



COCHIN SHIPYARD LIMITED

Our Company was incorporated as Cochin Shipyard Limited on March 29, 1972 as a private limited company under the Companies Act, 1956, with the Registrar of Companies, Kerala at Ernakulam. Our Company became a deemed public limited company under section 43A of Companies Act, 1956 on July 1, 1982. Our Company again became a private limited company with effect from July 16, 1985. Our Company became a public limited company with effect from November 8, 2016 and a fresh certificate of incorporation consequent upon conversion to public limited company was issued by the Registrar of Companies, Kerala at Ernakulam. For further details, including details of change in registered office of our Company, see "History and Certain Corporate Matters" on page 145.

Registered Office: Administrative Building, Cochin Shipyard Premises, Perumanoor, Kochi - 682015 Kerala, India. **Contact Person:** Ms. V. Kala, Company Secretary and Compliance Officer; **Tel:** +91 (484) 2501306; **Fax:** +91 (484) 2384001
E-mail: secretary@cochinshipyard.com; **Website:** www.cochinshipyard.com; **Corporate Identity Number:** U63032KL1972GOI002414

OUR PROMOTER: THE PRESIDENT OF INDIA ACTING THROUGH THE MINISTRY OF SHIPPING

PUBLIC ISSUE OF 33,984,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF COCHIN SHIPYARD LIMITED ("OUR COMPANY" OR "ISSUER") FOR CASH AT A PRICE* OF ₹ [•] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE) AGGREGATING TO ₹ [•] MILLION ("ISSUE") CONSISTING OF A FRESH ISSUE OF 22,656,000 EQUITY SHARES AGGREGATING TO ₹ [•] MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF 11,328,000 EQUITY SHARES BY THE PRESIDENT OF INDIA AGGREGATING TO ₹ [•] MILLION ("OFFER FOR SALE", AND "THE SELLING SHAREHOLDER"). THE ISSUE INCLUDES A RESERVATION OF UP TO 824,000 EQUITY SHARES AGGREGATING TO ₹ [•] MILLION FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"). THE ISSUE LESS EMPLOYEE RESERVATION PORTION IS REFERRED TO AS THE NET ISSUE. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 25.00% AND 24.39% RESPECTIVELY, OF THE POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

***Retail Discount of ₹ 21 per Equity Share to the Issue Price will be offered to the Retail Individual Bidders and Employee Discount of ₹21 per Equity Share to the Issue Price will be offered to the Eligible Employees Bidding in the Employee Reservation Portion.**

Price Band: ₹424 to ₹432 per Equity Share of Face Value of ₹10 each

The Floor Price is 42.4 times the Face Value and the Cap Price is 43.2 times the Face Value

Bids can be made for a minimum of 30 Equity Shares and in multiples of 30 Equity Shares thereafter

Risks to Investors:

- The three Book Running Lead Managers associated with the Issue have handled 28 public issues in the past 3 years, out of which 5 issues closed below the issue/offer price on listing date.
- The average cost of acquisition of Equity Shares for Promoter, which is also the Selling Shareholder is ₹10 per Equity Share and the Issue Price at upper end of the price band is significantly high at ₹432.

BID/ISSUE PROGRAMME

BID/ISSUE OPENS ON AUGUST 1, 2017

BID/ISSUE CLOSES ON AUGUST 3, 2017

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

*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below.
Mandatory in public issues from January 01, 2016. No cheque will be accepted.

In case of any revision to the Price Band, the Bid/Issue Period will be extended by atleast three additional Working Days after such revision of the Price Band, subject to the total Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue 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 Book Running Lead Managers and at the terminals of the other members of the Syndicate.

In terms of Rule 19(2)(b)(iii) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"), this is an Issue for at least 10% of the post-Issue paid-up Equity Share capital of our Company. 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 Issue is being made through the Book Building Process wherein 50% of the Net Issue 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 QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue 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 Issue Price. Further, 824,000 Equity Shares shall be reserved for allocation to Eligible Employees, subject to valid bids being received at or above the Issue Price. All potential Bidders shall mandatorily participate in the Issue 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 "Issue Procedure" on page 416 of the RHP.

Bidders/Applicants should ensure that DP ID, PAN and the Client ID are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN 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. Bidders/Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Issue. 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.

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AS REGARDS ITS OBJECTS: For information on the main objects and other objects of our Company, investors are requested to see "History and Certain Corporate Matters" on page 145 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 Issue. For further details, see "Material Contracts and Documents for Inspection" on page 473 of the RHP.

LIABILITY OF THE MEMBERS OF OUR COMPANY: Limited by shares

AMOUNT OF SHARE CAPITAL OF OUR COMPANY AND CAPITAL STRUCTURE: As on the date of the RHP, the authorised share capital of our Company is ₹ 2,500,000,000 divided into 250,000,000 Equity Shares of ₹10 each. The issued, subscribed and paid-up share capital of our Company before the Issue is ₹ 1,132,800,000 divided into 113,280,000 Equity Shares of ₹10 each. For details of the Capital Structure, see "Capital Structure" on the page 73 of the RHP.

Names of the signatories to the Memorandum of Association of our Company and the number of Equity Shares subscribed by them: Given below are the names of the signatories of the Memorandum of Association of our Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of our Company – 1. The President of India through Shri. G. C. Baveja, Joint Secretary to the Govt. of India, Ministry of Shipping & Transport - 10 shares, 2. Shri P. N. Jain, Joint Secretary to the Government of India, Ministry of Finance (Department of Expenditure) - 1 share, 3. Shri. B. P. Srivastava, Director (Projects), Ministry of Shipping & Transport (Transport Wing) - 1 share, 4. Shri. S. Kasthuri, Chief Projects Officer, Cochin Shipyard Project - 1 share, 5. Shri. R. C. Gupta, Under Secretary to the Govt. of India, Ministry of Shipping & Transport (Transport Wing) - 1 share, aggregating to 14 Equity Shares.

LISTING: The Equity Shares offered through the RHP are proposed to be listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"). Our Company has received an 'in-principle' approval from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated March 31, 2017. For the purposes of the Issue, the Designated Stock Exchange shall be the BSE. A copy of the RHP and the Prospectus shall be delivered for registration to the RoC in accordance with section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the RHP up to the Bid/Issue Closing Date, see "Material Contracts and Documents for Inspection" on page 473 of the RHP.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"): SEBI only gives its observations on the offer documents and this does not constitute approval of either the Issue or the specified securities or the offer document. Investors are advised to refer to page 390 of the RHP for the full text of the Disclaimer Clause of SEBI.


DISCLAIMER CLAUSE OF BSE (The Designated Stock Exchange) : "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 397 of the RHP for the full text of the Disclaimer clause of the BSE.

DISCLAIMER CLAUSE OF NSE : "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 397 of the RHP for the full text of the Disclaimer clause of the NSE.

GENERAL RISKS: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue 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 Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the RHP. Specific attention of the investors is invited to "Risk Factors" on page 18 of the RHP.

ADDENDUM: NOTICE TO INVESTORS

This is with reference to the red herring prospectus dated July 21, 2017 ("Red Herring Prospectus") filed by the Company. Attention of investors is drawn to page no. 473 of the Red Herring Prospectus where inadvertently the date of the Underwriting Agreement is mentioned as July 20, 2017. Since the Underwriting Agreement shall be executed after the determination of the Issue Price, therefore the date of Underwriting Agreement in Red Herring Prospectus shall be read as [•], 2017. Accordingly, the Red Herring Prospectus stands amended to this extent. The date of Underwriting Agreement shall be reflected in the Prospectus to be filed with the RoC.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE ISSUE	COMPANY SECRETARY & COMPLIANCE OFFICER
 SBI Capital Markets Limited 202, Maker Tower 'E', Cuffe Parade, Mumbai - 400005, Maharashtra, India Tel: +91 (22) 22178300; Fax: +91 (22) 22188332 E-mail: csl.ipo@sbicaps.com Investor grievance e-mail: investor.relations@sbicaps.com Contact Person: Mr. Nikhil Bhiwapurkar / Mr. Sandeep Tenneti Website: www.sbicaps.com SEBI Registration No.: INM000003531	 Edelweiss Financial Services Limited 14th Floor, Edelweiss House, Off. C.S.T Road, Kalina, Mumbai - 400098, Maharashtra, India Tel: +91 (22) 40094400 Fax: +91 (22) 40863610 E-mail: csl.ipo@edelweissfin.com Investor grievance e-mail: customerservice.mb@edelweissfin.com Contact Person: Mr. Siddharth Shah Website: www.edelweissfin.com SEBI Registration No.: INM0000010650	 JM Financial Institutional Securities Limited 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025 Maharashtra, India Tel: +91 (22) 66303030 Fax: +91 (22) 66303330 E-mail: csl.ipo@jmfli.com Investor grievance e-mail: grievance.ibd@jmfli.com Contact Person: Ms. Prachee Dhuri Website: www.jmfli.com SEBI Registration No.: INM000010361	 Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Maharashtra, India Tel: +91 (22) 4918 6200 Fax: +91 (22) 4918 6195 Email: csl.ipo@linkintime.co.in Investor grievance email: csl.ipo@linkintime.co.in Contact Person: Ms. Shanti Gopalkrishnan Website: www.linkintime.co.in SEBI Registration No: INR000004058	Ms. V. Kala Administrative Building, Cochin Shipyard Premises, Perumanoor, Kochi - 682015, Kerala, India Tel: +91 (484) 2501306 Fax: +91 (484) 2384001 Email: secretary@cochinshipyard.com Website: www.cochinshipyard.com Investors can contact the Company Secretary and Compliance Officer, the BRLMs, the Registrar to the Issue, in case of any pre-issue or post-issue related problems, such as non-receipt of Allotment Advice, non-credit of Allotted Equity Shares in the respective beneficiary account or refund orders, and non-receipt of funds by electronic mode.

AVAILABILITY OF RHP: Investors are advised to refer to the RHP and the Risk Factors contained therein, before applying in the Issue. A copy of the RHP will be available on the website of the SEBI at www.sebi.gov.in, the websites of the BRLMs at www.sbicaps.com, www.edelweissfin.com, www.jmfli.com and the Stock Exchanges at www.bseindia.com and www.nseindia.com, respectively.

AVAILABILITY OF BID CUM APPLICATION FORM: Bid cum Application form can be obtained from the Registered Office of Company, **COCHIN SHIPYARD LIMITED**, Tel: +91 (484) 2501306, Fax: +91 (484) 2384001; BRLMs: **SBI Capital Markets Limited**, Tel: +91 (22) 22178300, Fax: +91 (22) 22188332; **Edelweiss Financial Services Limited**, Tel: +91 (22) 40094400, Fax: +91 (22) 40863610; **JM Financial Institutional Securities Limited**, Tel: +91 (22) 66303030, Fax: +91 (22) 66303330; and Syndicate Members: **SBICAP Securities Limited**, Tel: +91 (22) 4227 3300, Fax: +91 (22) 4227 3390; **Edelweiss Securities Limited**, Tel: +91 (22) 4063 5569, Fax: +91 (22) 6747 1347; **JM Financial Services Limited**, Tel: +91 (22) 6136 3400; at selected locations of Sub-Syndicate Members (as given below), Registered Brokers, designated RTA locations and designated CDP locations for participating in the Issue. Bid cum Application Forms will also be available on the websites of the Stock Exchanges and all the Designated Branches of SCSBs, the list of which is available on the websites of the Stock Exchanges and SEBI.

SUB-SYNDICATE MEMBERS: Achievers Equities Ltd.; Ajcon Global Services Ltd.; Almondz Global Securities Ltd.; Amit Jasani Financial Services P. Ltd.; Anand Rathi Share & Stock Brokers Ltd.; Asit C Mehta Investments Intermediates Limited; Axis Capital Limited; Centrum Broking Ltd.; Centrum Capital Ltd.; Dalal & Broacha Stock Broking Pvt Limited; Edelweiss Broking Limited; Eureka Stock & Share Broking Services Ltd.; HDFC Securities Ltd.; ICICI Securities Limited; IDBI Capital Markets and Securities Ltd.; India Infoline Ltd.; Karvy Stock Broking Ltd.; Keynote Capitals Limited; KJMC Capital Market Services Ltd.; Kotak Securities Limited; LKP Securities Limited; Monarch Network Capital Limited; Motilal Oswal Securities Ltd.; MPSE Securities Limited; Nirmal Bang Securities P. Ltd.; Prabhudas Lilladher P. Ltd.; Pravin Ratilal Share and Stock Brokers Ltd.; Religare Securities Ltd.; RR Equity Brokers Pvt. Ltd.; Sharekhan Ltd.; SMC Global Securities Limited; Tradebulls Securities (P) Limited; VCK Share & Stock Broking Services Limited; Viren M Shah.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors have to apply through the ASBA process. ASBA has to be availed by all the investors. For details on the ASBA process, please refer to the details given in the ASBA Form and Abridged Prospectus and also please refer to "Issue Procedure" on page 416 of the RHP. ASBA Forms can also be downloaded from the websites of BSE and NSE. ASBA Forms can be obtained from the list of banks that is available on the website of SEBI at www.sebi.gov.in. ASBA Form can be obtained from Syndicate Members, SCSBs, Registered Brokers, RTAs and CDPs, the list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/5/33/0/0/Recognised-Intermediaries.

BANKER TO THE ISSUE AND REFUND BANK: State Bank of India

MONITORING AGENCY: State Bank of India

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

For **COCHIN SHIPYARD LIMITED**
On behalf of the Board of Directors
Sd/-
Company Secretary & Compliance Officer

Place: Kochi
Date: July 24, 2017

Cochin Shipyard Limited is proposing, subject to statutory and regulatory requirements, market conditions and other considerations, an initial public offering of its equity shares and has filed a red herring prospectus dated July 21, 2017 ("RHP") with the Registrar of Companies, Kerala at Ernakulam on July 21, 2017. The RHP will be available on the website of the SEBI at www.sebi.gov.in, BSE at www.bseindia.com, NSE at www.nseindia.com and the websites of the Book Running Lead Managers at www.sbicaps.com, www.edelweissfin.com and www.jmfli.com. Any potential investor should note that investment in Equity Shares involves a high degree of risk. For details, potential investors should refer to the section titled "Risk Factors" in the RHP. Investors should not refer to the draft red herring prospectus filed with SEBI for making any investment decision.

This announcement has been prepared for publication in India and may not be released in or distributed into the United States. The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") or the securities laws of any state in the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (i) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A or another available exemption from the registration requirements of the Securities Act, and (ii) outside the United States only in offshore transactions in reliance on Regulation S under the Securities Act and pursuant to the applicable laws of the jurisdiction where those offers and sales occur.