* their 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 , **the Committee hereby issue and allot by way of a preferential allotment aggregating 34,12,798 (Thirty Four Lacs Twelve Thousand and Seven Hundred and Ninety Eight) Nos. of fully paid-up 0.01% Compulsorily Convertible Preference Shares ("CCPS")** of the Company having face value of Rs.10/- (Rupees Ten Only), each, at par in dematerialized form to the CDR Lender or such other person identified by the CDR Lender, in consideration of Funded Interest Term Loan ("**FITL**") being interest accrued on various restructured facilities from the cut-off date, i.e.

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01st August, 2013 (“**Cut-off Date**”) and/ or any interest payable on the FITL, accrued and payable on the same as per details given herein below:

Sr. No.	Name of CDR Lender or other person identified by the CDR Lenders	FITL and/or Interest payable on the FITL (accrued) Amount in (Rs.) (A)	Total No. of CCPS allotted B=A/Rs. 10/-each
1	Oriental Bank of Commerce	3,41,27,980	34,12,798
	Total	3,41,27,980	34,12,798

RESOLVED FURTHER THAT the ‘Relevant Date’ for determining the conversion price for CCPS shall be a date 30 (thirty) 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 as mentioned in the special resolution under Section 62(1) (c) passed by the shareholders of the Company through postal ballot as mended vide Postal Ballot Notice dated 14th November, 2014. 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”.

Sr. 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 hereinafter 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 exercising of the conversion option any time 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”).

RESOLVED FURTHER THAT CCPS to be allotted in terms of this resolution shall be fully paid-up at the time of allotment and shall be subject to the lock-in for such period as may be prescribed under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Committee hereby authorizes;

- | | | | |
|----|---------------------|---|-------------------------|
| 1. | Mr. Syed Abdi | – | Managing Director |
| 2. | Mr. Dhananjay Datar | – | Executive Director |
| 3. | Mr. S. Muthuswamy | – | Executive Director |
| 4. | Mr. Hasmukh Daftary | – | Chief Financial Officer |



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5. Mr. Dheeraj Sharma

— Company Secretary

of the Company severally to take all actions and to do all such acts, deeds, matters and things (including engaging professional for certification of necessary forms and filing of the return of allotment in the prescribed form with the Ministry of Corporate Affairs as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including issuing Corporate actions to DP and RTA for giving credit for the CDR Lenders or such other persons identified by the CDR Lenders shares directly into the depository accounts of the CDR Lenders or such other persons identified by the CDR Lenders and to seek listing of the same, if any and to settle all questions, difficulties or doubts that may arise in the issue, including utilization of the issue proceeds and to do such other acts or execute all such deeds, documents, writings, agreements, applications in connection with the issue as they may in their absolute discretion deem necessary or desirable to give effect to this resolution without being required to seek any further consent or approval of the Security Issue Committee or otherwise.”

**CERTIFIED TRUE COPY
For ABG Shipyard Limited**


Company Secretary