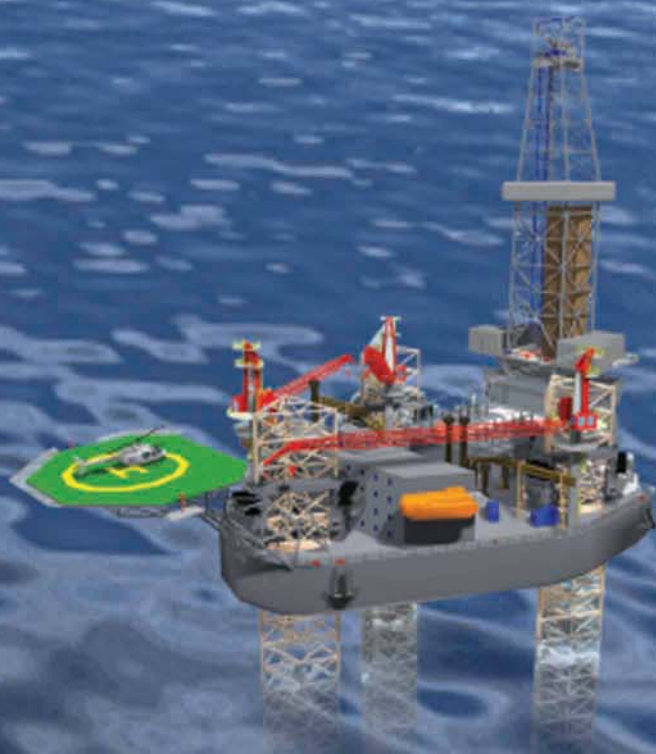


# ABG

# ABG Shipyard Limited



Annual Report 2015 -16



## CORPORATE INFORMATION

### Corporate Identification Number (CIN)

L61200GJ1985PLC007730

### Board of Directors

Mr. Rishi Agarwal	–	Chairman
Mr. Syed Abdi	–	Managing Director and CEO
Mr. Dhananjay Datar	–	Executive Director (upto 30.09.2015)
Mr. S. Muthuswamy	–	Executive Director
Mr. Ashwani Kumar	–	Independent Director
Mrs. Ranjitha Godbole	–	Nominee Director (IDBI Bank)
Mr. Sushil Agarwal	–	Independent Director
Mr. Ravi Nevatia	–	Independent Director

### Auditors

M/s. Nisar & Kumar  
Chartered Accountants, A-17, Everest Building,  
156, Tardeo Road Mumbai-400 034.

### Bankers

Andhra Bank	Indian Overseas Bank
Bank of Baroda	Laxmi Vilas Bank Ltd.
Bank of India	Oriental Bank of Commerce
Canara Bank	Punjab and Sindh Bank
Central Bank of India	Punjab National Bank
Dena Bank	SICOM Limited
Deutsche Bank	The South Indian Bank Ltd.
Development Credit Bank Ltd.	Standard Chartered Bank
Export- Import Bank of India	State Bank of India
ICICI Bank Limited	State Bank of Patiala
IDBI Bank	State Bank of Travancore
IFCI Limited	Syndicate Bank
Indian Bank	Yes Bank Limited

### Registrar & Share Transfer Agent

Link Intime India Private Ltd.  
C-13, Pannalal Silk Mills Compound,  
L.B.S Marg, Bhandup West,  
Mumbai-400 078.  
Tele : 91-22-25946970, Fax : 91-22-25946979  
E-mail : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

### 31<sup>st</sup> Annual General Meeting

Day : Monday  
Date : 19<sup>th</sup> September, 2016  
Time : 11.30 A.M.  
Venue : At the Registered Office of the Company  
Near Magdalla Port, Dumas Road,  
Surat-395 007, Gujarat

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### Registered Office

Near Magdalla Port,  
Dumas Road,  
Surat-395 007, Gujarat  
Tele: 91-261-2725191, Fax: 91-261-3048243  
Website: [www.abgindia.com](http://www.abgindia.com)  
E-mail: [shipyard@abgindia.com](mailto:shipyard@abgindia.com)

### Corporate Office

2<sup>nd</sup> Floor, Bhupati Chambers  
13, Mathew Road,  
Mumbai-400 004  
Phone: 91-22-66563000  
Fax : 91-22-66223050  
Website: [www.abgindia.com](http://www.abgindia.com)  
E-mail: [shipyard@abgindia.com](mailto:shipyard@abgindia.com)

## NOTICE

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting of the Members of **ABG Shipyard Limited** will be held on Monday, **19<sup>th</sup> September, 2016** at 11:30 AM at the Registered Office of the Company at Near Magdala Port, Dumas Road, Surat-395 007, Gujarat, to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditor's Report thereon.
2. To appoint a Director in place of Mr. S. Muthuswamy (DIN 01062192), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and for the purpose to pass the following resolution as an Ordinary Resolution:  
**"RESOLVED THAT** pursuant to the provision of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and upon recommendations of the Audit Committee, M/s. GMJ & Co., Chartered Accountants, (Firm Registration No. 103429W) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of 31<sup>st</sup> Annual General Meeting till the conclusion of 36<sup>th</sup> Annual General Meeting of the Company, subject to ratification of their appointment by members at every Annual General Meeting, at such remuneration as may be fixed by Board of Directors/ Audit Committee of the Company."

### Special Business:

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:-**  
**"RESOLVED THAT** In supersession to the Special Resolution passed by Members of the Company at the 29<sup>th</sup> Annual General Meeting held on 31<sup>st</sup> September 2014 and pursuant to the provisions of Section 41, 42, 62 and 71 and other applicable provisions, if any, of the Companies Act, 2013, the provisions of Securities and Exchange Board Of India (Issue Of Capital And Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations"), the provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made hereunder, including the Foreign Exchange management (Transfer and Issue of Securities by a person Resident outside India) Regulation, 2000, if applicable, the provisions of Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and subject to any other applicable law or laws, rules and regulations (including any amendment thereto or reenactment thereto or reenactment thereof for the time being in force) and subject to enabling provisions in the Memorandum and Articles of Association of the Company and Listing Agreements, entered into by the Company with the Stock Exchanges where the shares of the company are listed and subject to any approval, consent, permission and/or sanction of the members of the Company by way of special resolution, Government of India, Reserve Bank of India, Stock Exchanges, Registrar of Companies, Securities and Exchange Board of India and /or any other competent authorities, institutions or bodies, within or outside India, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed by the Board of Directors (hereinafter referred to as "Board" which term shall include any committee thereof, whether constituted or to be constituted), approval of the Company is hereby accorded to the Board to create, offer, issue and allot in one or more tranch(es), in the course of **domestic and / or international offerings and /or Qualified Institutional Placements ("QIP")**, with or without an over allotment/ green shoe issue option, in one or more foreign markets or domestic markets, to domestic institutions, foreign institutions, non-resident Indians, Indian public, companies, corporate bodies, mutual funds, banks, insurance companies, pension funds, individuals, qualified institutional buyers or other persons or entities, whether shareholders of the Company or not, through a public issue and/or on a private placement basis and/or qualified institutional placement within the meaning of Chapter VIII of the SEBI ICDR Regulations and /or preferential issue, promoters' contribution into equity and/or other kind of public issue and /or private placement or through a combination of the foregoing as may be permitted under applicable law from time to time, with or without an overallotment/ green shoe option, equity share, secured or unsecured debentures, bonds or any other securities whether convertible into equity share or not, including, but not limited to, Foreign Currency Convertible Bonds ("FCCBs"), Optionally Convertible Debentures ("OCD"), Bonds with share warranted attached, Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs") or any other equity related instrument of the Company or a combination of the foregoing including but not limited to a combination of equity shares with bonds and/or any other securities whether convertible into equity shares or not (hereinafter referred to as "securities") for a value of upto Rs. 2,000/- crores (Rupees Two Thousand Crores), whether to be listed on any stock exchange inside India or any international stock exchanges outside India, through an offer document and/or prospectus and/or offer letter, and/or offering circular, and/or on public and/or private or preferential basis, whether rupee denominated in foreign currency at such time or times, at such price or prices in such manner and on such terms and conditions including security, rate of interest etc, as may be decided by and deemed appropriate by the board as per applicable law, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made, considering, the prevailing market conditions and other relevant factors wherever necessary in consultation with its advisors, as the board in its absolute discretion may deem fit and appropriate.



**RESOLVED FURTHER THAT** in addition to all applicable Indian laws, the securities issued in pursuance of this resolution shall also be governed by all applicable laws and regulations of any jurisdiction outside India where they are listed or that may in any other manner apply to such securities or provided in the terms of their issue.

**RESOLVED FURTHER THAT** any securities that are not subscribed in issues mentioned above, may be disposed off by the board in its absolute discretion in such manner, as the board may deem fit and as permissible by the law.

**RESOLVED FURTHER THAT** in case of a Qualified Institutional Placement pursuant to Chapter VIII of the SEBI ICDR Regulations, the allotment of specified securities shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII and the relevant date for the determination of the price of the equity shares to be issued or issued pursuant to conversion, shall be the date on which the board decides to open the issue of securities or such other time as may be allowed by SEBI ICDR Regulations from time to time and allotment of specified securities shall be completed within twelve months from the date of this resolution.

**RESOLVED FURTHER THAT** in case of an issuance of FCCBs/ADRs/GDRs, the relevant date for the determination of the issue price of the securities offered, shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary shares (through Depository Receipt Mechanism) Scheme, 1993 as may be amended from time to time.

**RESOLVED FURTHER THAT** the issue of Securities shall be subject to the following terms and conditions

- (a) The Securities shall be subject to the provisions of Memorandum and Articles of Association of the Company and in accordance with the terms of the issue; and
- (b) The number and/or price of the Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 180(1)(a) of the Act, in respect of any Securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit 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.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to form a committee or delegate all or any of its powers to any Directors (s) or Committee of Directors or other persons authorized by the Board to give effect to the aforesaid resolutions.

**RESOLVED FURTHER THAT** subject to the applicable laws, the Board and/or the Committee authorized by the Board be and is hereby authorized to do such acts, deeds and things as the Boards in its absolute discretion deems necessary or desirable in connection with the issue of the securities, including, without limitation of the following;

- (a) Decide the date for the opening of the issue of securities
- (b) Decide the price band for the issue
- (c) Finalization of the Issue Price
- (d) Finalization of the allotment of the securities on the basis of the subscriptions received.
- (e) Finalization of, signing of and arrangement for the submission of the preliminary and final offering circulars/prospectus(es)/ offer document(s), and any amendments and supplements thereto, along with supporting papers needed to be filed for seeking listing approval with any applicable government and regulatory authorities, institutions or bodies as may be required;
- (f) Deciding the pricing and terms of the securities, and all other related matters, including taking any action on two-way fungibility for conversion of underlying equity shares into FCCBs/ GDRs/ ADRs, as per applicable laws, regulations or guidelines;
- (g) Appoint, in its absolute discretion, managers (including lead manager), Investment Bankers, Merchant Bankers, underwriters, guarantors, financial and /or legal advisors, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees and all other agencies, whether in India or abroad, entering into or execution of all such agreements/ arrangements/ MoUs/ documents with any such agencies, in connection with the proposed offering of the securities;
- (h) Approval of the Deposit Agreements(s), the Purchase/Underwriting Agreement(s), the Trust Deed(s), the Indenture(s), the Master/Global GRDs/ADRs/FCCBs/other securities, letters of allotment, listing application, engagement letter(s), memoranda of understanding and any other agreements of documents, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;

- (i) Settle all questions, difficulties or doubts that may arise in regards to the issue, offer or allotment of securities and utilization of the proceeds of the issue in such manner and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board and/or the Committee authorized by the Board be and is hereby authorized to accept any modifications in the proposals as may be required by the authorities involved in such issues but subject to such conditions as the SEBI/Gol/RBI or such other appropriate authorities may impose at the time of their approval and as agreed to by the Board;

**RESOLVED FURTHER THAT** without prejudice to the generality of the foregoing, issue of the securities may be done upon all or any terms or combination of terms in accordance with international practices relating to the payment of interest, additional interest, premium on redemption, prepayment or any other debt service payments and all such terms as are provided customarily in an issue of securities of this nature.

**RESOLVED FURTHER THAT** The Company may enter into any arrangement with any agency or body authorized by the Company for the issue of depository receipts representing the underlying equity shares issued by the Company with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability of free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets."

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:-**

**"RESOLVED THAT** pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, the provisions of Securities and Exchange Board Of India (Issue Of Capital And Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations"), and subject to any other applicable law or laws, rules and regulations (including any amendment thereto or reenactment thereto or reenactment thereof for the time being in force) and subject to enabling provisions in the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Listing Agreements, entered into by the Company with the Stock Exchanges where the shares of the company are listed and subject to any approval, consent, permission, and/or sanction of the members of the Company by way of special resolution, Government of India, Reserve Bank of India, Stock Exchanges, Registrar of Companies, Securities and Exchange Board of India and /or any other competent authorities, institutions or bodies, within or outside India, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed by the Board of Directors (hereinafter referred to as "Board" which term shall include any committee thereof, whether constituted or to be constituted), approval of the Company be and is hereby accorded to the Board for allotment of such number of Equity Shares of the face value of Rs. 10/- each (Rupees Ten each) on preferential basis to the Promoters (hereinafter referred to as "Promoters" which term shall include individuals, person acting in concert, bodies corporate and Promoters Group) of the Company which shall not exceed Rs. 300 Crores the amount of the Promoter's contribution outstanding at a price determined as per SEBI ICDR Regulations as may be amended from time to time and Rs. 50.78 (rate of conversion of 0.01% Compulsorily Convertible Preference Shares into Equity Shares allotted to CDR lenders) whichever is higher on exercise of the option to convert the whole or part of the outstanding promoter's contribution in the Company.

**RESOLVED FURTHER THAT** the equity shares to be so allotted to the Promoters pursuant to the exercise of the right of conversion shall rank pari passu in all respects with the existing equity shares in the Company and be listed on the stock exchange(s) where the existing equity shares of the Company are listed.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and desirable or expedient in relation thereto.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to form a committee or delegate all or any of its powers to any Directors (s) or Committee of Directors or other persons authorized by the Board to give effect to the aforesaid resolutions.

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:-**

**RESOLVED THAT** pursuant to the provisions of Sections 42, 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 of association ("Memorandum of Association") and articles of association ("Articles of Association") of the Company, the listing agreements entered into by the Company with the stock exchanges, where the shares of the Company are listed, provisions of the Master Circular on Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances bearing reference no. DBR.No.BP. BC.2/21.04.048/2015-16 dated July 1, 2015 ("RBI Circular") as issued by the Reserve Bank of India ("RBI") (including any amendments there to), 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 ("SEBI"), the RBI 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, RBI, the Government of India, Joint Lenders Forum ("JLF"), 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 of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and pursuant to the invocation of the provisions of strategic debt restructuring by the JLF (as approved in the meeting of the JLF held on December 23, 2015 in terms of the RBI Circular, the consent of the Company be and is hereby accorded to the Board to allot, in one or more tranches such number of equity shares of face value of Rs. 10/- (Indian Rupees Ten) each, fully paid up, at a price per equity share, as determined in accordance with the RBI Circular and as more particularly set out in the explanatory statement

attached hereto, to the lenders of the Company ("Lenders") on preferential basis, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, as may be mutually agreed between the Company and the JLF, so that all or part of the outstanding amounts to the extent of Rs. 16,397.50 Crores (Indian Rupees Sixteen Thousand Three Hundred Ninety Seven and Fifty Lakhs only) payable to such Lenders by the Company is converted into equity shares of the Company resulting in the Lenders' holding to be more than 51% in accordance with the RBI circular bearing reference DBR.BP.BC.No.101/21.04.132/2014-15 dated June 08, 2015 and any amendments thereto ("RBI SDR Circular").

**RESOLVED FURTHER THAT** the equity shares to be so allotted to the Lenders pursuant to the exercise of the right of conversion shall rank pari passu in all respects with the existing equity shares in the Company and be listed on the stock exchange(s) where the existing equity shares of the Company are listed.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution(s), the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem 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 to the Lenders upon conversion of their outstanding due amounts (or part thereof) and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to the SEBI, RBI, JLF, 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, 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, including but not limited to share subscription agreements, 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 shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** pursuant to Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, listing agreement entered into by the Company with stock exchanges where the Company's shares are listed and in accordance with the provisions of the RBI Circular, Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009 ("ICDR Regulations"), and other applicable regulations of the SEBI, if any (for the time being in force) as may be applicable to the preferential allotment of equity shares, the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, SEBI, RBI and other competent authorities, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from the Central Government, RBI, SEBI and/or from any other appropriate authority, consent of the shareholders of the Company be and is hereby accorded to the Board, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution to allot in one or more tranches to attain minimum 51% equity shares of face value of Rs. 10/- each on preferential basis, in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the RBI Circular, the RBI SDR Circular, and other applicable law.

**RESOLVED FURTHER THAT** the equity shares proposed to be allotted in terms of this resolution shall be subject to the following:

- a. Allotment shall only be made in dematerialized form;
- b. The reference date ("Reference Date") for the purpose of determining the minimum price of the equity shares proposed to be allotted to the above mentioned allottee(s) is 23<sup>rd</sup> December, 2015 i.e. being the date on which the JLF decided to undertake the strategic debt restructuring scheme ("SDR Scheme"); and
- c. The equity shares proposed to be issued shall rank pari-passu with the existing equity shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of equity shares.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the equity shares to be allotted to the above mentioned allottee(s) upon conversion of all or part of their outstanding loan amounts and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any committee of directors or any one or more directors/ key managerial personnel/ officers of the Company.

**By Order of the Board of Directors**

Date: 11<sup>th</sup> August, 2016  
Place: Mumbai

**Ashish Pandey**  
Company Secretary

**NOTES:**

1. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The Instrument of proxies in order to be effective should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
3. The details under clause 49 of the Listing Agreement with the Stock Exchange(s) in respect of the directors seeking appointment/re-appointment at the Annual General Meeting are annexed hereto.
4. The Register of Members and Share transfer books of the Company will remain closed from Tuesday, 13<sup>th</sup> September 2016 to Monday, 19<sup>th</sup> September, 2016 (both days inclusive) in connection with the Annual General Meeting.
5. Members are requested to intimate all changes with respect to their bank details, nomination, power of attorney, change of address, change in name, register/change in email IDs etc. to their respective depository participant (DP).
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
7. Members/Proxies are requested to bring their copy of Annual Report and the attendance slip duly filled in. at the meeting
8. Members desirous of obtaining any information as regards accounts and operations of the Company are requested to write to the Company at least one week before the meeting, so that information required is made available at the meeting.
9. As per Section 205C of the Companies Act, 1956, the amount remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (the fund) set up by the Government of India and no payments shall be made by the fund, in respect of any claims. Members who have not yet encashed their dividend warrants for the financial year ended March 31, 2008 and subsequent years are requested to make their claims directly to the Registrar and Share Transfer Agent, without any delay. It may be noted that the unclaimed dividend for the financial years 2007-08 to 2010-11 are due for transfer to the IE PF fund as per table given below:

Financial Year	Due Date for Transfer
2007-08	22 <sup>nd</sup> October, 2015
2008-09	31 <sup>st</sup> October, 2016
2009-10	31 <sup>st</sup> October, 2017
2010-11	27 <sup>th</sup> October, 2018

10. The Ministry of Corporate Affairs (MCA) on 10<sup>th</sup> May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules). The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. The Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years 2007-08 to 2011-2012, as on the date of 29<sup>th</sup> Annual General Meeting held on 31<sup>st</sup> September, 2014, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in). Shareholders may kindly check the said information and if any dividend amount is appearing as unpaid against their name, they are requested to lodge their claim, duly supported by relevant document to the company before expiry of seven years.
11. All statutory registers are open for inspection at the Registered Office of the Company on all working days, from the date hereof upto the conclusion of this meeting between 10.00 a.m. and 5.00 p.m.
12. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
13. Members are requested to address all correspondence, including dividend matters, to the Registrar and Share Transfer Agent, M/s. Link Intime India Private Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078.
14. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.



15. Electronic copy of the Notice of the 31st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 31st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
16. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website [www.abgindia.com](http://www.abgindia.com) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [seclegal@abgindia.com](mailto:seclegal@abgindia.com)
17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and the Clause 35B of the Listing Agreement, the Company is pleased to offer e- voting (Electronic Voting) facility to its members to cast their votes electronically on all resolutions set forth in this Notice convening the 31<sup>st</sup> Annual General Meeting to be held on Monday, September 19, 2016, at 11:30 A.M. The Company has engaged the services of Central Depository Services Limited ("CDSL") as the authorised agency to provide the e-voting facilities.

The e-voting facility will be available during the following voting period:

**Commencement of e-voting**

From 10.00 A.M. (IST) on 16<sup>th</sup> September, 2016

**End of e-voting**

5.00 P.M. (IST) on 18<sup>th</sup> September, 2016

**The instructions for members for voting electronically are as under:-**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders tab.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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 digits of the sequence number in the PAN field.</li> <li>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 1 then enter RA00000001 in the PAN field.</li> </ul>
Bank Details OR Date of Birth (DOB)	Enter the Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Bank details field.</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach 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.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN (Electronic Voting Sequence Number) - 160826047 for the ABG Shipyard Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case Members 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Please note that:**

1. The voting period begins on September 16, 2016 at 10.00 A.M. and ends on September 18, 2016 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which is September 09, 2016, may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on this cut-off date. The e-voting module shall be disabled by CDSL for voting after 5.00 pm on September 18, 2016.
2. 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. Ms. Kala Agarwal, Practising Company Secretary (Membership No. F5976) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
4. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in employment of the Company and forward his report of the votes cast in favour or against, to the Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose.
5. The Results shall be declared on or after the Annual General Meeting (AGM). The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.abgindia.com](http://www.abgindia.com) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.