



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 164 of the Red Herring Prospectus dated September 7, 2018 which shall be read along with the Corrigendum dated September 21, 2018 (together the Red Herring Prospectus and the Corrigendum are referred to as the "RHP")

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

INITIAL PUBLIC OFFERING OF 29,210,760 EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF GARDEN REACH SHIPBUILDERS & ENGINEERS LIMITED ("OUR COMPANY" OR THE "ISSUER") THROUGH AN OFFER FOR SALE BY OUR PROMOTER, THE PRESIDENT OF INDIA, ACTING THROUGH THE MINISTRY OF DEFENCE, GOVERNMENT OF INDIA ("THE "SELLING SHAREHOLDER") FOR CASH AT A PRICE* OF ₹[x] PER EQUITY SHARE ("THE OFFER PRICE"), AGGREGATING TO ₹[x] MILLION (THE "OFFER"). THE OFFER INCLUDES A RESERVATION OF UP TO 572,760 EQUITY SHARES AGGREGATING TO ₹[x] 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 WILL CONSTITUTE 25.50% AND 25.00% RESPECTIVELY, OF THE POST OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

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

Price Band: ₹ 114 to ₹ 118 per Equity Share of face value of ₹ 10 each[^]
The Floor Price is 11.4 times the face value and the Cap Price is 11.8 times the face value
Bids can be made for a minimum of 120 Equity Shares and in multiples of 120 Equity Shares thereafter

Risks 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 RHP; 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 RHP 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 24 of the RHP 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".

[^]The Price Band has been revised subsequent to the filing of the RHP with the Registrar of Companies, West Bengal at Kolkata (the "RoC"). The revision is in accordance with Schedule XI, Part A, Clause 8(b)(ii) of the SEBI ICDR Regulations. Please note that, in the event that the Bids are submitted by the Bidders at any price, including the Cut Off Price, in the original Price Band i.e. ₹ 115 to ₹ 118, the Bids will be treated as Bids at the higher end of the revised Price Band i.e. ₹ 118, unless the Bids are revised by the Bidders. The minimum Bid Lot shall remain 120 Equity Shares. The RHP and the Abridged Prospectus (including the sections entitled (i) Cover Page; (ii) Definitions and Abbreviations; (iii) Basis for Offer Price; and (iv) Offer Information, as applicable) and the ratios as set out in the advertisement dated September 11, 2018, shall stand amended accordingly. All other terms and conditions prescribed in the RHP shall continue to be applicable. We undertake to update the Prospectus accordingly prior to filing it with the RoC.

* 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



OPEN

NOW CLOSES ON MONDAY, OCTOBER 1, 2018[#]

[#] The Offer was scheduled to close on Wednesday, September 26, 2018. The Bid/Offer Period has now been extended by three (3) Working Days and the Issue will consequently close on Monday, October 1, 2018. All other terms and conditions prescribed in the RHP, as amended, shall continue to be applicable.

ASBA*

Simple, Safe, Smart way of Application - Make use of it!!!

Mandatory in public issue from January 1, 2016. No cheque will be accepted.

*Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below.

In case of any further revision to the Price Band, the Bid/Offer Period will be extended by at least three (3) additional Working Days after such revision of the Price Band, subject to the total Bid/Offer Period not exceeding ten (10) Working Days. Any further revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the website of the BRLMs and at the terminals of the other members of the Syndicate.

This Offer is being 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 is being made through the Book Building Process wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") ("**QIB Portion**"). 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be 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 shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be 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 have 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 shall mandatorily participate 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 436 of the RHP.

Bidders/Applicants should note that on the basis of PAN, DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidders/Applicants may be deemed to have authorised the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidders/Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for any correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk. Bidders/Applicants should ensure that PAN, DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The PAN, DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the PAN, DP ID and Client ID available in the depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active.

Contents of the Memorandum of the Company as regards its Objects: For information on the main objects and other objects of our Company, see "**History and Certain Corporate Matters**" on page 164 of the RHP and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to

the Offer. For further details, see the section "**Material Contracts and Documents for Inspection**" on page 509 of the RHP.

Liability of the members of the Company: Limited by shares.

Amount of share capital of the Company and Capital Structure: The authorised share capital of our Company is divided into 125,000,000 Equity Shares of face value ₹ 10 each constituting ₹ 1,250,000,000. The issued, subscribed and paid up share capital of our Company is ₹ 1,145,520,000 divided into 114,552,000 Equity Shares of face value of ₹ 10 each. For further details, see "**Capital Structure**" on page 86 of the RHP.

Names of signatories to the Memorandum of Association of our Company and the number of Equity Shares subscribed by them: In the year 1960, our Company was acquired by the GoI and since then the share capital of our Company is wholly owned by the President of India along with its nominees from time to time. For details of the main objects of our Company as contained in the memorandum of association, see "**History and Certain Corporate Matters**" on page 164 of the RHP.

Listing: The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on BSE and NSE. Our Company has received an 'in-principle' approval from the BSE and NSE for the listing of the Equity Shares pursuant to letters dated April 17, 2018 and April 11, 2018, respectively. For the purposes of the Offer, the Designated Stock Exchange shall be NSE. A signed copy of the Red Herring Prospectus has been delivered and the Prospectus shall be delivered for registration to the Registrar of Companies, West Bengal ("**RoC**") in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents which shall be available for inspection from the date of registration of the Red Herring Prospectus with the RoC, up to the Bid/Offer Closing Date, see "**Material Contracts and Documents for Inspection**" on page 509 of the RHP.

Disclaimer Clause of SEBI: SEBI only gives its observations on the offer documents and this does not constitute approval of either the Offer or the specified securities or the offer document. The investors are advised to refer to page 411 of the RHP for the full text of the disclaimer clause of SEBI.

Disclaimer Clause of NSE (the Designated Stock Exchange): "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the offer document". The investors are advised to refer to page 417 of the RHP for the full text of the disclaimer clause of NSE.

Disclaimer Clause of BSE: "It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the RHP has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the RHP". The investors are advised to refer to page 417 of the RHP for the full text of the disclaimer clause of the BSE.

General Risks: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Offered Shares have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to "**Risk Factors**" beginning on page 22 of the RHP.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
			Sandeep Mahapatra, Company Secretary and Compliance Officer Registered Office: 43/46 Garden Reach Road, Kolkata – 700 024, West Bengal, India Tel: 033-2469 8545; Fax: 033-2469 8150 Email: co.sec@grse.co.in; Website: www.grse.in; Corporate Identity Number: U35111WB1934GOI007891
IDBI Capital Markets & Securities Limited (Formerly known as IDBI Capital Market Services Limited) Registered Office: 3rd Floor, Mafatal Centre, Nariman Point, Mumbai – 400 021 Tel.: +91-22-4322 1212, Fax: +91-22-2285 0785 Email: ipo.grse@idbicapital.com Investor Grievance E-mail: redressal@idbicapital.com Website: www.idbicapital.com Contact Person: Sumit Singh/Priyanka Shetty SEBI Registration No.: INM000010866	YES Securities (India) Limited Registered Office: Unit No. 602A, 6 th Floor, Tower 1 & 2, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone (West), Mumbai – 400 013 Tel.: +91-22-30126919, Fax: +91-22- 24214508 E-mail: grse.ipo@yesssecuritiesltd.in Investor Grievance E-mail: igc@yesssecuritiesltd.in Website: www.yesinvest.in Contact Person: Mukesh Garg/Pratik Pednekar SEBI Registration No.: INM000012227	Alankit Assignments Limited Registered Office: Alankit House, 205-208 Anarkali Complex, Jhandewalan Extension New Delhi -110 055 Tel: +91-11-42541234 / 4254 1951/1952 Fax: +91-11-4254 1201 E-mail: grse_ipo@alankit.com Investor Grievance E-mail: grse_igr@alankit.com Website: www.alankit.com Contact Person: Sachin Gupta/ S. Arunraj SEBI Registration No.: INR000002532	Investors can contact the Company Secretary and Compliance Officer or the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letter of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Availability of RHP: Investors are advised to refer to the RHP, and the "**Risk Factors**", beginning on page 22 of the RHP, before applying in the Offer. Full copy of the RHP is available on the website of SEBI at www.sebi.gov.in, websites of the BRLMs at www.idbicapital.com, www.yesinvest.in and the websites of BSE and NSE i.e. www.bseindia.com and www.nseindia.com, respectively.

Availability of Bid-cum-Application Forms: Bid-cum-Application Forms can be obtained from the Registered Office of the Company, **Garden Reach Shipbuilders & Engineers Limited**, **Tel:** 033-2469 8545, **Fax:** 033-2469 8150; the BRLMs: **IDBI Capital Markets & Securities Limited**, **Tel.:** +91-22-4322 1212, **Fax:** +91-22-2285 0785; **YES Securities (India) Limited**, **Tel.:** +91-22-30126919, **Fax:** +91-22- 24214508, at selected location of the sub-Syndicate Members (as given below), Registered Brokers, RTAs and CDPs participating in the Offer. Bid-cum-Application Forms will also be available on the websites of BSE and NSE and the Designated Branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.

Sub-Syndicate Members: Almondz Global Securities Limited; Amit Jasani Financial Services Pvt. Limited; Anand Rathi Share & Stock Brokers Limited; Axis Capital Limited; Centrum Broking Limited; Edelweiss Securities Limited; Eureka Stock & Share Broking Services Limited; ICICI Securities Limited; JM Financial Services Limited; Jobanputra Fiscal Services Pvt. Limited; Karvy Stock Broking Limited; KJMC Capital Market Service Limited; Kotak Securities Limited; LKP Securities Ltd; Motilal Oswal Securities Limited; Prabhudas Liladhar Private Limited; SBICAP Securities Limited; Sharekhan Limited; VCK Share & Stock Broking Services Limited and Way2wealth Brokers Pvt. Limited.

Applications Supported by Blocked Amount (ASBA): Investors have to apply through the ASBA process. ASBA has to be availed by all the investors except Anchor Investors. For details on the ASBA process, please refer to the details given in ASBA Form and Abridged Prospectus and also please refer to the section "**Offer Procedure**" on page 436 of the RHP. ASBA Forms can also be downloaded from the websites of BSE and NSE. ASBA Form can be obtained from the list of banks that is available on the website of SEBI at www.sebi.gov.in.

Banker(s) to the Offer/ Public Offer Account/ Refund Bank: State Bank of India and HDFC Bank Limited.

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

For **Garden Reach Shipbuilders & Engineers Limited**

On behalf of the Board of Directors

Place: Kolkata
Date: September 26, 2018

Sd/
Company Secretary and Compliance Officer

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 RHP with SEBI. The RHP 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 22 of the RHP. 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.