

ABG

30th December, 2014

The General Manager
Department of Corporate Services
The Bombay Stock Exchange Ltd
Mumbai Samachar Marg
Mumbai-400 001.
Fax: 2272 2037/39/41/61

National Stock Exchange of India Ltd.
Exchange Plaza, Plot C-1, G Block
Bandra-Kurla Complex, Bandra E)
Mumbai – 400 051
Fax – 26598237/38

Scrip Code : 532682

Symbol: ABGSHIP- Series EQ

Sub: **OUTCOME OF POSTAL BALLOT**

Dear Sir,

Enclosed herewith please find the result of Postal Ballot conducted by the Company as per Notice dated 14th November, 2014.

A copy each of the Report of the Scrutinizer and announcement of Result by the Managing Director are enclosed herewith for your reference.

This is for your information and records.

Thanking you,

Yours faithfully,
For **ABG Shipyard Ltd.**


Sunit Agarwal
Company Secretary &
Sr. Manager (Legal)

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



ABG

RESULT OF POSTAL BALLOT

Result of the voting conducted through Postal Ballot on the Special Resolution(s) passed under Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) for approval of (1) issue of equity shares and/or 0.01% Compulsorily Convertible Preference Shares to the CDR lenders on preferential basis on conversion of Funded Interest Term Loan.

The Company had appointed Ms. Kala Agarwal, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. Ms. Kala Agarwal has submitted here report on 29th December, 2014 to the Company.

The details of Special Resolution passed by the Postal Ballot are as under:

1. Partial Modification of Special Resolution pertaining to Issue of equity shares and/or 0.01% Compulsorily Convertible Preference Shares to the CDR lenders on preferential basis on conversion of Funded Interest Term Loan

Mode of Voting	Postal ballot / e-voting
Date of Postal Ballot Notice	14 th November, 2014
Record Date of reckoning voting rights	21 st November, 2014
Date of despatch of notice	28 th November, 2014
Total No. of shareholders on record date	20065

Total No. of shareholders to whom Postal Ballot form (s) were sent: **20065**

Sr. No.	Particulars			Total
		Physical	Electronic	
1	Total Postal Ballot forms received	47	39	86
2	Total No. of Votes Cast	4861	33010550	33015411
3	Less; Invalid No. of Votes Cast	160	0	160
4	Valid No. of Votes Cast (net)	4701	33010550	33015251
5	Total No. Of votes with Assent for the resolution	4356	33006884	33011240
6	Total No. of votes with dissent for the resolution	345	3666	4011

ABG

Details of voting results as per Clause 35A of the Listing Agreement in respect of resolutions passed for 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.

Promoter/ Public	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
Promoter and Promoter Group	33381057	31967057	95.76	31967057	0	100	0
Public	17540744	1048194	5.98	1044183	4011	99.62	0.38
Total	50921801	33015251	64.84	33011240	4011	99.99	0.01

The Number of votes polled in favour of the resolution **3,30,11,240** (99.99 % of the total valid votes.) Thus, the Special resolution has therefore been approved by the shareholders with the requisite majority.

For **ABG Shipyard Limited**


Executive Director

Date: 30th December, 2014
Place: Mumbai

Kala Agarwal

B.Com, FCS

Practising Company Secretary

K D Enterprise, Z, Swami Sadan, M G Road, Kandivali (West), Near Swimming Pool Bus Stop, Mumbai - 400 067 • Mob.: 09819888185
Tel.: 022 28643344 • Telefax : 022 28091177 • E-mail : admin@kalaagarwal.com

www.kalaagarwal.com

***Scrutinizer's Consolidated Report for Postal Ballot and E-voting for
ABG SHIPYARD LIMITED***

To,

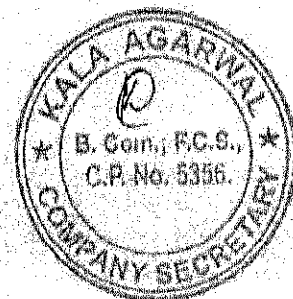
Chairman,

ABG SHIPYARD LIMITED

Sub: Passing of Resolutions through Postal Ballot and E-voting.

Dear Sir,

- i. I, Kala Agarwal, Practising Company Secretary, have been appointed as Scrutinizer by the Board of Directors of **ABG SHIPYARD LIMITED** (the Company) for the purpose of scrutinizing the entire Postal Ballot voting process and E-voting process for ;
 - 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.
- ii. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and postal ballot for the resolutions contained in the notice of Postal Ballot. My responsibility as a scrutinizer for Postal Ballot voting process and E-voting process is restricted to make scrutinizer's report of the votes cast in favour or against the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the authorized agency engaged by the company to provide e-voting facilities for e-voting.



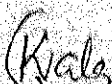
- iii. I have issued separate scrutinizer's Report dated 29th December, 2014 on the e-voting and postal ballot on the resolutions in the notice of Postal Ballot. As requested by management submit herewith my combined report on the results of Postal Ballot and E-voting as under:

Resolution: Special Resolution:

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.

Particulars	Number of votes contained in			Percentage of total votes casted
	E-votes	By Physical Postal Ballot	Total	
Assent	33006884	4356	33011240	99.99%
Dissent	3666	345	4011	0.01%
Total	33010550	4701	33015251	100%

Yours Faithfully,


Kala Agarwal
Practicing Company Secretary
Membership No. 5976
Place: Mumbai
Date: 29th December, 2014



Doc Number

Name

Name / Number

Form No. MGT-13

Date / Time

Time

Page

Page

Result

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[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies

(Management and Administration) Rules, 2014]

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Chairman,

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ABG SHIPYARD LIMITED

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[O.K.]

I, Kala Agarwal, Practicing Company Secretary, have been appointed as Scrutinizer by and for the purpose of conducting the entire Postal-Ballot voting process and E-voting process on the below mentioned resolution(s) contained in the notice of Postal Ballot of **ABG SHIPYARD LIMITED** and submit my report as under:

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598-6634968

12-23 10:13

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599-6634968

12-24 09:58

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■ The result of the Electronic voting resolution-wise is annexed herewith: Annexure A.

600-6634968

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601-6634968

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602-6634968

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603-6634968

12-29 13:08

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604-6634968

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614-6634968

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■ The Postal ballot forms were kept under my safe custody in sealed and tamper proof Ballot boxes before commencing the scrutiny of such postal ballot forms.

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626-6634968

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627-6634968

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628-6634968

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631-6634968

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632-6634968

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633-6634968

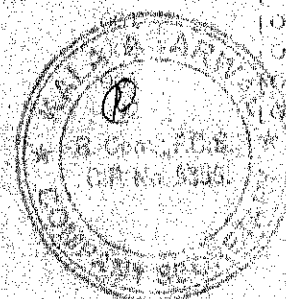
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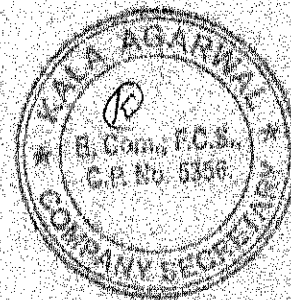
[O.K.]



- The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company/ List of beneficiaries.
- All postal ballot forms received on Sunday, 28th December, 2014 up to 5.00 P.M., the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- Envelopes containing postal ballot forms received after 5.00 P.M. on Sunday, 28th December, 2014 were not considered for my scrutiny.
- I did not find any defaced or mutilated Ballot paper.

Date: 29th December, 2014

Total No of Shareholders on record date: 20065



Annexure-A

ELECTRONIC VOTING RESULTS

Resolution : Special Resolution:

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.

(i) Voted in favour of the resolution:

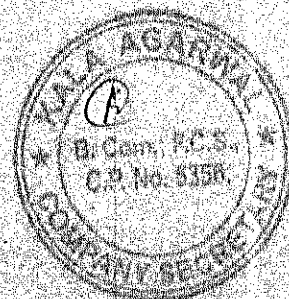
Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
38	33006884	63.19%

(ii) Voted against the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
1	3666	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Annexure B

BY PHYSICAL POSTAL BALLOT FORMS:

Resolution : Special Resolution:

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.

(i) Voted in favour of the resolution:

Number of forms Received	Number of votes cast by them	% of total number of valid ballot forms
37	4356	78.72%

(ii) Voted against the resolution:

Number of forms Received	Number of votes cast by them	% of total number of valid ballot forms
5	345	10.64%

(iii) Invalid votes:

Number of forms Received	Number of votes cast by them
5	160

Yours Faithfully,


Kala Agarwal
Practicing Company Secretary
Membership No. 5976
Place: Mumbai
Date: 29th December, 2014.

