LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as a shareholder(s) of Great Offshore Limited ("Target Company"). If you require any clarifications about the action to be taken, you may consult your stock broker or your investment consultant or the Manager to the Offer or the Registrar to the Offer. In case you have recently sold your shares in the Target Company, please hand over this Letter Of Offer and the accompanying Form of Acceptance cum Acknowledgement, Form of Withdrawal and Transfer Deed to the member of the stock exchange through whom the said sale was effected.

Eleventh Land Developers Private Limited ("Acquirer")

a company incorporated under the Companies Act, 1956

(Registered Office: 5th Floor, Bhupati Chambers, 13, Mathew Road, Mumbai – 400 004, Tel : +91-22-6656 3000, Fax: +91-22-2364 9236)

Along with ABG Shipyard Limited as person acting in concert ("PAC")

a company incorporated under the Companies Act, 1956

(Registered Office: Near Magdalla Port, Dumas Road, Surat – 395 007, Tel: +91-261-2725191, Fax: +91-22-2364 9236)

MAKES A CASH OFFER AT **Rs. 520/-** PER FULLY PAID UP EQUITY SHARE TO ACQUIRE

1,25,71,072 fully paid up equity shares of Rs. 10 each representing approximately 32.12%

of the fully diluted capital of

Great Offshore Limited

a company incorporated under the Companies Act, 1956

(Registered Office: Energy House, 81, D.N. Road, Mumbai – 400 001, Tel: +91-22-6635 2222, Fax: +91-22-2267 3639)

Note:

- This Offer is being made pursuant to and in accordance with regulations 10 and 12 of the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, and subsequent amendments thereof.·
- This Offer is not subject to a minimum level of acceptance by the shareholders of the Target Company·
- The Offer is subject to Acquirer's obtaining statutory and regulatory approvals as described in detail in Section VII.·
- If there is any upward revision of the Offer Price by the Acquirer till the last permitted date for revision viz. December 11, 2009 or withdrawal of the Offer, the same would be informed by way of a public announcement in the same newspapers in which the original Public Announcement had appeared. Such revised Offer Price would be payable for all the Shares tendered anytime during the Offer and accepted under the Offer.
- Shareholders, who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement/ Letter of Offer, can withdraw the same up to three working days prior to the closure of the Offer viz. December 17, 2009.
- **Since this offer is a competitive bid: (i) the public offers under all the subsisting bids shall close on the same date; (ii) as the Offer Price cannot be revised during seven working days prior to the closing date of the offers / bids, it would therefore, be in the interest of the Shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.**
- **In terms of regulation 25(1) and 25(3) of the Regulations, this Offer is a competitive bid. SBI Capital Markets Limited issued a public announcement published on June 3, 2009 on behalf of Natural Power Ventures Private Limited along with Bharati Shipyard Limited and Dhanshree Properties Private Limited for acquisition of 20% of the Diluted Share Capital of Great Offshore Limited ("Target Company")**·
- A copy of the Public Announcement and this Letter of Offer (including the Form of Acceptance cum Acknowledgement and the Form of Withdrawal) is expected to be available on SEBI's website (www.sebi.gov.in).

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
kotak® Investment Banking	KARVY Karvy Computershare Private Limited
Kotak Mahindra Capital Company Limited Bakhtawar, 1st floor, 229, Nariman Point,Mumbai 400 021 Tel: +91-22-6634 1110 Fax: +91-22-2284 0492 Contact Person: Chandrakant Bhole Email: projectgol.offer@kotak.com	**Karvy Computershare Private Ltd** Plot No 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad - 500 081; Tel.: +91 40 2342 0815; Fax No.: +91 40 2343 1551; Email: murali@karvy.com; Contact Person: Murali Krishna

	Original Schedule		Revised Schedule	
Activity	**Date**	**Day**	**Date**	**Day**
Issue of Public Announcement	June 23, 2009	Tuesday	June 23, 2009	Tuesday
Last date for a competitive bid as per First PA	June 24, 2009	Wednesday	June 24, 2009	Wednesday
Specified Date	June 26, 2009	Friday	June 26, 2009	Friday
Offer Opens on	August 13, 2009	Thursday	December 3, 2009	Thursday
Last date for revising the Offer Price	August 21, 2009	Friday	December 11, 2009	Friday
Last date for withdrawing by shareholders	August 27, 2009	Thursday	December 17, 2009	Thursday
Offer Closes on	September 1, 2009	Tuesday	December 22, 2009	Tuesday
Date by which the acceptance / rejection would be intimated and the corresponding payment for the acquired Shares would be made and / or the share certificate(s) / demat delivery instruction for the rejected Shares will be dispatched / issued	September 16, 2009	Wednesday	January 6, 2010	Wednesday

Risk Factors:

Risks factors (i) relating to the Offer, (ii) relating to the Transaction and (iii) involved in associating with the Acquirer/ PAC and the likely adverse affect of these risk factors on the Shareholders

I. Risks relating to the Offer:

- The Offer is subject to the receipt of certain statutory and regulatory approvals described in detail in Section VII. In the event any of the required statutory approvals are refused or under such circumstances as in the opinion of SEBI merit withdrawal of the Offer, the Offer may be withdrawn in terms of regulation 27 of the Regulations.
- In the event that either: (a) regulatory approvals are not received in time, (b) there is any litigation leading to a stay/ injunction on the Offer or that restricts/ restrains the Acquirer/ PAC from performing its obligations hereunder, or (c) SEBI instructing the Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Shareholders whose Shares are accepted under the Offer as well as the return of Shares not accepted under the Offer by the Acquirer may get delayed. In case of delay, due to non-receipt of statutory approval(s), then in accordance with regulation 22(12) of the Regulations, SEBI may, if satisfied that non-receipt of approvals was not due to any willful default or negligence on the part of the Acquirer, grant an extension for the purpose of completion of the Offer subject to the Acquirer agreeing to pay interest to the Shareholders. Further, Shareholders should note that after the last date of withdrawal i.e.December 17, 2009, unless permitted under applicable law, Shareholders who have lodged their acceptances would not be able to withdraw them even if the acceptance of Shares under the Offer and dispatch of consideration gets delayed.
- The Shares tendered in the Offer will be held in trust by the Registrar to the Offer till the completion of the Offer formalities, and the Shareholders will not be able to trade such Shares. During such period, there may be fluctuations in the market price of the Shares. The Acquirer makes no assurance with respect to the market price of the Shares both during the period that the Offer is open and upon completion of the Offer and disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.
- In the event of oversubscription in the Offer, the acceptance of the Shares tendered will be on a proportionate basis and will be contingent on the level of oversubscription. The unaccepted Shares will be returned to the Shareholders in accordance with the Schedule of Activities for the Offer.
- The Acquirer, the PAC and the Manager to the Offer accept no responsibility for the statements made otherwise than in this Letter of Offer /PA and anyone placing reliance on any other source of information (not released by the Acquirer, the PAC or the Manager to the Offer) would be doing so at his/her/their own risk.

II. Risks relating to Transaction

- This Offer is voluntary and has not been triggered by any transaction. The Offer is being made in accordance with regulations 10 and 12 of the Regulations for the purpose of substantial acquisition of Shares and voting rights of the Target Company accompanied with a proposal for change in control of the Target Company. Since this is a competitive bid, the Acquirer and the PAC cannot give any assurance regarding the results of the consummation of the Offer and the Acquirer's objective of seeking acquisition of controlling interest of the Target Company.

III. Risks relating to Acquirer

- The Acquirer's goals of realizing operating efficiency with the integrated platform, enhancing the business performance of the Target Company by providing managerial support, global vision and leadership and improving the asset utilization may or may not be realized. The extent to which the Acquirer is able to achieve its goals with respect to these items may have a positive or negative effect on the future price of the Shares, which should be considered by Shareholders as they evaluate the Offer Price and the Offer. Acquirer/ PAC makes no assurance with respect to the future financial performance of the Target Company.
- The Acquirer was incorporated on April 16, 2008 under the provisions of the Companies Act, 1956, as amended and has not commenced any business activities as of now.

The risk factors set forth above pertain to the Offer and do not relate to the present or future business or operations of the Target Company or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation by a shareholder in the Offer. The shareholders of the Target Company are advised to consult their stockbroker or investment consultant, if any, for further risks with respect to their participation in the Offer.

INDEX

Sr. No.	Subject	Page No.
I.	Disclaimer Clause	5
II.	Details of the Offer	5
III.	Background of the Acquirer & PAC	8
IV.	Continuous Listing	19
V.	Background of the Target Company	19
VI.	Offer Price and Financial Arrangements	30
VII.	Terms and Conditions of the Offer	33
VIII.	Procedure for Acceptance and Settlement	34
IX.	Documents for Inspection	39
X.	Declaration by the Acquirer	40

KEY DEFINITIONS

Acquirer	Eleventh Land Developers Private Limited, a private limited company incorporated in India on April 16, 2008, under the Act (Registered Office: 5th Floor, Bhupati Chambers, 13, Mathew Road, Mumbai 400004, Tel : +91-22-6656 3000, Fax: +91-22-2364 9236)
Act	Companies Act, 1956, as amended
First Addendum to the PA	Addendum to the Public announcement made on behalf of the Acquirer by the Manager to the Offer to the Shareholders, which appeared on July 30, 2009 in all editions of Business Standard, all editions of Pratahkal, and the Mumbai edition of Sakal
BSE	Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
Diluted Share Capital	Issued and fully paid up share capital of the Target Company consisting of 39,133,937 Shares as more fully set out in paragraph 10
DP	Depository Participant including NSDL and CDSL
Eligible Shareholders	All shareholders/beneficial owners (registered or otherwise) of Shares (other than the Acquirer and the PAC)
First Bidder	Natural Power Ventures Private Limited along with Bharati Shipyard Limited and Dhanshree Properties Private Limited
First PA	Public announcement issued by the First Bidder on June 3, 2009 to acquire up to 78,26,788 fully paid-up equity Shares of face value Rs.10 each of the Target Company (20% of the Diluted Share Capital) at a price of Rs.344 per fully paid up equity share to be paid in cash
Form of Acceptance	Form of Acceptance-cum-Acknowledgement
GAAP	Generally Accepted Accounting Principles
GDR	Global Depository Receipts
Great Eastern	The Great Eastern Shipping Company Limited
Letter of Offer/LOF	This Letter of Offer dated November 23, 2009
Manager to the Offer/ KMCC	Kotak Mahindra Capital Company Limited, the merchant banker appointed by the Acquirer pursuant to regulation 13 of the Regulations, having its registered office at Bakhtawar, 1st Floor, 229 Nariman Point, Mumbai – 400 021
Maximum Consideration	The maximum consideration payable under this Offer, assuming full acceptance, is Rs.653,69,57,440/- (Rupees Six Hundred and Fifty Three Crores Sixty Nine Lacs Fifty Seven Thousand Four Hundred and Forty Only)
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
Offer	The Offer being made by the Acquirer for acquiring 1,25,71,072 (One Crore Twenty Five Lakhs Seventy One Thousand and Seventy Two Only) Shares representing 32.12% of the Diluted Share Capital from the Shareholders at the Offer Price payable in cash

Offer Period	20 day period from the date of the opening of the Offer on December 3, 2009 to the closing of the Offer on December 22, 2009 (both days inclusive)
Offer Price	Price of Rs.520 (Rupees Five Hundred and Twenty Only) per Share payable in cash
Offer Size	1,25,71,072 (One Crore Twenty Five Lakhs Seventy One Thousand and Seventy Two Only) Shares representing 32.12% of the Diluted Share Capital of the Target Company
PAC	ABG Shipyard Limited, a public limited company incorporated in India on March 15, 1985 under the Act (Registered Office: Near Magdalla Port, Dumas Road, Surat – 395 007, Tel: +91-261-2725191, Fax: +91-261-2726481).
Public Announcement/PA	Public announcement of this Offer made on behalf of the Acquirer by the Manager to the Offer to the Shareholders, which appeared on June 23, 2009 in all editions of Business Standard, all editions of Pratahkal, and the Mumbai edition of Sakal
RBI	Reserve Bank of India
Registrar to the Offer	Karvy Computershare Private Limited, the registrar appointed by the Acquirer, having its office at Plot No 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad – 500 081; Ph.No.: +91 40 2343 1553; Fax No.: +91 40 2343 1551
Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997 and subsequent amendments thereto
SEBI	Securities and Exchange Board of India
Second Addendum to the PA	Second Addendum to the Public announcement made on behalf of the Acquirer by the Manager to the Offer to the Shareholders, which appeared on August 5, 2009 in all editions of Business Standard, all editions of Pratahkal, and the Mumbai edition of Sakal
Shares	Fully paid up equity share of the Target Company having a face value of Rs.10/- each
Shareholders	Shareholders of the Target Company
Specified Date	June 26, 2009 being the date for the purpose of identifying shareholders of the Target Company to whom the Letter of Offer will be sent
Stock Exchanges	BSE and NSE
Target Company	Great Offshore Limited, a public limited company, incorporated under its current name on July 14, 2005 under the Act (Registered Office: Energy House, 81, D.N. Road, Mumbai – 400 001, Tel: +91-22-6635 2222, Fax: +91-22-2267 3639).

Note: *All terms beginning with a capital letter used in this Letter of Offer, but not otherwise defined herein, shall have the meanings ascribed thereto in the Regulations.*

I. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF GREAT OFFSHORE LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER (S), PACs OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER(S) IS (ARE) PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER(S) DULY DISCHARGES ITS (THEIR) RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, KOTAK MAHINDRA CAPITAL COMPANY LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JULY 6, 2009 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THIS LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER(S) FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.

II. DETAILS OF THE OFFER

Background of the Offer

1. This Offer is being made by Acquirer along with PAC in accordance with regulations 10 and 12 of the Regulations for the purpose of substantial acquisition of Shares and voting rights of the Target Company accompanied with a proposal for a change in control of the Target Company. This Offer is subject to the receipt of certain approvals as more fully set forth in Section VII.

2. SBI Capital Markets Limited on behalf of First Bidder issued a public announcement on June 3, 2009 to acquire up to 78,26,788 fully paid-up equity Shares of face value Rs.10 each of the Target Company (20% of the Diluted Share Capital) at a price of Rs.344 per fully paid up equity share to be paid in cash. As per the First PA, before the offer, the First Bidder owned 55,33,786 Shares of the Target Company (representing 14.14% of the Diluted Share Capital), which together with the open offer made by the First Bidder adds up to 1,33,60,574 Shares (representing 34.14% of the Diluted Share Capital). The First PA appeared on June 3, 2009 in Business Standard (English national daily), Business Standard (Hindi national daily), and Navshakti (Marathi regional language daily).

3. This Offer is a competitive bid. Therefore, in compliance with regulation 25(3) of Regulations, the Acquirer proposes to acquire 1,25,71,072 Shares of the Target Company (32.12% of Diluted Share Capital of the Target Company and 33.85% of current share capital of the Target Company), being together with Shares already held by the Acquirer and the PAC at least equal to the holding of the First Bidder including the number of Shares for which the offer has been made by the First Bidder, as of the date of the PA. The Acquirer proposes to acquire the Shares validly tendered in accordance with the terms of the Offer at Rs.520 for each Share of the Target Company, to be paid in cash in accordance with the Regulations in accordance with the schedule of activities contained herein. As on the date of the PA, the Acquirer and the PAC collectively held 7,89,502 Shares of the Target Company (2.02% of the Diluted Share Capital of the Target Company). Since the date of the PA, the PAC has further purchased 22,89,069 Shares through open market purchases in compliance with the Regulations. Therefore, as of the date of this Letter of Offer, the Acquirer and the PAC collectively hold 30,78,571 Shares of the Target Company (7.87% of the Diluted Share Capital). The Offer is subject to the receipt of certain approvals as set forth below in the section "Statutory Approvals and Other Approvals required for the Offer". The Acquirer will acquire all the Shares that are validly tendered in accordance with

the terms of the Offer. The maximum consideration payable under the Offer is Rs.653,69,57,440/- (Rupees Six Hundred and Fifty Three Crores Sixty Nine Lacs Fifty Seven Thousand Four Hundred and Forty Only) ("Maximum Consideration").

4. As on the date of the PA, the Acquirer held 5,39,502 Shares in the Target Company representing 1.38% of the Diluted Share Capital and the PAC held 2,50,000 Shares in the Target Company representing 0.64% of the Diluted Share Capital. Since the date of the PA, the PAC has further purchased 22,89,069 Shares through open market purchases in compliance with the Regulations. Therefore, as of the date of this Letter of Offer, PAC holds 25,39,069 Shares in the Target Company representing 6.49% of the Diluted Share Capital.

5. The Acquirer, the PAC and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B or any other regulations made under the SEBI Act, 1992.

Details of the proposed Offer

6. In accordance with regulation 15(1) of the Regulations, the Acquirer has made a Public Announcement on June 23, 2009, being within four working days from the date of the meeting of the Board of Directors of the Acquirer and the PAC held on June 22, 2009, in which the decision to make the Offer was made. Public Announcement appeared in all editions of Business Standard, all editions of Pratahkal and Mumbai edition of Sakal. A copy of the Public Announcement and this Letter of Offer (including the Form of Acceptance cum Acknowledgement and the Form of Withdrawal) is expected to be available on SEBI's website (www.sebi.gov.in).

7. Pursuant to this Offer, the Acquirer proposes to acquire 1,25,71,072 Shares of the Target Company representing 32.12% of the Diluted Share Capital of the Target Company at a price of Rs.520/- (Rupees Five Hundred and Twenty Only) for each Share to be paid in cash in accordance with the Regulations.

   Acquirer, pursuant to the PA issued on June 23, 2009, had made the Offer at an offer price of Rs.375/- (Rupees Three Hundred and Seventy Five Only) ("Initial Offer Price") for each Share to be paid in cash. Since the date of the PA, Acquirer/ PAC acquired additional Shares of the Target Company on July 29, 2009 and July 30, 2009, at a maximum price of Rs.450 (Rupees Four Hundred and Fifty Only) and on August 3, 2009 at a maximum price of Rs.519.94 (Rupees Five Hundred and Nineteen and Paisa Ninety Four Only) through open market purchases ("Open Market Purchases"). Pursuant to the provisions of regulation 20 (7) of the Regulations, consequent to the Open Market Purchases, Offer Price was revised to Rs.450 (Rupees Four Hundred and Fifty Only) for each Share of the Target Company to be paid in cash in accordance with the Regulations and was further revised to Rs.520 (Rupees Five Hundred and Twenty Only) for each Share of the Target Company to be paid in cash in accordance with the Regulations.

8. There are no partly paid-up equity Shares of the Target Company. This Offer is not conditional upon any minimum level of acceptance or any differential pricing.

9. The Target Company issued 7.25% unsecured Foreign Currency Convertible Bonds ("FCCBs") in 2007 of US$100,000 each issued at par, aggregating to US$42,000,000. The FCCBs are listed on the Singapore Exchange Securities Trading Limited. They are convertible into 19,11,360 equity shares at a price of Rs.875 per share at any time between October 11, 2007 and September 28, 2012 at a fixed currency exchange rate of Rs.39.82 per US$. In addition, there are 81,633 Shares of the Target Company that have been kept in abeyance. Other than above there are no outstanding convertible instruments in Target Company. Shares, that may be allotted upon the conversion of the outstanding instruments convertibles into Shares, have been included in for the calculation of the Offer Size.

10. Based on the available information as of the date of the PA, the voting rights for the Target Company have been calculated as follows

Particulars	No. of equity shares
Total fully paid-up equity shares outstanding as of date (A)	37,140,944
Equity shares kept in abeyance (B)*	81,633

Equity shares to be issued on conversion of outstanding FCCBs at fixed price of Rs.875/- (C)**	1,911,360
Diluted Share Capital (A + B + C)	39,133,937

Notes:

As per the filing with the stock exchanges made by the Target Company on February 26, 2009, the Target Company has decided to redeem the 15,00,000 10% Optionally Convertible Redeemable Cumulative Preference Shares (OCRCPS) of Rs.1,000/- each issued on September 7, 2007. These OCRCPS have since been fully redeemed by the Target Company. Hence, these OCRCPS have not been taken into consideration while calculating the Diluted Share Capital for the Target Company.

**83,073 Shares, which were issued in terms of the demerger scheme in the ratio of 1 fully paid up equity share of Rs.10/- each of the Target Company for every 5 shares of Rs.10/- held in The Great Eastern Shipping Company Limited, have been kept in abeyance in accordance with section 206A of the Companies Act, 1956 till such time as the title of the bonafide owner of the shares is certified by the concerned stock exchanges as per the orders from the Special Court (Trial of Offences relating to Transactions in Securities) Act, 1992 and for disputed cases.*

On December 15, 2008, 1,440 shares were allotted pursuant to the Order from Special Court (Trial of Offences relating to Transactions in Securities), Bombay.

Hence, currently 81,633 shares have been kept in abeyance. The voting rights on the said abeyance shares are in suspension.

***The Target Company issued 7.25% unsecured Foreign Currency Convertible Bonds ("FCCBs") in 2007 of US$100,000 each issued at par, aggregating to US$42,000,000. The FCCBs are listed on the Singapore Exchange Securities Trading Limited. They are convertible into equity shares at a price of Rs.875 per share at any time between October 11, 2007 and September 28, 2012 at a fixed currency exchange rate of Rs.39.82 per US$.*

**** GDRs of the Target Company were issued pursuant to a Scheme of Arrangement ("Scheme") between The Great Eastern Shipping Company Limited, the Target Company, and their respective shareholders and creditors for demerger, duly approved by the Hon'able High Court, Bombay. As per the Scheme, the entitlement ratio was 1 share of the Target Company of Rs.10/- credited as fully paid up in cash for every 5 shares of Rs.10/- each held by a member in the Great Eastern Shipping Company Limited. Also, as per the Scheme, the GDRs issued shall not be listed unless required by any regulations, law or permits, in which event the same may be listed on the Luxembourg Stock Exchange or the London Stock Exchange, as appropriate, within 6 (six) months of the effective date and the Target Company shall take additional steps and do all such acts, deeds, and things as may be necessary in this behalf.*

Currently, the GDRs issued pursuant to the said Scheme are not listed and the number of GDRs outstanding is 5,490 (which represents 27,450 Shares)

11. In terms of regulation 25(1) and 25(3) of the Regulations, this Offer is a competitive bid as more fully set out in paragraph 3.

12. Subject to the terms and conditions of the Offer and receipt of necessary statutory/ regulatory approval, the Acquirer proposes to acquire, to the extent of the Offer Size, all Shares that are validly tendered under the Offer. In case the number of Shares validly tendered in the Offer is more than the Shares to be acquired in the Offer, the acquisition of Shares from each shareholder will be, as per the provisions of regulation 21(6) of the Regulations, on a proportional basis in such a way that the acquisition from any shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. As the Shares trade in the compulsory dematerialized settlement segment of BSE and NSE, the minimum marketable lot for the Shares is 1 (one).

13. This Offer is made to all Eligible Shareholders. Shares which are locked-in as per the provisions of SEBI DIP Guidelines, 2000, can be tendered in the Offer. In such an event, the residual lock-in period shall continue in the hands of the Acquirer. The Shares to be acquired under the Offer must be free from all liens, charges and encumbrances and will be acquired together with all rights attached thereto.

14. This Letter of Offer is being sent to those Shareholders of the Target Company (other than the Acquirer and the PAC) whose names appeared in the Register of Members of the Target Company and on the record of the Depositories at the close of business hours on June 26, 2009, being the Specified Date, as required under the Regulations.

15. Since the date of the Public Announcement to the date of this Letter of Offer, the Acquirer has not acquired any Shares of the Target Company

Object of the acquisition / Offer

16. The Offer is being made in accordance with regulations 10 and 12 of the Regulations for the purpose of substantial acquisition of shares and voting rights of the Target Company accompanied with a proposed change in control of the Target Company.

17. ABG Shipyard Limited is one of India's largest shipbuilding companies in the private sector and globally one of the larger builders of offshore assets having the capabilities of building a variety of vessels including offshore supply vessels, dynamic positioning ships, anchor handling tug supply vessels, multi-purpose support vessels, diving support vessels, etc. The PAC has delivered about 111 ships of various types for both domestic and international customers. As on June 30, 2009,

the PAC has an order book position of 101 ships and two jack-up rigs, amounting to Rs. 124.70 billion.

The Target Company is India's prominent integrated oilfields' services provider. Besides owning two offshore drilling units, the Target Company also owns a fleet of vessels including offshore support supply vessels, platform supply vessels, fire fighting support vessels and anchor handling tug supply vessels.

The Acquirer believes that the offshore services business, globally and in India, is growing very rapidly with the growth in oil exploration, both onshore and offshore.

18. The Acquirer and the PAC are making this Offer as a step towards realizing their vision as an integrated marine services enterprise. In the near term, the Acquirer believes that the acquisition of the Target Company will help the Acquirer and the PAC in providing ship building, ship repair as well as offshore operations services under an integrated platform of the PAC and the Target Company. In the longer term, the Acquirer and the PAC intend to extend this integrated platform to include other marine services.

19. Globally, there are many instances of ship-owning companies and ship-building companies having similar/ linked ownership, due to the inherent business synergies between the two businesses. This business model can lead to multiple synergies between the two businesses. The ship-building company benefits from the presence of a large captive customer, which leads to a stable order book position. The offshore services company has access to the capabilities of the ship-building company, which allows it to renew its fleet in a flexible and cost-competitive manner.

20. The Acquirer is seeking to acquire a controlling interest in the Target Company. The Acquirer and the PAC strongly believe that by providing managerial support, global vision and leadership to the Target Company they would be in a substantially better position to achieve long term strategic benefits for the businesses of the Acquirer and the PAC as well as the Target Company.

21. The Acquirer and the PAC intend to access their wide international network to provide optimal deployment opportunities for the vessels of the Target Company ensuring higher asset utilization.

22. Based on the stock exchange filings made by the erstwhile promoters of the Target Company, the Acquirer and the PAC understand that the current promoter holding of the Target Company is NIL.

23. The Acquirer and the PAC have made the Offer in accordance with the Regulations for the purpose of substantial acquisition of shares and voting rights of the Target Company accompanied with a proposed change in control of the Target Company

    The Acquirer is seeking to acquire a controlling interest in the Target Company and therefore plans to request for representation on the Board of Directors of the Target Company (including, if necessary, by calling for a shareholder's meeting in this regard), in line with its strategic intent. Through the board representation (which shall include their appointed representatives), the Acquirer and the PAC shall provide managerial support, global vision and leadership to the Target Company to achieve long term strategic benefits for the businesses of the Acquirer and the PAC as well as of the Target Company.

    There would be certain matters / resolutions that will require to be voted upon by the shareholders of the Target Company and Board of the Target Company will seek shareholder's approval for those resolutions and the shareholders are expected to vote their respective best interest and in the best interest of the Target Company. Therefore, the First Bidder and the Acquirer/ PAC have the ability to exercise their respective voting rights at the shareholder meetings of the Target Company. As far as the Acquirer and the PAC are concerned, the Acquirer and the PAC intend to exercise their voting rights at the shareholder meetings of the Target Company keeping in mind the interests of the Target Company and the investment objectives.

III. BACKGROUND OF THE ACQUIRER & PAC (INCLUDING DISCLOSURE UNDER REGULATION 21(2))

Eleventh Land Developers Private Limited - Acquirer

24. Details in respect of the Acquirer are set forth in the table below:

Name	Eleventh Land Developers Private Limited
Address of the Registered Office	5th Floor, Bhupati Chambers, 13, Mathew Road, Mumbai 400004, Tel : +91-22-6656 3000, Fax: +91-22-2364 9236.
Address of the Corporate Office	5th Floor, Bhupati Chambers, 13, Mathew Road, Mumbai 400004, Tel : +91-22-6656 3000, Fax: +91-22-2364 9236.
Listing Status	Shares of the Acquirer are not listed on any stock exchange
Promoters/ Person having Control	ABG Shipyard Limited is the promoter of the Acquirer
Relationship with the PAC	Acquirer is a subsidiary of ABG Shipyard Limited
Primary Business and Experience	Acquirer was incorporated on April 16, 2008 under the provisions of the Act and has not commenced any business activities as of now.
Compliance with applicable provisions of Chapter II of the Regulations/ other applicable regulations under the SEBI Act, 1992	The Acquirer has complied with Chapter II of the Regulations with respect to the Target Company, wherever applicable

25. As on the date of the PA, the shareholding pattern of the Acquirer was as follows:

Shareholder Name	% shareholding
ABG Shipyard Limited	100%

26. The details of the Board of Directors of the Acquirer are given below:

Name	Date of appointment	Residential Address	Work Experience	Qualifications	DIN
S. Muthuswamy	April 16, 2008	001, Kunthunath Apartments, D-7, Sarvodaya Nagar Mulund (W) - 400080	Over 30 years of experience in corporate finance and accounting.	M.Com. from Nagpur University Masters in Financial Management from Jamnalal Bajaj Institute of Management, Mumbai	01062192

Venkatesh Iyer	April 16, 2008	3/36, Isha-was CHS Ltd., Kannamvar Nagar No. 1, VIkhroli (E), Mumbai 400083	Over 13 years of experience in accounting and finance functions	B.Com. from K.J. Somaiya College of Arts & Commerce, Mumbai MBA from K.J. Somaiya Institute of Management Studies & Research, Mumbai University	00679021

None of the above mentioned directors:

- is a beneficial owner of Shares of the Target Company
- is on the Board of Directors of the Target Company as of the date of the PA.
- has acquired any shares of the Target Company during the last 26 weeks prior to the date of the PA

27. Brief details in respect of the experience of the various members of the Board of Directors of the Acquirer is as follows:

    S. Muthuswamy
    Mr. S Muthuswamy, aged 53 years, holds a masters degree in financial management and also a master's degree in commerce. He has 31 years of experience in Corporate Finance and Accounts, including with Fiber Foils Group (as Executive Finance), Nathani Steels Ltd (as Sr. Manager , Finance & Accounts), and Garware Wall Ropes. He joined ABG Shipyard Ltd as Dy. General Manager (Finance) in 1995.

    Venkatesh Iyer
    Mr. Venkatesh Iyer, aged 35 years, holds a management degree in finance from Mumbai University. He has over 14 years of experience in accounting and finance functions with ABG Shipyard Limited

28. As on June 30, 2009, the paid-up share capital of the Acquirer was Rs. 1,00,000 (Rupees One Lac Only) consisting of 10,000 fully paid-up equity shares having a face value of Rs. 10 (Rupees Ten Only) each.

29. Since the Acquirer was incorporated only on April 16, 2008, and its financial year end is March 31, 2009, audited accounts for the Acquirer are available only for the period April 16, 2008 to March 31, 2009 and is set forth below:

Profit & Loss Statement (Rs.Lacs)	**April 16, 2008 – March 31, 2009**
Income from Operations	7.1
Other Income	-
Total Income	7.1
Total Expenditure	0.5
Profit before Depreciation Interest & Tax	6.6
Depreciation	-
Interest	-
Profit before Tax	6.6
Provision for Tax	1.6
Profit after Tax	5.0

Balance Sheet Statement (Rs. Lacs)	**As on March 31, 2009**
Sources of Funds	
Paid up share capital	1
Reserves and Surplus (excluding revaluation reserves)	5
Networth	6

Secured loans	-
Unsecured loans	2,645
Total	2,651
Uses of Funds	
Net fixed assets	-
Investments	1,669
Net current assets	983
Total miscellaneous expenditure not written off	-
Total	2,651

Other Financial Data	April 16, 2008 – March 31, 2009
Dividend (%)	-
Earning per share[1] (Rs.)	49.83
Return on Networth[2] (%)	83%
Book Value per share[3] (Rs.)	59.83

Note 1: Earnings per share computed as the PAT / Number of outstanding shares as at the end of the year
Note 2: Return on Networth calculated as Profit After Tax/ Networth as at the end of the year.
Note 3: Book Value per share computed as the Networth / Number of outstanding shares as at the end of the year

No adjustments are required to the above financial information pursuant to the provisions of Annexure I, item 11 of the Standard Letter of Offer of SEBI

Auditor for the PAC:
Ms. Rachna Agarwal, Membership Number: 071247
M/s Nisar & Kumar,
A/17, Everest Building,
Tardeo Road, Tardeo,
Mumbai – 400034.
Tel: +91-22-2351 5414
Fax: +91-22-2351 5527

30. The Acquirer does not have any contingent liabilities except those, if any, in connection with the Offer.

31. Since the Acquirer was incorporated on April 16, 2008, it does not have any material operations. The income from operations during the year was on account of capital gains on sale of shares and other income. Expenses include preliminary and administrative expenses.

32. As of the date of the PA, the Acquirer holds 5,39,502 Shares in the Target Company representing 1.38% of the Diluted Share Capital. During the last 12 months, the Acquirer has acquired 7,09,502 equity Shares and the maximum acquisition price per Share was Rs.349.00 and the average acquisition price per Share was Rs.301.88. During the last 12 months, the Acquirer has sold 1,70,000 Shares and maximum sale price per Share was Rs.336.00 and average sale price per Share was Rs.300.02.

33. Acquirer reports its financial statements in accordance with Indian GAAP. The significant accounting policies applied in the preparation of the financials information presented in this document are set out below:

    1. <u>Basis of Accounting</u>
    The financial statements are prepared in conformity with Generally Accepted Accounting Practices and are on accrual basis of accounting

    2. <u>Revenue Recognition</u>
    All revenues are generally recognized on accrual basis except where there is an uncertainty of ultimate realization. Interest is recognized on time proportion basis taking into account the amount outstanding and the rate applicable

    3. <u>Investments</u>
    Long Term Investments have been accounted at cost. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary in the opinion of the management. Current investments are stated at the lower of cost and net realisable value

4. Provision for Current and Deferred Tax
   Provision for Current Tax is made after taking into consideration benefits admissible under the provision of the Income Tax Act,1961. Deferred Tax consulting for "timing differences" between book and taxable Profit is accounted for, using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is reasonable certainty that the asset will be realized in future

5. Intangible Assets
   In accordance with Accounting Standard -26 'Intangible Assets' preliminary and preoperative expenses incurred during the period have been written off in the Profit and Loss Account

34. The Acquirer is not listed on any stock exchange

35. Status of corporate governance: Acquirer is a private limited company and has no applicable corporate governance requirements.

ABG Shipyard Ltd - PAC

36. Details in respect of the PAC are set forth in the table below:

Name	ABG Shipyard Limited
Address of the Registered Office	Near Magdalla Port, Dumas Road, Surat – 395 007, Tel: +91-261-2725191, Fax: +91-261-2726481
Address of the Corporate Office	5th Floor, Bhupati Chambers, 13, Mathew Road, Mumbai 400004, Tel : +91-22-6656 3000, Fax: +91-22-2364 9236.
Listing Status	Shares of the Acquirer are listed on BSE and NSE
Share Price as on November 20, 2009	Rs. 202.40 on BSE and Rs. 202.65 on NSE
Promoters/ Person having Control	ABG International, Rishi Agarwal, Saket Agarwal, and Kamlesh Kumar Agarwal are the promoters of the PAC as disclosed in the filing made by the PAC to BSE. As on September 30, 2009, they collectively hold 57.14% in the PAC
Relationship with the Acquirer	PAC holds 100% of equity shares of the Acquirer.
Primary Business and Experience	Acquirer was incorporated on March 15, 1985 under the provisions of the Act and is primarily engaged in providing shipbuilding with expertise in building offshore and specialized vessels and ship repairing business. The PAC has the largest private sector shipbuilding yard in India.
Compliance with applicable provisions of Chapter II of the Regulations/ other applicable regulations under the SEBI Act, 1992	The PAC has complied with Chapter II of the Regulations with respect to the Target Company, wherever applicable

37. As on September 30, 2009, the paid-up share capital of the PAC was Rs. 50,92,18,010 (Rupees Fifty Crore Ninety Two Lakhs Eighteen Thousand and Ten Only) consisting of 5,09,21,801 fully paid-up equity shares having a face value of Rs. 10 (Rupees Ten Only) each.

38. As on September 30, 2009, the shareholding pattern of the PAC was as follows:

Shareholder Name	% shareholding
Promoter and Promoter Group	
ABG International Private Limited	56.40%
Rishi Agarwal	0.28%
Saket Agarwal	0.28%
Kamlesh Kumar Agarwal	0.18%
Total Promoter Group	**57.14%**

Foreign Institutional Investors ("FII")/ Foreign Venture Capital Investors/ Venture Capital Funds	19.41%
Mutual Funds/ UTI/ FIs/ Banks/ Insurance Companies	9.60%
Public and Others	13.85%

39. As on the date of the PA, the Board of Directors of the PAC consisted of the following persons:

Name of Director	Date of appointment	Residential Address	Work Experience	Qualifications	DIN
Rishi Agarwal	11/02/1989	7A/B Floor Somerset Place, 61D, Bhulabhai Desai Road, Sophia College Lane, Mumbai - 400 026	Mr. Rishi Agarwal is a first generation technocrat and is the Chairman of the company. He has rich experience in the marine business.	Management degree from Purdue University of USA	00162615
Saket Agarwal	11/02/1989	7A/B Floor Somerset Place, 61D, Bhulabhai Desai Road, Sophia College Lane, Mumbai - 400 026	He has wide experience in the marine business, port services, port development and transportation. He is also the Managing Director of ABG Infralogistics Limited, a listed company, which is in the business of heavy lifts and port related services.	B.Com from Mumbai University	00162608
Ram Swaroop Nakra	28/08/1995	503, Sea Goddess, Greenfields Estate, Juhu, Mumbai - 400 049	He has over 45 years of experience in design and construction of ships and other floating crafts and has also been consultant on assignments for Asian Development Bank.	B.Tech (Hons.) from IIT, Kharagpur & Naval Architect	00162609
Major Arun Phatak	10/06/2008	23, Jay Mahal 'A' Road, Churchgate Mumbai-400 020	He has experience over 35 years in corporate sector including Hico Chemicals Ltd (as Commercial Manager), Brihan Bottlers & Distillers Nova Scotia Ltd, Canada (as Vice President) and Brihan Maharashtra Sugar Syndicate Ltd (as CEO)	B.Sc. from National Defence Academy, Khadakvasla, Pune MBA from Jamnalal Bajaj Institute of Management	00019062

Ashok R. Chitnis	12/08/2005	R 6/1, Saudamini, Bhusari Colony, Paud Road, Poona - 411 038	He is a marine engineer with over thirty-eight years of experience in the maritime sector He is a Fellow of the Institute of Marine Engineers (India) from its inception in 1980 and has served a full two year term as the President of the Institute between 2001 to 2003.	Marine Engineer from Directorate of Marine Engineering Training, Govt. of India	00793751
Shahzaad Dalal	12/07/2005	Crescent Heights, 9th Floor, Flat No. 902, V N Naik Road (Forjett Street), Tardeo, Mumbai - 400 007	He has 18 years of experience in the financial sector. He is on the board of various IL&FS Group Companies such as IL&FS Financial Services Ltd, IL&FS Transportation Networks Ltd and IL&FS Asian Infrastructure Managers Ltd. He was responsible for the overall planning and resource management for Infrastructure Leasing & Financing Services Limited (IL&FS). Prior to joining IL&FS in 1989, he was responsible for structured leasing and hire purchase products, marketing and credit evaluation with erstwhile ICICI Limited.	Degree in master of management from Northeast Louisiana University of USA in Business Administration	00011375
Nainesh Jaisingh	07/07/2005	Hill Park, 1st Floor, Flat No.50, Malabar Hill Next to MTNL Office Mumbai-400 050	He has over 16 years of experience in the financial services sector. He has worked with Standard Chartered Private Equity, the global equity investment arm of Standard Chartered from 2000. He has managed investments in sectors such as technology, pharmaceutical, business process outsourcing and engineering. Prior to this, Mr. Jaisingh has worked for more than 9 years in ANZ Investment Bank and ANZ Grindlays, in investment banking and commercial banking roles.	Bachelor's Degree in Engg. From IT- BHU and a MBA from IIM, Bangalore	00061014

None of the above mentioned directors:

- is a beneficial owner of Shares of the Target Company
- is on the Board of Directors of the Target Company as of the date of the PA.
- has acquired any shares of the Target Company during the last 26 weeks prior to the date of the PA

40. Brief details in respect of the experience of the various members of the Board of Directors of the PAC is as follows:

Rishi Agarwal

Mr. Rishi Agarwal, aged 43 years, has a degree in management from Purdue University, USA. He has worked in the marine sector for over 22 years. He is currently the Chairman of the Company

Saket Agarwal

Mr. Saket Agarwal, aged 45 years, holds a degree in commerce from Mumbai University. He has worked in marine business, port services, port development and transportation sectors and has over 24 years of expertise in this area. He is currently a Non-Executive, Non-Independent Director of the Company

Ram Swaroop Nakra

Mr. R. S. Nakra, aged 71 years, holds a B. Tech degree from Indian Institute of Technology, Kharagpur and is a naval architect. He has over 45 years of experience in design and construction of ships and other floating crafts and has also been a consultant on assignment for Asian Development Bank. He was instrumental in promoting our Company in 1985. He is currently the Managing Director of the Company.

Major Arun Phatak

Major Arun Phatak, aged 69 years, is a graduate in Science from National Defence Academy, Pune. He is a Management Graduate from St. Mary's University of Halifax, Canada. He has experience over 35 years in Corporate Sector including Hico Chemicals Ltd (as Commercial Manager), Brihan Bottlers & Distillers Nova Scotia Ltd, Canada (as Vice President) and Brihan Maharashtra Sugar Syndicate Ltd (as CEO).

Ashok R. Chitnis

Mr. Ashok R. Chitnis, aged 66 years, is a marine engineer with over thirty-eight years of experience in the maritime sector. He holds a passing out certificate from the Marine Engineering College of the Directorate of Marine Engineering Training as well as a 1st Class Competency Certificate (Steam and Motor) from the Ministry of Transport, Government of India. He is a Fellow of the Institute of Marine Engineers (India) from its inception in 1980 and has served a full two year term as the President of the Institute between 2001 to 2003. He has worked with the Scindia Steam Navigation Company Ltd., in various capacities for 11 years from 1965 to 1976, and has held the position of Chief Engineer for three years during his tenure. Thereafter, he joined the Indian Register of Shipping (IRS) as a field surveyor in 1976. He was in charge of IRS Mumbai field office for over four years and has served at IRS head office in Mumbai from 1994 onwards. He was Chief Surveyor, IRS for over 9 years until his superannuation in 2003. As Chief Surveyor, he was in charge of the IRS Training Centre at Powai, Mumbai and was instrumental in establishing the Quality Management System at IRS. As Chief Surveyor, he was in charge of the Indian Register Quality Systems, a department of IRS engaged in Quality Management System Certification for ISO 9000 standards. He is a qualified and experienced Lead Auditor for QMS Audits against ISO 9000 standards and has conducted a large number of audits at companies in various industrial sectors such as the petroleum, general engineering, education, ship building, repair and management sectors.

Shahzaad Dalal

Mr Shahzaad Dalal, is Vice Chairman, IL&FS Investment Managers Ltd (IIML), one of India's leading Private Equity Fund Managers with US$ 2.5 billion under management. The private equity funds managed by IIML have a wide canvas across sectors in infrastructure such as telecom, transport, power and oil and gas as well as emerging areas in real estate, technology, retail, life sciences and consumer services. Mr Dalal currently leads a highly competent team of 40 professionals involved in managing over 95 investments. Mr Dalal is also on the Boards of various companies to guide their growth plans and other strategic developments. Overall, Mr Dalal assumes greater responsibility towards the crafting of exits through a range of diverse methods, including IPO's and strategic sales. Prior to this, Mr Dalal was Chief Executive Officer of the Asset Management Business of IL&FS. Within the IL&FS Group he has undertaken various responsibilities including overall planning and raising of resources for IL&FS, its group companies and other IL&FS sponsored infrastructure projects. Mr Dalal has also headed the initiative for large value structured finance/transactions in leasing, project finance and privatizations. Mr Dalal is a management graduate from the USA.

Nainesh Jaisingh
Mr. Nainesh Jaisingh, Managing Director, Standard Chartered Private Equity Advisory (I) Private Limited (SCPE), is a Partner with Standard Chartered's Asian Private Equity business, and has been with the business since 2000. In 2001, he co-founded Fin Ventures, a global Venture Capital Fund sponsored by Standard Chartered Bank, headquartered at Singapore. In 2003, Nainesh was instrumental in the launch of the Merlion India Fund, a JV between SCPE and Temasek, Singapore. With SCPE, Nainesh has made and managed successful investments in several sectors - Software/BPO, Engineering, Pharmaceuticals, Shipbuilding, Auto Components, Power Generation, Travel, and Financial Services. He serves on the Board of Directors of several companies. Mr. Jaisingh is an engineer with an MBA from the Indian Institute of Management, Bangalore.

41. The equity shares of ABG Shipyard Limited are currently listed on the BSE and the NSE. As of the date hereof, the Stock Exchanges have not taken any penal or punitive action against ABG Shipyard Limited in connection with the listing of its shares.

42. The financial details of the PAC on a consolidated basis for the last three years as derived from its audited financial statements as per Indian GAAP are as set forth below:

Profit & Loss Statement (Rs.Lacs)	**April 01, 2006 – March 31, 2007**	**April 01, 2007 – March 31, 2008**	**April 01, 2008 – March 31, 2009**
Income from Operations	70,436	96,684	141,300
Other Income	526	740	731
Total Income	70,962	97,424	142,031
Total Expenditure	50,887	67,517	108,147
Profit before Depreciation Interest & Tax	20,075	29,907	33,884
Depreciation	593	740	1,457
Interest	2,668	4,571	7,424
Profit before Tax	16,813	24,596	25,003
Provision for Tax	5,184	8,528	7,888
Profit after Tax	11,629	16,068	17,115

Balance Sheet Statement (Rs. Lacs)	**As on March 31, 2007**	**As on March 31, 2008**	**As on March 31, 2009**
Sources of Funds			
Paid up share capital	5,092	5,092	5,092
Convertible Warrants	-	3,187	3,187
Reserves and Surplus (excluding revaluation reserves)	48,535	63,408	78,785
Networth	53,627	71,687	87,064
Secured loans (details below)	37,958	44,145	142,873
Unsecured loans (details below)	3,000	8,075	34,216
Deferred Tax Liability	10,803	16,753	22,200
Minority Interest	-	-	8
Total	**105,388**	**140,661**	**286,361**
Uses of Funds			
Net fixed assets*	24,471	53,613	147,733
Investments	-	582	2,354
Net current assets	80,917	86,466	136,274
Total miscellaneous expenditure not written off	-	-	-
Total	**105,388**	**140,661**	**286,361**

Other Financial Data	**April 01, 2006 – March 31, 2007**	**April 01, 2007 – March 31, 2008**	**April 01, 2008 – March 31, 2009**
Dividend (%)	15%	20%	20%**
Earning per share[1] (Rs.)	22.85	31.55	33.61
Return on Networth[2] (%)	22%	22%	20%

Book Value per share[3] (Rs.)	105.31	140.78	170.98

*Net fixed assets are calculated after deducting revaluation reserve. Revaluation reserve for the period April 01, 2006 – March 31, 2007 is Rs.5,157 Lacs, for the period April 01, 2007 – March 31, 2008 is Rs.4,945 Lacs, and for the period April 01, 2008 – March 31, 2009 is Rs.4,783 Lacs
**The dividend for the period April 01, 2008-March 31, 2009 has been approved by the Board of Directors and is subject to the approval of shareholders of the PAC in the Annual General Meeting
Note 1: Earnings per share computed as the PAT / Number of outstanding shares as at the end of the year
Note 2: Return on Networth calculated as Profit After Tax/ Networth as at the end of the year.
Note 3: Book Value per share computed as the Networth / Number of outstanding shares as at the end of the year

The details of loans (both secured and unsecured) are as below:

Particulars	As on March 31, 2008 (Rs. Crores)	As on March 31, 2009 (Rs. Crores)
I. Secured Loans		
a. 12.3% Non-Convertible Redeemable Debentures (NCD)	-	100.0
b. Term Loans From Banks		
i. In Foreign Currency	55.8	166.2
ii. In Rupees	25.0	451.2
iii. Interest Accrued & Due	0.8	1.6
c. Working Capital Loans		
i. Export Packing Credit	304.3	340.6
ii. Cash Credit	38.6	143.6
iii. Short Term Loans from Banks	-	225.0
iv. Interest Accrued & Due	0.6	0.2
d. Other Loans		
i. Hire Purchase Finance	1.3	0.4
ii. Short Term Loans from Banks	15.0	-
Total Secured Loans	**441.5**	**1,428.7**
II. Unsecured Loans		
a. From Banks		
i. Commercial Paper	-	135.0
ii. Short Term Loans	62.0	142.0
iii. Other Loans from Banks	18.8	-
b. From Others		
i. Commercial Paper	-	65.0
c. Interest Accrued & Due	-	0.2
Total Unsecured Loans	**80.8**	**342.2**
Total Loan funds	**522.2**	**1,770.9**

As is evident from above, total loan funds have increased from Rs.522 crores to Rs.1,771 crores during FY2009. These funds have been raised for the purposes of investment in fixed assets and meeting working capital requirements and have been put to use for the same purposes. As may be observed from the consolidated cash flow statement for ABG Shipyard Limited for the period ended March 31, 2009, the funds generated from the financing activities have been used in the following manner:

- Rs. 250 crores used for operating activities (Working capital financing);
- Rs. 950 crores used for purchases of fixed assets; and
- Rs. 75 crores for payment of interest and other obligations

No adjustments are required to the above financial information pursuant to the provisions of Annexure I, item 11 of the Standard Letter of Offer of SEBI. There has been no change in the accounting policies during the last three financial years except in compliance with the directives/ notifications of the Institute of Chartered Accountants of India ("ICAI") or the Ministry of Corporate Affairs.

Auditor for the PAC:
Ms. Rachna Agarwal, Membership Number: 071247
M/s Nisar & Kumar,
A/17, Everest Building,

Tardeo Road, Tardeo,
Mumbai – 400034.
Tel: +91-22-2351 5414
Fax: +91-22-2351 5527

43. The PAC has not promoted any company in India.

44. As on the date of the PA, the PAC holds 2,50,000 Shares in the Target Company representing 0.64% of the Diluted Share Capital. During the last 12 months (from the date of the PA), the PAC has acquired 2,50,000 Shares and the maximum acquisition price per Share was Rs.282.54 and the average acquisition price per Share was Rs.273.03. During the last 12 months (from the date of the PA), the PAC has not sold any Shares.

    Since the date of the PA, the PAC has made the following open market purchases in compliance with the Regulations:

Date	Number of Shares Purchased	Maximum Purchase Price (Rs.)	Average Purchase Price (Rs.)	Consequent Shareholding of PAC (% of Diluted Share Capital)
July 29, 2009	19,26,721	450.00	449.99	5.56%
July 30, 2009	2,12,348	450.00	450.00	6.10%
August 3, 2009	1,50,000	519.94	498.39	6.49%

45. The reasons for rise/fall in total income and PAT in the last three financial years are as follows:

    FY 2008-2009
    During the period from April 1, 2008 – March 31, 2009, the PAC recorded income from operations of Rs.141,300 Lacs as against Rs.96,684 Lacs in the previous financial year, which is an increase of 46.1%. The PAC recorded a net profit of Rs.17,115 Lacs during FY2006-2007 as against Rs.16,068 Lacs in the previous financial year, which is an increase of 6.5%. During the year, PAC witnessed incremental revenue from Dahej shipyard. PAC continued to maintain strong order book executable upto 2013-14, with no cancelations of existing orders despite the changing macro environment.

    FY 2007-2008
    During the period from April 1, 2007 – March 31, 2008, the PAC , the PAC acquired 98% Vipul Shipyard, enabling PAC to enhance its shipbuilding capacity from the then 32 to 40 vessels on modular basis going forward. Consolidated financial statements as presented above during this period include the financial performance of Vipul Shipyard and therefore are not comparable with previous year performance. In this financial year, the PAC recorded income from operations of Rs.96,684 Lacs as against Rs.70,436 Lacs in the previous financial year, which is an increase of 37.3%. The PAC recorded a net profit of Rs.16,068 Lacs during FY2006-2007 as against Rs.11,629 Lacs in the previous financial year, which is an increase of 38.2%.

    FY 2006-2007
    During the period from April 1, 2006 – March 31, 2009, the PAC successfully delivered 6 vessels taking the total vessels delivered by the PAC to 95. In this financial year, the PAC recorded income from operations of Rs.70,436 Lacs as against Rs.54,174 Lacs in the previous financial year, which is an increase of 30.02%. The PAC recorded a net profit of Rs.11,629 Lacs during FY2006-2007 as against Rs.8,368 Lacs in the previous financial year, which is an increase of 38.97%. The PAC achieved this increase in profitability through a mix of cost control measures and other strategies.

46. ABG Shipyard Limited reports its financial statements in accordance with Indian GAAP. The principal accounting policies applied in the preparation of the financials information presented in this document are set out below. These policies have been applied consistently to the period presented.

a. Basis of Accounting
The financial statements are prepared under the Historical Cost Conventions on the basis of Going Concern and as per applicable Indian Accounting Standards notified u/s 211 (3C) of The Companies Act, 1956.

b. Revenue
Revenue is recognized in accounts in accordance with 'AS-7 Accounting for Construction Contracts' issued by Institute of Chartered Accountants of India. The method of recognition is on percentage completion basis. Revenue is recognized under Percentage Completion Method on the basis of proportionate contract costs incurred for work performed up to the reporting date bears to the estimated total contract costs.

Revenue from ship repair is recognized on the basis of job completion.

c. Fixed Assets
Tangible Assets:
Fixed Assets are recorded at Cost. Cost is purchase cost and in the case of Freehold Land, includes development cost incurred, together with all incidental costs of acquisition, borrowing costs and other related internal costs and is netted of for Cenvat and Value Added Tax. Profit/ Loss on disposal of fixed assets is recognised in the Profit and Loss Account.

Intangible Assets:
Intangible assets are recognized and accounted at cost in accordance with AS-26 'Intangible Assets' issued by Institute of Chartered Accountants of India.

d. Capital Work In Progress
All expenditure, including advances given relating to development of land, buildings, dry docks and plant & machinery etc. are accumulated and shown as capital work-in-progress till the completion of such activities.

e. Borrowing costs
Borrowing Costs attributable to the acquisition and construction of the Qualifying Assets, which takes substantial period of time to get ready for its intended use, are capitalized as part of the cost of respective assets up to the date when such asset is ready for its intended use. Other Borrowing costs are charged to the Profit and Loss account.

f. Depreciation and Amortisation
   i. Freehold land is not depreciated. Leasehold land is amortised equally over the period of lease.
   ii. Dry Docks (included in Plant & Machinery) and Dry Docks Civil Works (included in Factory Building) and Jetty are depreciated on Straight Line Method in accordance with 'AS - 6 Depreciation Accounting' of the Institute of Chartered Accountants of India at the rates prescribed in Schedule XIV to the Companies Act, 1956.
   iii. Other assets are depreciated on Written down Value Method at the rates prescribed in Schedule XIV to the Companies Act, 1956.
   iv. Depreciation on additions / deletions to Fixed Assets made during the year is provided on pro-rata basis from or up to date of such additions / deletions as the case may be.
   v. Depreciation on amounts added on revaluation is recouped from Revaluation Reserve
   vi. Software is amortised over a period of five years.

g. Impairment of Assets
An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. The company assesses at each Balance Sheet date whether there is any indication that any asset may be impaired and if such indication exists, the carrying value of such asset is reduced to its recoverable amount and a provision is made for such impairment loss in the profit and loss account. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

h. Employees' Benefits

Provident Fund: Retirement benefits in the form of provident fund are defined contribution scheme and contribution of company are charged to profit and loss account of the year when become due. The company has no other obligation other than to contribute and deposit the contribution to respective authorities.

Short-term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

Long term employee benefits are recognized as an expense in the profit & loss account for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of long term benefits are charged to the profit and loss account.

i. Valuation of Inventory
Inventories of spares, consumables, components are valued at lower of cost and net realizable value. Cost represents purchase cost and other incidental costs, if any. Cost of inventories is computed on weighted average \ FIFO basis.

j. Work in Progress and Cost Allocation
Each construction contract is considered as a cost center and all costs directly identifiable to the Contract are charged on actual basis. Indirect miscellaneous costs are also allocated to the various contracts using appropriate overhead recovery method. Contract work-in-progress is valued at cost, including therein profit or loss arrived at in accordance of 'Accounting Standard -7, Accounting for Construction Contracts'.

k. Foreign Currency Transactions
Transactions in Foreign Currencies are recorded at the exchange rate prevailing on the date of the transactions. Monetary assets and liabilities are translated at the year end closing rate if remain unsettled at the year end. Non monetary foreign currency items are carried at cost.
The resulting gain or loss on account of exchange difference either on settlement or on translation is recognised in the Profit & Loss account.

l. Derivative Accounting
The Institute of Chartered Accountants of India's announcement on 'Accounting for Derivatives' inter alia requires provision for losses on all derivative contracts outstanding at the balance sheet date by marking them to market, other than for forward contracts to which Accounting Standard (AS) 11- 'The Effect of Change in Foreign Exchange Rates' is applicable. The Company has entered into Forward Contracts to hedge a firm commitment or a highly probable forecast transaction to which AS-11 is not applicable and hence, the Company has applied aforesaid announcement. Premium paid on forward contracts is recognized in the year of entering of contract.
The company has chosen to avail the option under AS-11 notification issued by Companies (Accounting Standard) Amendment Rules 2009 GSR 225 (E) dated 31.03.2009 issued by Ministry of Corporate Affairs.
The company has exercised the option with respect to long term monetary liabilities viz Foreign currency term loan availed by it. The company has no other long term monetary Assets / Liabilities.

m. Government Subsidy
Government subsidy related to shipbuilding contracts are recognized on compliance with the relevant conditions and such grants are recognized in the Profit and Loss account and presented under 'Revenue from Operations'.

n. Operating Leases
Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. Operating lease payments / receipts are recognized as an expense / income in the Profit and Loss Account on a straight-line basis over the lease term.

o. Provisions for Current and Deferred Tax
Provision for Current Tax is made on the basis of taxable income under the provision of the

Income Tax Act, 1961.

Deferred Tax resulting from “timing differences” between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the asset will be realised in future.

In accordance with the guidance note issued by Institute of Chartered Accountants of India, the Company recognises MAT Credit as an asset only to the extent ,the probability exists that the Company will become liable to pay normal Income Tax during the specified period as per provision of the Income Tax Act' 1961.

p. Provisions, Contingent Liabilities and Contingent Assets
A provision is made based on reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation. Contingent liabilities if material are disclosed by way of notes to Accounts. Contingent Assets are not recognized/ disclosed.

q. Investments
Long Term investments are stated at cost. Cost includes incidental expenses of acquisition. Decline in value of investment other than of temporary nature is recognised in Profit & Loss account.

47. The PAC has complied with the Corporate Governance norms as per Clause 49 of the Listing Agreement.

48. The pending litigation matters for the PAC, relating to cases filed against it, are as below:

Name of the Party	Case No.	Court	Brief Details	Amount
Zeal Marketing P. Ltd	53/2007	Mumbai High Court	Party claims Rs 6,24,886 with further interest against supply of material. No documentary proof made available by the party. The matter is pending	6,24,886
Motor Accident Claim	2116/2007	Motor accident Claims Tribunal	Company's vehicle was involved in accident. Insurance company was impleaded. Matter pending.	2,50,000

49. The following are the details of the contingent liabilities for the PAC as on March 31, 2009:

Particulars	**Rs. Lacs**
In respect of Performance/ Delivery Guarantees given by banks to the buyers.	9,736.94
Other bank guarantees to Government Authorities	630.03
Claims against the company not acknowledged as debts	36.47

50. Compliance Officer
Mr. R.S. Reddy, Company Secretary & Dy. G.M. (Legal). Address: ABG Shipyard Ltd., 4th Floor,

Bhupati Chambers, Charni Road (East), Mumbai – 400 004, Tel: +91 – 22 – 6656 3000, Fax: +91 – 22 2364 9236. Email id: rsreddy@abgindia.com

51. The PAC was incorporated as Magdalla Shipyard Private Limited on March 15, 1985. This was changed to ABG Shipyard Private Limited on May 25, 1995, and to ABG Shipyard Ltd on June 14, 1995.

52. The PAC is in the process of acquiring Western India Shipyard Limited ("WISL") pursuant to a restructuring scheme. WISL and its secured lenders (with the PAC as confirming party), have proposed a composite scheme of compromise and arrangement under Sections 391 to 394 of the Companies Act 1956 ("Scheme"). The Scheme is currently pending in the High Court of Bombay. This Composite Scheme of Compromise and Arrangement provides, inter alia, for (a) Compromise with the secured lenders by WISL of their secured liabilities and variation of terms and conditions relating thereto, and (b) Reconstruction of WISL pursuant to the provisions of Sections 391 to 394 and other applicable provisions of the Act.

Disclosures in terms of regulation 16(ix) of the Regulations

53. The Acquirer acknowledges that offshore services business, globally and in India, is growing very rapidly with the growth in oil exploration, both onshore and offshore and proposes to invest in this industry through this Offer.

54. The Acquirer proposes to strengthen the Target Company's position in this industry through various strategies, including the following:

    a. The Acquirer and the PAC propose to provide the Target Company access to the ship building capabilities of the PAC, which allows the Target Company to renew its fleet in a flexible and cost-competitive manner.

    b. The Acquirer and the PAC propose to provide managerial support, global vision and leadership to the Target Company to achieve long term strategic benefits for the businesses of the Acquirer and the PAC as well as the Target Company.

    c. The Acquirer and the PAC intend to access their wide international network to provide optimal deployment opportunities for the vessels of the Target Company ensuring higher asset utilization.

55. As of the date of the PA, the Acquirer does not have any plans to dispose of or otherwise encumber any assets of the Target Company in the next two years except in the ordinary course of business of the Target Company, and except to the extent required for the purpose of restructuring and/or rationalization of operations, assets, investments, liabilities or otherwise of the Target Company or business opportunities and exigencies from time to time and except to the extent already contracted by the Target Company.

56. Other than in the ordinary course of business, the Acquirer undertakes that it shall not sell, dispose of or otherwise encumber any substantial asset of the Target Company except with the prior approval of the shareholders of the Target Company.

IV. CONTINUOUS LISTING

57. If the Offer results in the public shareholding of the Target Company being reduced to less than the minimum public shareholding threshold, the Acquirer undertakes to comply with the continuous listing guidelines laid out in the Listing Agreement of the Target Company with stock exchanges as required by Regulation 21(2) of the Regulations.

V. BACKGROUND OF THE TARGET COMPANY

58. The Target Company was incorporated under its current name on July 14, 2005 under the Companies Act, 1956. The registered office of the Target Company is located at Energy House, 81, D.N. Road, Mumbai – 400 001, Tel: +91-22-6635 2222, Fax: +91-22-2267 2388.

59. The authorized share capital of the Target Company stood at Rs.200,00,00,000/- comprising of 5,00,00,000 equity shares of Rs.10/- each aggregating to Rs.50,00,00,000/- and 15,00,000/- 10% optionally convertible redeemable preference shares of Rs.1,000/- each aggregating to Rs.150,00,00,000/-.

    As on March 31, 2009, the paid-up share capital of the Target Company stands at Rs.37,14,09,440/- comprising of 3,71,40,944 fully paid-up equity shares of Rs.10/- each. 83,073 Shares, which were issued in terms of the demerger scheme in the ratio of 1 fully paid up equity share of Rs.10/- each of the Target Company for every 5 shares of Rs.10/- held in The Great Eastern Shipping Company Limited, have been kept in abeyance in accordance with section 206A of the Companies Act, 1956 till such time as the title of the bonafide owner of the shares is certified by the concerned stock exchanges as per the orders from the Special Court (Trial of Offences relating to Transactions in Securities) Act, 1992 and for disputed cases. On December 15, 2008, 1,440 shares were allotted pursuant to the Order from Special Court (Trial of Offences relating to Transactions in Securities), Bombay. Hence, currently 81,633 shares have been kept in abeyance. The voting rights on the said abeyance shares are in suspension. The Target Company during the year 2008-2009 has bought back 9,78,977 equity shares from the open market using the electronic trading facilities of BSE and NSE under the provisions of SEBI (Buyback of Securities) Regulations, 1998.

60. The share capital structure (including shares underlying GDRs) of the Target Company, as of the date of the PA, is as below:

Paid-up shares	No.of shares/voting rights	% of shares/voting rights
Fully paid up shares	3,71,40,944	100%
Partly paid up shares	-	-
Total paid up shares	3,71,40,944	100%
Total voting rights in the Target Company	3,71,40,944	100%

**GDRs of the Target Company were issued pursuant to a Scheme of Arrangement ("Scheme") between The Great Eastern Shipping Company Limited, the Target Company, and their respective shareholders and creditors for demerger, duly approved by the Hon'able High Court, Bombay. As per the Scheme, the entitlement ratio was 1 share of the Target Company of Rs.10/- credited as fully paid up in cash for every 5 shares of Rs.10/- each held by a member in the Great Eastern Shipping Company Limited. Also, as per the Scheme, the GDRs issued shall not be listed unless required by any regulations, law or permits, in which event the same may be listed on the Luxembourg Stock Exchange or the London Stock Exchange, as appropriate, within 6 (six) months of the effective date and the Target Company shall take additional steps and do all such acts, deeds, and things as may be necessary in this behalf.*
Currently, the GDRs issued pursuant to the said Scheme are not listed and the number of GDRs outstanding is 5,490 (which represents 27,450 Shares).

61. The Target Company was incorporated pursuant to the de-merger of the offshore business of The Great Eastern Shipping Company Limited ("Great Eastern") and the said offshore services business (along with related assets and liabilities) of Great Eastern was vested into the Company. The High Court of Judicature at Bombay has on January 27, 2006 approved the Scheme of Arrangement between Great Eastern, Great Offshore Limited and their respective shareholders and creditors for de-merger of the offshore services business on a going concern basis into Great Offshore Limited with effect from April 1, 2005. The business of the Target Company was initially a division of Great Eastern, which commenced operations in 1983 with the purchase of Malaviya One – India's first offshore support vessel.

    The Target Company is engaged in the provision of offshore support services to the exploration and production sector (E&P) of oil and gas companies, supply of specialized support vessels such as supply vessels, anchor handlers etc, chartering of drilling rigs of various types to the oil and gas exploring companies, undertaking of marine EPC construction of marine platforms and other structures and owning and operating harbour tugs.

62. The Target Company does not have any manufacturing facility.

63. The shares of the Target Company are listed on NSE & BSE

64. Build up of the current capital of the Company since inception and the disclosure status of compliance with applicable provisions of the Regulations and other applicable regulations under the SEBI Act, 1992, and other statutory requirements as applicable is as follows:

Date of allotment/buyback	No of shares allotted/bought back	% of shares issued in aggregate (on date of allotment)	Cumulative paid up capital (Rs.)	Mode of allotment/buy back	Identity of allottees	Status of Compliance
July 13, 2005	50,000	100%	500,000	Allotment to subscribers to Memorandum and Articles of Association of the Target Company	Ex-promoters	Complied with provisions of Companies Act, 1956. SEBI Regulations were not applicable as the Target Company was not listed at that time
November 16, 2006	3,80,68,481	99.87%	38,11,84,810	Allotment pursuant to Scheme of Arrangement approved by Bombay High Court between Great Eastern, Target Company, and their respective shareholders and creditors for de-merger	Others	Complied with the provisions of Companies Act, 1956 and all relevant SEBI/Exchanges Regulations
From May 7, 2008 to September 17, 2008	(9,78,977)	-	37,13,95,040	Share bought back	Others	Complied with the provisions of the Companies Act, 1956 and SEBI (Buyback of Securities) Regulations, 1998
December 15, 2008	1,440	0.0039%	37,14,09,440	Shares in abeyance allotted pursuant to Special Court (Trial of Offences relating to Transactions in Securities) Act, 1992	Others	Complied with the provisions of Companies Act, 1956 and all relevant SEBI/Exchanges Regulations

Note: The allotment of 81,633 shares has been kept in abeyance in accordance with Section 206A of the Companies Act, 1956 till such time as the title of the bonafide owner of the shares is certified by the concerned Stock Exchanges as per the orders from the Special Court (Trial of Offences relating to Transactions in Securities) Act, 1992 and for disputed cases.

65. The Target Company has issued 7.25% Unsecured Foreign Currency Convertible Bonds (“FCCBs”) in 2007 of US$100,000 each issued at par, aggregating to US$42,000,000. The FCCBs are listed on the Singapore Exchange Securities Trading Limited (SGX – ST). They are convertible into 19,11,360 equity shares at a price of Rs.875/- per share at any time between October 11, 2007 and September 28, 2012 at a fixed currency exchange rate of Rs.39.82 per US$. FCCBs that are not redeemed/ repurchased/ cancelled/ converted, would be redeemed on the Maturity Date i.e. October 12, 2012. As on the date of the PA, no FCCBs have been converted into equity shares.

Other than the FCCBs mentioned above, there are no outstanding convertible instruments.

66. There are no partly paid-up shares in the Target Company

67. There has been no suspension of trading of the shares of the Target Company on the Stock Exchanges.

68. There has not been any non-listing of any shares of the Target Company on the Stock Exchanges.

69. No penal/punitive actions have been taken by the Stock Exchanges on the Target Company with regards to compliance with the listing requirements.

70. The Target Company has not been prohibited by SEBI from dealing in securities in terms of directions issued under section 11B of the SEBI Act, 1992, as amended.

71. The Target Company, its promoters, sellers, and other major shareholders have complied with the applicable provisions of Chapter II of the Regulations except for a delay of 4 days and 3 days in filings under sub-regulation 7(1) and (1A) by sellers (viz. Vijay K. Sheth, Malini V. Sheth, Rishabh Sheth, Tarini Sheth, Vijay K. Sheth (HUF), Dr. K.J. Sheth (HUF), and Somidevi Enterprises) for sale of shares effected on June 21, 2007 and June 22, 2007 respectively.

72. The composition and details of the Board of Directors of the Target Company as on the date of the PA are as follows:

Sr. No	Name	Designation & Date of Appointment as Director	Qualification and Experience	Address	DIN
1.	Shri Chandan Bhattacharya	Director. Appointed on December 2, 2008	• Bachelor of Arts (Hons.) from Calcutta University • CAIIB **Experience:** Shri Chandan Bhattacharya has served State Bank of India for 37 years and has varied experience in all matters relating to commercial and retail banking, merchant banking, mutual funds, and factoring	702, Surya Apartments, "A" Wing, 53, Bhulabhai Desai Road, Breach Candy, Mumbai – 400 023	01341570
2.	Lt. Gen. Deepak Summanwar	Director. Appointed on April 9, 2009	• Graduate in defence and strategic studies from Defence Services Staff College, Wellington • Post Graduate in Business Administration from Vrije University, Brussels • Diploma in Marketing from Vrije University, Brussels **Experience:** Lt. Gen. Deepak Summanwar is a retired Army officer with nearly four decades of service. He is an advisor to various companies on executive protection, security and risk assessment, etc	"Deepak Prakash" 8, Nilgiri Lane, Off Baner Road, Aundh, Pune – 411 007	02017830

3.	Dr. Ram NathSharma	Director. Appointed on April 9, 2009	• Graduate in mining engineering from Indian School of Mines University • Doctorate of Science (Hon. Causa) from Indian School of Mines University **Experience:** Dr. Ram Nath Sharma has held key positions for nearly 25 years with Tata Steel. He has also been the Chairman and Managing Director of four public sector units	2, Kaiser Bungalow, Inner Circle Road, Circuit House Area, Jamshedpur – 831 001	00054480
4.	Shri Vinesh Davda	Director. Appointed on May 30, 2009	• Bachelor of Commerce from Bombay University **Experience:** He spearheads the Navbharat group of Companies, which deals in variety of business activities such as real estate development, records and information management, manufacture of intra ocular lens, warehousing etc. He is the Managing Director of Navbharat Potteries Pvt. Ltd.	Navbharat Estate, 'A' 5th Floor, Zakaria, Bunder Road, Sevri (W), Mumbai – 400 015	00050175

73. The Target Company was incorporated pursuant to the de-merger of the offshore business of The Great Eastern Shipping Company Limited, as more fully set out in paragraph 61. Other than the above, there has been no merger/ de-merger or spin off involving the Target Company during the last three years.

74. There has been no change in the name of the Target Company since listing.

75. Consolidated audited financial results of the Target Company for a period of last three financial years are as follows:

Profit & Loss Statement (Rs. Lacs)	**FY07**	**FY08**	**FY09**
Income from operations	58,219	74,590	108,105
Profit on sale of vessel	-	1,799	-
Other Income	788	5,548	6,036
Total Income	59,007	80,138	114,141
Total Expenditure	31,935	43,346	59,806
Profit Before Depreciation Interest and Tax	27,072	38,591	54,335
Depreciation	7,090	9,855	11,477
Interest	3,606	6,839	10,651
Profit Before Tax	16,376	21,897	32,207
Provision for Tax	1,858	1,734	4,700
Profit After Tax	14,518	20,163	27,507

Balance Sheet Statement (Rs. Lacs)	**FY07**	**FY08**	**FY09**
Sources of Funds			
Paid up Share Capital	3,812	18,812	3,714
Reserves & Surplus (Excluding Revaluation Reserves)	57,946	69,341	71,034
Networth	61,758	88,153	74,748

Secured loans	74,414	77,596	183,660
Unsecured loans	242	17,017	22,578
Total	136,414	182,766	280,986
Uses of Funds			
Net fixed assets	128,895	139,047	236,404
Goodwill (on consolidation)	5	5	9,367
Investments	-	1,819	-
Deferred tax assets	329	657	686
Net current assets	7,181	41,238	34,529
Total miscellaneous expenditure not written off	4	-	-
Total	136,414	182,766	280,986

Other Financial Data	**FY07**	**FY08**	**FY09**
Dividend (%)	80%	160%	25%
Basic Earning Per Share[1] (Rs.)	38.09	52.90	69.29
Diluted Earning Per Share (Rs.)	38.09	52.03	69.29
Return on Networth[2] (Rs.)	26.0%	26.9%	33.8%
Book Value Per Share[3] (Rs.)	162.01	231.26	201.25

Note 1: Earnings per share computed as the PAT / Number of outstanding shares as at the end of the year
Note 2: Return on Networth calculated as Profit After Tax/ (Average of opening and closing Networth as at the end of the year)
Note 3: Book Value per share computed as the Networth / Number of outstanding shares as at the end of the year

Auditor of the Target Company:
Mr Vinayak M. Pandwal (Membership No.49639),
Kalyaniwalla & Mistry, Chartered Accountants,
Kalpataru Heritage, 127 Mahatma Gandhi Road,
Mumbai -400001.
Tel: +91-22-66348020
Fax: +91-22-22673964

76. Reasons for rise/fall in total income and profit after tax during the last three financial years:
    a. During FY2009, the rise in total income and profit after tax was due to acquisition of new vessel, project income and stronger dollar
    b. During FY2008, rise in total income and profit after tax was due to increase in vessel utilization and sale of old vessel

77. Pre and post Offer shareholding pattern of the Target Company as on the date of the PA is as follows:

Shareholders' category	**Shareholding & voting rights prior to the agreement/ acquisition and offer as on June 23, 2009**		**Shares /voting rights agreed to be acquired which triggered off the Regulations**		**Shares /voting rights acquired from the open market through market purchases**		**Shares/voting rights to be acquired in open offer (Assuming full acceptances)**		**Share holding / voting rights after the acquisition and offer. i.e.**	
	(A)		**(B)**		**(C)**		**(D)**		**(A)+(B)+(C)+(D) = (E)**	
	No.	**%**	**No.**	**%**	**No.**	**%**	**No.**	**%**	**No.**	**%**
(1) Promoter Group										
(a) Parties to the agreement, if any	-	-	-	-	-	-	-	-	-	-
(b) Promoters other than (a) above:	-	-	-	-	-	-	-	-	-	-
Total 1 (a+b)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Shareholders' category	Shareholding & voting rights prior to the agreement/ acquisition and offer as on June 23, 2009		Shares /voting rights agreed to be acquired which triggered off the Regulations		Shares /voting rights acquired from the open market through market purchases		Shares/voting rights to be acquired in open offer (Assuming full acceptances)		Share holding / voting rights after the acquisition and offer. i.e.	
	(A)		(B)		(C)		(D)		(A)+(B)+(C)+(D) = (E)	
	No.	%	No.	%	No.	%	No.	%	No.	%
(2) Acquirer & PACs										
(a)Acquirer	5,39,502	1.45%	-	-	-	-	1,25,71,072	33.85%	1,31,10,574	35.30%
(b)PACs	2,50,000	0.67%	-	-	22,89,069	6.16%	-	-	25,39,069	6.84%
Total 2 (a+b)	**7,89,502**	**2.12%**	**-**	**-**	**22,89,069**	**6.16%**	**1,25,71,072**	**33.85%**	**1,56,49,643**	**42.14%**
(3) Parties to the agreement other than (1)(a) and (2) above	-	-	-	-	-	-	-	-	-	-
(4) Public (other than parties to the agreement, Acquirer & PACs) – Details summarized below *									This will depend on response from and within each category of (4)	
(a) Financial Institutions/ Banks	81,876	0.22%							2,14,91,301	
(b) Mutual Funds/ UTI	28,11,600	7.57%							57.86%	
(c) FIIs	34,90,560	9.40%								
(d) Others	2,99,67,406	80.69%								
Total (4)	**3,63,51,442**	**97.88%**								
GRAND TOTAL (1+2+3+4)	**3,71,40,944**	**100.00%**	**-**	**-**	**22,89,069**	**6.16%**	**1,25,71,072**	**33.85%**	**3,71,40,944**	**100.00%**

As on the date of the PA, the total number of public shareholders was 1,08,781.

78. Details of change in the shareholding of promoters in the Target Company since inception are as follows:

Date of Transaction	Particulars	Shares Acquired/Purchase	Shares Sold/Transferred	Total holding of Promoter	% to total shares of company	Status of compliance
July 13, 2005	Subscription to MOA & AOA by the promoters	49,940		49,940	99.88%	Complied with the provisions of the Companies Act, 1956 for incorporation
Nov 14, 2006	Allotment pursuant to Scheme of demerger to promoters and promoter group	1,03,81,425		1,04,31,365	27.37%	Complied. Form no.2 (Return of Allotment) has been filed with the Registrar of Companies, Maharashtra on November 22, 2006 and necessary application for listing has been made and the equity shares of the Target Company were listed with effect from December 21, 2006

Dec 26, 2006 to Dec 29, 2006	Open market purchase by a promoter group company	1,81,000		1,06,12,365	27.84%	Not Applicable
Jan 24, 2007	Open market purchase by a promoter group company	43,095		1,06,55,460	27.95%	Not Applicable
Jan 25, 2007	Open market purchase by a promoter group company	50,000		1,07,05,460	28.08%	Not Applicable
Jan 29, 2007	Open market purchase by a promoter group company	40,000		1,07,45,460	28.19%	Not Applicable
Feb 12, 2007	Open market purchase by a promoter group company	20,000		1,07,65,460	28.24%	Not Applicable
Feb 15, 2007	Open market purchase by a promoter group company	4,000		1,07,69,460	28.25%	Not Applicable
Mar 30, 2007	Open market purchase/ sale by a promoter (inter-se transfer)	27,210	27,210	1,07,69,460	28.25%	Complied with regulation 7(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997
June 26, 2007	Open market purchase/ sale by a promoter (inter-se transfer)	55,00,000	55,00,000	1,07,69,460	28.25%	Complied with regulation 7(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997
June 29, 2007	Open market sale by promoter and promoter group		8,00,000	99,69,460	26.15%	Complied with regulation 7(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997
Sep 4, 2007	Open market sale by promoter and promoter group		3,00,000	96,69,460	25.37%	Complied with regulation 7(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997
Sep 12, 2007	Open market sale by promoter and promoter group		2,40,000	94,29,460	24.74%	Complied with regulation 7(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997
Sep 18, 2007	Withdrawal of promoters from the promoter group		15,20,210	79,09,250	20.75%	Complied. K.M. Sheth, Bharat K. Sheth, Jyoti B. Sheth, Jyotsna Sheth, Ravi K. Sheth, Amita R. Sheth, and Laadki Trading & Investment Limited expressed their intention to withdraw from the promoter category of the Target Company vide letter dated September 18, 2007. Consequently, necessary changes have been made in the shareholding pattern filed with the stock exchanges as per Clause 35

Oct 3, 2007	Withdrawal of promoter from the promoter group		300	79,08,950	20.75%	Complied. Abyss Assets and Capital Management Private Limited expressed their intention to withdraw from the promoter category of the Target Company. Consequently, necessary changes have been made in the shareholding pattern filed with the stock exchanges as per Clause 35
Mar 22, 2008	Withdrawal of promoters from the promoter group		2,74,066	76,34,884	20.03%	Complied. Ghanshyam S. Sheth, Radhika G. Sheth, Siddharth G. Sheth, Sevantilal M. Sheth, Purnima S. Sheth and Anjali A. Nanavati expressed their intention to withdraw from the promoter Category of the Target Company vide letter dated March 22, 2008. Consequently, necessary changes have been made in the shareholding pattern filed with stock exchanges as per Clause 35
Sep 17, 2008	Withdrawal of promoters from the promoter group		16,407	76,18,477	20.51%	Complied. Padma Tulsidas Sanghvi and Tulsidas Mohanlal Sanghvi expressed their intention to withdraw from the promoter category of the Target Company. Consequently, necessary changes have been made in the shareholding pattern filed with the Stock Exchanges as per Clause 35
Oct 13, 2008	Withdrawal of promoters from the promoter group		8,79,519	67,38,958	18.14%	Complied. Gopali Mulji, Kabir Mulji, Gopa Investments Co. Pvt. Ltd. Pankaj R. Pandey, Rosaleen Mulji, Sachin Mulji and Sangita Mulji expressed their intention to withdraw from the promoter category of the Target Company vide letter dated October 8, 2008. Consequently, necessary changes have been made in the shareholding pattern filed with the stock exchanges as per Clause 35
Oct 24, 2008	Withdrawal of promoters from the promoter group		8,97,020	58,41,938	15.73%	Complied. Asha Sheth, Ashadeep Investment Co. Pvt. Ltd, Ketki V. Sheth and V J Share Trading & Investment Co. Pvt. Ltd expressed their intention to withdraw from the promoter category of the Target Company vide letter dated October 14, 2008. Consequently, necessary changes have been made in the shareholding pattern filed with the stock exchanges as per Clause 35
Nov 22, 2008	Open market purchase by a promoter (Inter-se transfer)	96,045	96,045	58,41,938	15.73%	Complied with regulation 7(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997
Mar 26, 2009	Open market sale by promoter and promoter group		300	58,41,638	15.73%	Not Applicable

April 15, 2009	Withdrawal of promoter from the promoter group		900	58,40,738	15.73%	Complied. A.H, Bhiwandiwalla Investments Private Limited expressed their intention to withdraw from the promoter category of the Target Company vide letter dated April 15, 2009. Consequently, necessary changes have been made in the shareholding pattern filed with stock exchanges as per Clause 35
May 5, 2009	Invocation of pledged shares of promoter group companies, namely, Delta Housing Pvt Ltd, and Maltar Trading & Investment Company Pvt Ltd		55,33,786	3,06,952	0.83%	Complied with Regulation 8A(4) of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 1997
May 22, 2009	Open market sale by promoter and promoter group		1,000	3,05,952	0.82%	Not Applicable
June 2, 2009	Withdrawal of promoter from the promoter group		3,05,952	0	0.00%	Complied . Vijay Sheth, Malini Sheth, Tarini Sheth, Rishabh Sheth, Sharda J. Mulji, Anuj Exports Bombay Private Limited, Arti Pankaj Pandey, Bharat Shatilal Poojara, Brahmaputra Property Developers Pvt. Ltd., Devyani Bharat Poojara, Minal Surendra Patel, Pankaj R. Pandey, Sonal S Choksey, Pradeep Shantaram Padgaokar, Satish V. Choksey and Surendra J. Patel expressed their intention to withdraw from the promoter category of the Target Company vide letter dated June 2, 2009. Consequently, necessary changes have been made in the shareholding pattern filed with stock exchanges as per Clause 35

79. The Target Company is complying with all the provisions of Clause 49 (in regard to the corporate governance) of the Listing Agreement entered with the National Stock Exchange of India Limited and Bombay Stock Exchange Limited, where the Target Company's shares are listed and traded.

80. The details of the pending litigation matters involving the Target Company are as follows:

<u>Cases filed by the Target Company</u>

S.No.	Filed Against	Court	Date of Starting	Claim	Particulars	Status
1.	ONGC contracts in respect of Malaviya One to Four. (Earlier reference for the 2nd Five Year Peruiod)	Arbitration case	1994	Rs.16,71,55,511/- plus interest at 16%	Dispute relates to the second five years contract and is the later reference in the matter and revolves around whether charter hire is to be based on the recommendations of Second Saxena Committee report being applicable as contended by the Target Company, or the High Level Working Group Report being applicable, as contended by ONGCL	Parties have concluded arguments and have filed their without prejudice computation of claims based on the HLWG

2.	ONGCL contracts in respect of Malaviya One to Four. (New reference for the 2nd Five Year Period)	Arbitration case	2002	Rs.16,71,55,511/- plus interest at 16%	Dispute relates to the second five years contract and is the later reference in the matter and revolves around whether charter hire is to be based on the recommendations of Second Saxena Committee report being applicable as contended by the Target Company, or the High Level Working Group Report being applicable, as contended by ONGCL	
3.	ONGCL contracts in respect of Malaviya One to Four	Arbitration case	2002	Rs.11,66,89,670 plus interest at 16%	Issues relating to swapping of loans and repairs and maintenance expenses	Both petitions admitted on July 18, 2008 and kept for hearing and final disposal on January 24, 2009. Matter did not reach
4.	ONGC Gal Constructor NG Flare Project	Arbitration case	2003	US$1,185,500	Standby claim for GAL Constructor and other vessel in view of delay in providing access to site by ONGCL in respect of the NG FLARE Revamp Project	Target Company's counsel has concluded his arguments. Counsel for ONGC to start in next session fixed for Sep 22-25 2009
5.	ONGCL Ground Rent Claim	Arbitration case	2004	Release of the Corporate Guarantee furnished by the Target Company for Rs.5,32,75,000/-	This dispute relates to the ground rent deducted by ONGCL for material stored at its Nhava Yard by GE Shipping or Kedarnath, Badrinath and Malaviya Ten for various periods from Jan 13, 1996 – Nov 30, 2000 and involves three contracts of Kedarnath, one of Badrinath, and one of Malaviya Ten. ONGC deducted Rs.1,71,69,600 from the Target Company's charter hire. The Target Company filed a writ, obtained the money and gave a corporate guarantee for Rs.3.5 Crores	Award in this matter has been passed in the Target Company's favour
6.	Arbitration against the Chennai Port Trust	Chennai High Court	2001	Rs.32,73,057 with interest at 18% from May 8, 1998 to payment of Rs.25,00,000 with interest at 18% from Feb 27, 2001 till payment	On Feb 27, 2001, the Arbitral Tribunal issued its award for Rs.57,73,057 plus interest against Chennai Port Trust. Chennai Port Trust filed a petition in Chennai High Court to set aside the award	Appeal has been admitted and leave for private notice has been granted to the Target Company
7.	Kolkata Port Trust	Arbitration Case	2004	Rs.2,54,85,730 plus interest	The dispute relates to when the vessel was ready to be hired for the purpose of charter party and correspondingly for recovery of charter hire for the disputed period	Award was given on November 26, 2007. Both Kolkata Port Trust and the Target Company have filed petitions challenging the award
8.	Gal Constructor – Appeal pending in the Supreme Court against the order of the Bombay High Court upholding the levy of customs duty by the Customs department	Supreme Court	2000	Rs.1.103 Crores	Writ petition in the High Court at Bombay challenged the levy of duty for imports of spares and equipments for GAL Constructor working for designated areas for which transshipment permit had been obtained.	The Target Company's appeal in the Supreme Court has been dismissed. The Target Company has provided for this claim and will have to pay once the demand is raised.
9.	Iranian Offshore Engineering Company Gal Constructor and AHT	Supreme Court	2005	US$657,534 (Estimated claim)	Dispute relates to whether the firm and unconditional letter of intent constitutes a contract sufficient to make IOEC liable to pay the Target Company mobilization costs and charter hire as claimed till the contract was terminated	Arbitrator has been appointed.

10.	BMC	City Civil Court	Two suits filed in 1998	Challenging the demolition order of the BMC of the terrace BR and BDR	Alleged illegal construction and expansion of Energy House on the terrace.	Target Company will file a writ if such a notice is issued again
11.	New India Assurance	High Court of Mumbai	2006	Rs.2,89,28,707 remaining unpaid. Interest of Rs. 2.95 Crores	In July, 1999 Badrinath sustained structural damage to hull. Insurers have approved and paid Rs.3,15,28,173/- in June 2003 being 52.15% of net claim. Balance is being sought to be recovered from the other re-insurers. This case has been filed for balance payment from re-insurers	Matter to come up in due course. The Target Company is exploring the option of a settlement with New India Assurance
12.	ONGC	High Court of Mumbai	Invocation 09/07/99 award – 21/07/03 appeal against award filed 18/10/03	US$1,65,853	Appeal against award setting aside claim for charter hire of US$165,853 in respect of charter of Rig Kedarnath	All pleadings have been filed and submissions have been made. Target Company has filed written submissions on April 8, 2005. The case has been reserved for orders.
13.	Mumbai Port Trust	High Court of Mumbai	2009	Rs.84,00,000/-	Dispute in this case is on berth hire to be levied on the basis of the vessel Malaviya Thirty Three to be a coastal vessel and not a foreign going vessel	Interim relief has been granted to the Target Company. The Target Company had to pay Rs.13,13,605/- and give a bank guarantee for the difference pending disposal of the writ. The same has been complied with.
14	Jyotsna S – Appeal aginst Customs	CESTAT, Ahmedabad		Rs.70,00,000/- duty paid under protest refund claim	Matter relates to refund of duty paid under protest	Target Company's appeal has been dismissed and the levy has been upheld
15	Crown Maritime	High Court of Mumbai	2009	Rs 97,00,000/-	The Target Company chartered the vessel Crown 1 from Crown Maritime to be on charter to Punj Lloyd. However, the vessel did not perform as required, and the contract was cancelled by Punj Lloyd. Target Company has claimed the Rs.97,00,000/- from Crowm Maritime that was paid in excess	The Company has to file a rejoinder and the matter would be taken up for admission

Cases filed against the Target Company

S.No.	Filed Against	Court	Date of Starting	Claim	Particulars	Status
1.	ONGCL contracts in respect of Malaviya One to Four	Arbitration case	2005	Rs.11,82,40,020 + interest. Target Company's counter claim at Rs.4,83,03,582 at 16%	The Target Company has counter claimed charter hire claimed from ONGCL on the basis of Second Saxena Committee Report. Based on the HLWG Report, ONGC claims that they have paid the Target Company in excess and are demanding a refund	Hearings were in April 2009
2.	Ashapura Shipping Pvt Ltd and Oriental Insurance	High Court of Bombay	1999	Rs.33,70,666	Claim relates to sinking of barges towed by Target Company's vessel Malaviya Five	Matter was disposed off for want of prosecution by the Plaintiffs.

3.	Iranian Offshore Engineering Company ("IOEC")	Arbitration case	2007	US$186,618	IOEC has initiated arbitration proceedings against the Target Company in respect of the charter party agreement dated October 24 for recovery of US$186,618 allegedly admitted by the Target Company as being due to them	Matter was heard on May 6-7, 2009. Further evidence to be led and dates to be fixed.
4.	Capt. Sukhdev Singh	High Court of Bombay	2004	Rs.1,74,42,337 as arrears of staff wages and allowances from June 1, 2003 to June 30, 2007. Also, Rs.2,22,134/- till suit disposal	Capt. Sukhdev Singh, who has served as Master on Target Company's vessels, filed a plaint for recovery of his dues in respect of salary from March 2003	Great Eastern has been asked to file a written statement
5.	Show Cause Notice issued by Customs Malaviya Fout Tow of Rig GA III	Supreme Court	1999	Redemption fine of Rs.1,00,000 reduced to Rs.50,000 paid under protest	Show Cause Notice for unauthorized use of Malaviya Four for the purpose of towing rig "GA III" in violation of the Customs Act	Matter has not come up since Feb 3, 2004
6.	Show Cause Notice from DRI relating to GMDSS Equipment	Commissioner of Customs Adjudication	1999	Interest on Rs.22,20,395.	Show Cause Notice received from Directorate of Revenue (DRI)	Matter was adjudicated against Target Company. Stay application and appeal memo has been filed
7.	Office of Commercial Tax Officer, Chennai Charter of Rishabh by Chennai Port Trust	Office of Commercial Tax, Chennai	2001	Tax liability of Rs.35,73,677/- Penalty of Rs.53,60,515/-	Notice issued under section 3(A) of the TNGST Act,1959 proposing to levy sales tax, surcharge, ASC, and AST with a penalty of services totaling to Rs.1,00,78,257/- in respect to contract with Chennai Port Trust for the tug Rishabh	Commercial Tax Officer had filed an appeal before the Sales Tax Appellate Tribunal, Chennai, against the order passed by Asst. Appellate Commissioner allowing the Target Company's appeal. The Target Company has had new counsel prepare the revised application which has been filed in time. Stay application has been admitted and the notice has been sent to ST authorities
8.	Asst. Commissioner of Commercial Taxes, Mangalore Charter of Kumari Tarini by New Mangalore Port Trust	Supreme Court	2004	Rs.117.96 lakhs	Asst. Commissioner of Commercial Taxes demanded tax on the grounds that there has been a transfer of the right to use the vessel. The High Court dismissed the Target Company's appeal. Special Leave Petition was filed in the Supreme Court	Supreme Court has issued direction to Coastal States to file an affidavit as to the basis of levy of tax. Special Leave Petition is pending.
9.	Show Cause Notice issued by Enforcement Directorate – Malaviya Ten		2002		Show cause notice received by Target Company in connection with purchase of certain equipments for AHTSV Malaviya Ten	No developments since January, 2004

10.	Malaviya Nineteen – Refund of customs duty paid under protest		2004	Rs.40,53,604/-	Target Company was issued Duty Free Credit Free Credit Entitlement Certificate and was entitled to utilize the said license for custom duty payments. On arrival of Malaviya Nineteen in India, the Target Company was denied permission by Customs Authorities to use the license for payments of customs duty in bunkers on board of the vessel	No developments
11.	Mundra Customs – Jyotsna S	Commissioner of Custom Adjudicate, Kandla			Show Cause Notice issued to Target Company due to the late filing of the Bill of Entry in respect of the delayed clearance of Tug Jyotsna at Mundra.	Reply to Show Cause Notice has been filed by the Target Company. The matter was decided against the Target Company, and the bank guarantee and security was ordered to be invoked. Target Company appealed against the same and stay has been granted.
12.	West Bengal Sales Tax – Birsingha	Sales Tax Office, Kolkata			Order dated June 22, 2007 stated that the liability to pay VAT has been fixed with effect from April 07, 2005. Transaction deemed to be transfer of right to use and notice issued to levy VAT	Fresh dates of hearing have not been informed to the Target Company
13.	APGST/APVAT Malaviya Nine	Commercial Tax Officer	2006	Rs.43,04,965/- and Rs.53,48,269/-	This case relates to ST tax due for 2004-05 and VAT for 2005-06 for hiring of vessel to Gujarat State Petroleum Corporation. Notice under section 29 of the APVAT Act, 2005 issued by the Commercial Tax Officer to show cause why tax at 8% should not be levied on the charter hire amounts and deemed the service in the nature of "lease transaction"	Order in the appeal passed in Target Company's favour. However, the department has filed a revised application and the Target Company has been asked to show hy the order from the Dy. Appellate Commissioner should not be set aside.

Details of contingent liabilities for the Target Company as on March 31, 2009 as provided by the Target Company are as below:

Particulars	**Rs. Lacs**
Guarantees given by banks including performance and bid bonds, counter guaranteed by the Group	16,410
Show cause notice issued by Customs Authority for levy of custom duty	3,165
Corporate guarantee given to banks	6,317
Corporate guarantee given to Customs	583
Claims not acknowledged by Group in respect of:	
1. Customs Duty on Tug/Vessels	229
2. Income Tax matter in appeal	55
3. Sales tax and service tax demands on charter hire payments	690
4. Possible obligation in respect of matters under arbitration	1,451

81. The compliance officer of the Target Company is Mr. R. Narayanan (Address: Energy House, 81,

Dr. D.N. Road, Mumbai – 400 001. Tel: +91 – 22 – 6635 2214, Fax: +91 – 22 – 2262 0105; email: r_narayanan@greatoffshore.com)

VI. OFFER PRICE AND FINANCIAL ARRANGEMENTS

Justification of Offer Price

82. The Shares of the Target Company are listed on BSE and the NSE.

83. **Pricing with reference to the PA for the Target Company:** The annualized trading turnover based on the trading volume in the shares of the Target Company on each of the above mentioned stock exchanges during December 2008 to May 2009 (6 calendar months preceding the month in which the PA is made) is as under:

Name of Stock Exchange(s)	Total no. of shares traded during the 6 calendar months prior to the month in which PA is made	Total No. of listed Shares*	Annualized Trading turnover (as a % to total listed shares)
BSE	1,50,03,325	3,71,40,944	80.79%
NSE	2,88,68,736	3,71,40,944	155.46%

*Note: *Total no. of listed shares calculated as average of shares outstanding at quarter ending December 2008 and quarter ending March 2008.*
Source: BSE and NSE Websites

As the annualized trading turnover (by number of Shares) on BSE and on NSE is more than 5% of the total number of listed Shares of the Target Company, the Shares of the Target Company are deemed to be not infrequently traded as per the explanation to regulation 20(5) of the Regulations. As the annualized trading turnover on the NSE is higher than that of the BSE, the Shares of the Target Company are deemed to be "most frequently traded" on the NSE in terms of Explanaton (i) to regulation 20(5) of the Regulations.

84. **Justification for pricing based on norms for frequently traded stocks:** Based on the parameters set out in the Regulations for frequently traded stocks, as per the date of the PA, the Initial Offer Price is justified, as it is higher than:

a)	The average of the high and low of the closing prices for every week for the last 26-weeks prior to the date of the PA	Rs.272.95
b)	the average of the daily high and low of the intra-day trading prices for the last 2-weeks prior to the date of the PA	Rs.373.30
c)	The negotiated price	Not Applicable
d)	The highest price paid by the Acquirer or persons acting in concert with them for acquisition, if any, including by way of allotment in a public or rights or preferential issue during the last 26 weeks (from the date of the PA)	Rs.282.54

The Initial Offer price of Rs.375/- (Rupees Three Hundred and Seventy Five only) being higher than the highest of the above was justified under the Regulations.

Since the date of the PA, Acquirer/ PAC acquired additional Shares of the Target Company on July 29, 2009 and July 30, 2009, at a maximum price of Rs.450 (Rupees Four Hundred and Fifty Only) and on August 3, 2009 at a maximum price of Rs.519.94 (Rupees Five Hundred and Nineteen and Paisa Ninety Four Only) through open market purchases ("Open Market Purchases"). Pursuant to the provisions of regulation 20 (7) of the Regulations, consequent to the Open Market Purchases, Offer Price was revised to Rs.450 (Rupees Four Hundred and Fifty Only) for each Share of the Target Company to be paid in cash in accordance with the Regulations and was further revised to Rs.520 (Rupees Five Hundred and Twenty Only) for each Share of the Target Company to be paid in cash in accordance with the Regulations.

85. The Offer price of Rs.520/- (Rupees Five Hundred and Twenty only) being higher than the highest of the above is justified.

86. The details of closing prices and volume on NSE for the 26-week period prior to June 23, 2009 are as under:

Week Number	Week-ending	Week High (Rs.)	Week Low (Rs.)	Average (Rs.)	Total Volume (Number of Shares)
1	29-Dec-08	227.10	208.10	217.60	290,395
2	5-Jan-09	278.85	219.95	249.40	1,482,995
3	12-Jan-09	274.75	220.25	247.50	629,925
4	19-Jan-09	249.10	226.95	238.03	726,174
5	23-Jan-09	241.10	222.10	231.60	920,694
6	2-Feb-09	256.50	227.20	241.85	911,618
7	9-Feb-09	275.90	238.90	257.40	2,281,729
8	16-Feb-09	269.30	260.25	264.78	561,697
9	20-Feb-09	258.75	247.95	253.35	359,534
10	2-Mar-09	254.50	235.30	244.90	402,891
11	9-Mar-09	222.00	210.10	216.05	426,839
12	16-Mar-09	228.55	222.30	225.43	293,471
13	23-Mar-09	232.10	222.20	227.15	395,555
14	30-Mar-09	252.25	236.85	244.55	454,248
15	6-Apr-09	278.95	247.55	263.25	926,039
16	13-Apr-09	297.90	284.75	291.33	961,003
17	20-Apr-09	307.15	263.40	285.28	812,024
18	27-Apr-09	286.30	272.70	279.50	625,796
19	4-May-09	285.00	264.50	274.75	307,772
20	11-May-09	295.50	275.15	285.33	2,081,500
21	18-May-09	295.55	266.55	281.05	1,636,661
22	25-May-09	330.90	283.55	307.23	5,425,126
23	1-Jun-09	373.70	338.20	355.95	4,958,683
24	8-Jun-09	384.15	353.55	368.85	2,033,464
25	15-Jun-09	361.45	356.70	359.08	829,501
26	22-Jun-09	396.20	374.70	385.45	3,739,821
			Average	272.95	

Source: NSE Website

The details of intra-day price and volume on NSE for the 2-week period prior to June 23, 2009 are as under:

Day No.	Date	Daily High (Rs)	Daily Low (Rs)	Average (Rs)	Volume (Number of Shares)
1	9-Jun-09	367.80	345.10	356.45	157,058
2	10-Jun-09	374.00	357.10	365.55	202,876
3	11-Jun-09	367.00	352.70	359.85	209,649
4	12-Jun-09	371.90	354.30	363.10	117,796
5	15-Jun-09	366.80	350.00	358.40	142,122
6	16-Jun-09	398.80	355.00	376.90	723,229
7	17-Jun-09	406.50	370.10	388.30	559,640
8	18-Jun-09	397.00	363.10	380.05	616,548
9	19-Jun-09	402.00	376.25	389.13	1,050,744
10	22-Jun-09	412.35	378.10	395.23	789,660
			Average	373.30	

Source: NSE Website

87. This Offer is a voluntary open offer made pursuant to regulation 10 and regulation 12 of the Regulations and not pursuant to any agreement entered into by the Acquirer with any person to acquire any Shares in the Target Company and therefore there is no negotiated price and no non compete fees.

88. The Manager to the Offer is satisfied that the Offer Price is justified as per the Regulations.

89. If the Acquirer acquires the Shares of the Target Company after the date of the PA and this Letter of Offer and up to 7 working days prior to the closure of the Offer at a price higher than the Offer Price, then the highest price paid for such acquisition shall be payable for all the valid applications received under the Offer. Further, the Acquirer shall not acquire any Shares of the Target Company during the last seven working days prior to the closure of the Offer at a price higher than the Offer Price, except those accepted in the Offer.

Financial Arrangements

90. The total financial resources required for this Offer, assuming full acceptance will be Rs.653,69,57,440/- (Rupees Six Hundred and Fifty Three Crores Sixty Nine Lacs Fifty Seven Thousand Four Hundred and Forty Only). The Acquirer proposes to fund its obligations under the Offer through
    a. the escrow arrangements as detailed in paragraph 91 below including accrued interest thereon
    b. line of credit by IL&FS Financial Services Limited (Address: The IL&FS Financial Centre, Bandra Kurla Complex, Bandra East, Mumbai – 400051) for Rs. 310,00,00,000/- (Rupees Three hundred and Ten Crores Only) from which the Acquirer can draw down for the purpose of this Offer, and
    c. a fixed deposit for Rs. 105,00,00,000/- (Rupees One Hundred and Five Crores Only) placed with Indian Overseas Bank including accrued interest thereon
    d. a line of credit (sanctioned corporate loan) from IFCI Limited (Registered Office Address: IFCI Tower, 61, Nehru Place, P.B. No.: 4499, New Delhi: 110019, Tel: +91-11-26487444, Fax: +91-11-26230201) for Rs.90,00,00,000/- (Rupees Ninety Crores Only) from which the PAC can draw down for the purpose of this Offer.
    e. a line of credit (sanctioned corporate loan) from IFCI Limited (Registered Office Address: IFCI Tower, 61, Nehru Place, P.B. No.: 4499, New Delhi: 110019, Tel: +91-11-26487444, Fax: +91-11-26230201) for Rs.75,00,00,000/- (Rupees Seventy Five Crores Only) from which the Acquirer can draw down for the purpose of this Offer.

    Escrow amount, Funds underlying the fixed deposits and draw down from sanctioned line of credit that constitutes the firm financing arrangements as detailed above have been exclusively earmarked to meet the obligations of the Acquirer under the open offer and shall remain in place till the financial obligations of the Offer are duly met in terms of the Takeover Regulations.

91. In accordance with regulation 28 of the Regulations, the Acquirer made an escrow arrangement for the Offer comprising cash deposit for an amount of Rs. 63,00,00,000/- (Rupees Sixty Three Crores Only), being in excess of the amount required under regulation 28(2) of the Regulations, with Kotak Mahindra Bank Limited, 36-38A, Nariman Bhavan, 227, Nariman Point, Mumbai - 400021. Pursuant to the revision in the Offer Price as per First Addendum to the PA, Acquirer deposited, by way of cash deposit, an additional amount of Rs.9,50,00,000 (Rupees Nine Cores and Fifty Lacs Only) (being in excess of 10% of the incremental consideration payable upon such revision in the offer price), under the escrow arrangements made with Kotak Mahindra Bank Limited. Further, pursuant to the revision in the offer price as per Second Addendum to the PA, Acquirer deposited, by way of cash deposit, an additional amount of Rs.9,00,00,000 (Rupees Nine Crores Only). Accordingly, the Acquirer has now made a cumulative cash deposit of Rs.81,50,00,000 (Rupees Eighty One Crores and Fifty Lacs Only) by way of escrow arrangement for the Offer with Kotak Mahindra Bank Limited. The Manager to the Offer is empowered to realize the value of the same in terms of the Regulations.

92. Ahmed M.N. (Membership No.: 18380), Partner of Nisar & Kumar (Address: A/17, Everest Building, Tardeo Road, Tardeo, Mumbai – 400034, Tel: +91-22-23515414, Fax: +91-22-23515527) (“Accountants”), have confirmed vide their certificate dated June 22, 2009, being prior

to the release of the PA that the Acquirer has adequate financial resources available for meeting its obligations under the Regulations. Consequent to the increase in the Offer Price, they have further confirmed vide their certificate dated August 4, 2009 that the Acquirer has adequate financial resources available for meeting its obligations under the Regulations for a value up to the Maximum Consideration. The source of funds is domestic funds.

93. The Manager to the Offer confirms that adequate arrangements are in place with the Acquirer through verifiable means to implement this Offer in full.

VII. TERMS AND CONDITIONS OF THE OFFER

94. This Letter of Offer specifying the detailed terms and conditions of this Offer along with the Form of Acceptance cum Acknowledgement (“Form of Acceptance”) and Form of Withdrawal will be mailed to all the shareholders, except the Acquirer and the PAC, whose names appear on the Register of Members of the Target Company at the close of business hours on June 26, 2009 (“Specified Date”), and to shareholders who own the Shares any time prior to the closure of the Offer, but are not registered shareholders. Accidental omission to dispatch this Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of this Letter of Offer by any such person will not invalidate the Offer in any way.

95. Shares which are locked-in as per the provisions of SEBI DIP Guidelines, 2000, can be tendered in the Offer. In such an event, the residual lock-in period shall continue in the hands of the Acquirer. The Acquirer shall only accept Shares of the Target Company that are fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.

96. This Offer is made to all shareholders (other than the Acquirer and the PAC) of the Target Company as on the Specified Date and also to persons who acquire Shares before the closure of the Offer and tender these Shares into the Offer in accordance with the PA on or before December 22, 2009; save and except for the Acquirer and the PAC. The Regulations require that the Offer be for Shares only. Consequently, GDR holders are not permitted to directly tender GDRs. GDR holders who wish to tender the Shares underlying their GDRs in the Offer may withdraw the underlying Shares from the GDR facility and tender those Shares in accordance with the procedure set out in this Letter of Offer. FCCB holders who wish to participate in the Offer should first convert their FCCBs into equity shares as per the terms of the FCCBs. Upon conversion of FCCBs into Shares, the procedure to tender Share would be same as described in this section. This Letter of Offer, and Form of Acceptance and Withdrawal will be sent to the custodian (the “Custodian”) of the GDRs and trustee (the “Trustee”) of the FCCBs.

97. The Regulations provide for an upward revision of the Offer Price and the number of Shares to be acquired, at any time up to seven working days prior to the closure of the Offer viz. up to December 11, 2009 and allows withdrawal of the Offer under certain circumstances. Any such revision / withdrawal would be informed by way of an announcement in the same newspapers where the PA appeared. In case of revision, the revised price will be payable by the Acquirer for all the Shares that are validly tendered pursuant to the Offer.

98. Subject to the terms and conditions of the Offer and receipt of necessary statutory/ regulatory approval, the Acquirer proposes to acquire, to the extent of the Offer Size, all Shares that are validly tendered under the Offer.

99. Each shareholder of the Target Company to whom this Offer is being made is free to offer his shareholding in the Target Company in whole or in part while accepting this Offer. The acceptance must be unconditional and should be absolute and unqualified.

100. Eligible Shareholders who hold Shares in physical form and who wish to tender their Shares will be required to send the Form of Acceptance, duly signed and completed in the manner specified therein together with all the necessary documents, as specified in section VIII of this Letter of Offer entitled “Procedure for Acceptance and Settlement”, to the Registrar to the Offer at any of its collection centers, mentioned under paragraph 110 of this Letter of Offer, either by hand delivery during Business Hours or by registered post (at Hyderabad collection center only) so that the same are received on or before the closing date i.e. December 22, 2009.

101. In respect of dematerialized Shares the credit for the Shares tendered must be received in the special account (as specified in paragraph 113) on or before 5.00 p.m. Indian Standard Time on December 22, 2009. If the Shareholders hold their Shares through CDSL, their Depository Participant Instruction will have to take the form of an inter-depository delivery instruction to CDSL for the purpose of crediting their Shares in favour of the Special Depository Account with NSDL as mentioned in paragraph 113 below.

102. Persons who have acquired Shares of the Target Company but whose names do not appear in the Register of Members of the Target Company on the Specified Date or those who have not received this Letter of Offer may also participate in the Offer by submitting an application on a plain paper giving details regarding their shareholding and confirming their agreement to participate in the Offer as per the terms and conditions of the Offer. This is to be sent to Karvy Computershare Private Ltd, acting as the Registrar to the Offer together with:

   a. In case of shareholders holding Shares in dematerialized form, the name, address, number of Shares held, number of Shares offered, Depository Participant ("DP") name, DP ID number, beneficiary account number along with a photocopy of the Delivery instruction in "off-market" mode, duly acknowledged by the DP, as per instructions given in paragraph 113.

   b. In case of shareholders holding Shares in physical form, the name, address, number of Shares held, number of Shares offered, the relevant share certificate(s) and transfer deeds.

103. The Acquirer will not be responsible in any manner for any loss of share certificate(s) and/or Offer acceptance documents during transit and the Shareholders of the Target Company are advised to adequately safeguard their interest in this regard. In case of any lacunae and/or defect or modifications in the documents/forms submitted, the acceptance is liable to be rejected.

104. The instructions, authorizations and provisions contained in the Form of Acceptance constitute part of the terms of this Letter of Offer.

Statutory Approvals and Other Approvals required for this Offer

105. This Offer is subject to the Acquirer's obtaining all necessary approvals including approvals from the Reserve Bank of India (the "RBI") under the Foreign Exchange Management Act, 1999, as amended from time to time, for the acquisition / transfer of the Shares tendered pursuant to this Offer, if required. The Acquirer and the Target Company have been granted the approval by RBI for the acquisition / transfer of Shares validly tendered pursuant to this Offer.

106. As of the date of this Letter of Offer, there are no other statutory approvals required for the Acquirer and the PAC to acquire the Shares that are validly tendered pursuant to this Offer.

107. Notwithstanding paragraphs 105 and 106, if any other statutory approvals are required or become applicable, the Offer would be subject to the receipt of such other statutory approvals and the Acquirer will apply for such approval at the appropriate stage. The Acquirer will not proceed with the Offer in the event any statutory approval indicated herein is not obtained in terms of regulation 27 of the Regulations.

108. There are no approvals required from financial institutions or banks for the Acquirer and the PAC for the Offer.

109. It may be noted that in case of non-receipt of statutory approvals within time, the Securities and Exchange Board of India (the "SEBI") has a power to grant an extension of time to the Acquirer for payment of consideration to shareholders subject to the Acquirer agreeing to pay interest for the delay, as directed by SEBI under regulation 22(12) of the Regulations. Further, if the delay occurs due to willful default of the Acquirer in obtaining the requisite approvals, regulation 22(13) of the Regulations will become applicable

VIII. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

110. The Eligible Shareholders of the Target Company, who wish to avail of and accept this Offer,

should deliver the documents mentioned below as soon as possible by Registered Post or courier with acknowledgement due (at Hyderabad collection center only) or in person, so as to reach the Registrar to the Offer or the Registrar's Collection Center at the addresses mentioned below before 3:00 pm Indian Standard Time on December 22, 2009. Eligible Shareholders are advised to ensure that the Form of Acceptance-cum-Acknowledgement and other documents are complete in all respect otherwise the same is liable to be rejected. In the case of dematerialized Shares, the shareholders are advised to ensure that their Shares are credited in favour of the special depository account, on or before 5 p.m. Indian Standard Time on December 22, 2009. The Form of Acceptance-cum-Acknowledgment of such dematerialised Shares not credited in favour of the special depository account on or before 5 p.m. Indian Standard Time on December 22, 2009 is liable to be rejected. The Form of Acceptance-cum-Acknowledgement along with all the relevant documents may be submitted at any of the collection centers below:

No.	Collection Centre	Address of Collection Centre	Contact Person	Phone No.	Fax	Mode of delivery
1.	Mumbai	Karvy Computershare. Pvt Ltd. 26-30, Fort Foundation Bldg, Maharashtra Chamber. of Commerce. Lane, Opp. MSC Bank, Fort Mumbai – 400 023	Ms. Nutan Shirke	022-66381747 and 22842666	022-66331135	Hand Delivery
2.	Mumbai	Karvy Computershare. Pvt Ltd. 7,Andheri Industrial Estate, Off Veera Desai Rd, Andheri West, Mumbai 400 053	Ms. Neelambari	022-26730799	022-26730152	Hand Delivery
3.	New Delhi	Karvy Computershare. Pvt Ltd. 105-108, Arunachal Bldg., 19, Barakhamba Road, New Delhi - 110 001	Mr. Rakesh Kr Jamwal / Vinod Singh Negi	011-43509200	011-41036370	Hand Delivery
4.	Ahmedabad	Karvy Computershare. Pvt Ltd. 201-203, Shail, Opp: Madhusudhan House Behind Girish Cold Drinks Off C G Road Ahmedabad ~ 380 006	Mr.Aditya Gupta/ Robert Joeboy	079-26400528	079-26565551	Hand Delivery
5.	Chennai	Karvy Computershare. Pvt Ltd. No. 33/1, Venkatraman Street, T.Nagar, Chennai - 600017.	Mr. Gunashekhar	044 – 28151793/ 1794	044-28153181	Hand Delivery
6.	Kolkata	Karvy Computershare. Pvt Ltd. 49, Jatin Das Road, Nr.Deshpriya Park, Kolkata 700 029	Mr. Sujit Kundu/ Mr. Debnath	033-24644891	033-24644866	Hand Delivery
7.	Bangalore	Karvy Computershare. Pvt Ltd. No.59, Skanda, Putana Road, Basavanagudi Bangalore 560 004	Mr. Kumaraswamy / Ms. V. Sudha	080-26621192	080-26621169	Hand Delivery
8.	Hyderabad	Karvy Computershare. Pvt Ltd. Plot No 17-24, Vithalrao Nagar, Madhapur, Hyderabad 500 081	Ms. Rinki Sareen	040-23420818-23	040-23431551	Hand Delivery/ Regd Post

Working hours: Monday to Friday 11.00 am to 3:00 pm and 11:00 am to 1:00 pm on Saturday. The centers will be closed on Sundays and public holidays

NO SHARES OR DOCUMENTS SHOULD BE SENT DIRECTLY TO THE ACQUIRER / THE PAC/ THE TARGET COMPANY OR THE MANAGER TO THE OFFER

111. Applicants who cannot hand deliver their documents at the collection center referred to above, may send the same by registered post, at their own risk and cost, to the Registrar to the Offer at its address, Karvy Computershare Private Ltd, Plot No 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad - 500 081, Ph.No.: +91 40 2343 1553; Fax No.: +91 40 2343 1551; email: murali@karvy.com; Contact Person: Murali Krishna

112. In case of non-receipt of this Letter of Offer, the Eligible Shareholders may obtain a copy of this Letter of Offer from the SEBI website “www.sebi.gov.in”, or obtain a copy of the same from the Manager to the Offer or Registrar to the Offer on providing suitable documentary evidence of acquisition of the Shares. Alternatively those desirous of tendering their Shares to the Acquirer may participate in the Offer as follows:

(a) In case Shares are held in the dematerialized form by sending their consent in writing on a plain paper to the Registrar to the Offer, such that it is received by the Registrar to the Offer before 3:00 p.m. Indian Standard Time on December 22, 2009, stating the name, address, no. of Shares held, no. of Shares offered, DP name, DP ID, beneficiary account number along with a photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the DP, in favour of "ABG Open Offer Escrow Account" filled as specified in paragraph 113. No indemnity would be required from unregistered Shareholders as regards the title of the Shares.

(b) In case of Shares held in the physical mode by sending their consent in writing to the Registrar to the Offer, on a plain paper stating the name, address, no. of Shares held, no. of Shares offered, distinctive nos., folio no., the original contract note issued by a registered share broker of a recognized stock exchange through whom such Shares were acquired, along with the original share certificate(s) and transfer deed(s) duly signed (as specified in paragraph 79, as applicable, above), either by hand delivery or by Registered Post or courier, such that these are received by the Registrar to the Offer before 3:00 p.m. Indian Standard Time on December 22, 2009.

113. Documents to be delivered by all shareholders

(a) For Shares held in the DEMATERIALIZED FORM

(i) Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein by all the beneficial holders of the Shares, as per the records of the Depository Participant ("DP").

(ii) Photocopy of the Delivery Instruction in "Off-market" mode or counterfoil of the delivery instruction slip in "Off-market" mode, duly acknowledged by the DP. The details of the special depository account are as follows:

Depository Name	National Securities Depository Ltd. (NSDL)
DP Name	Kotak Mahindra Bank Limited
DP ID Number	IN303173
Depository Name	ABG Open Offer Escrow Account
Beneficiary Account Number	20001116
ISIN	INE892H01017
Market	Off-Market
Date of Credit	On or before December 22, 2009

** Shareholders should ensure that the Shares are credited in the aforementioned account on or before 5 p.m. Indian Standard Time on December 22, 2009.*

Please note the following:

(i) For each delivery instruction, the beneficial owner should submit a separate Form of Acceptance-cum-Acknowledgment.
(ii) The Registrar to the Offer is not bound to accept those acceptances, for which corresponding Shares have not been credited to the above special account or for shares that are credited in the above special account but the corresponding Form of Acceptance has not been received as on the date of closure of the Offer.

(b) In case of Shares held in the PHYSICAL MODE by REGISTERED SHAREHOLDERS:

(i) Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all shareholders. In case of Shares held in joint names, names should be filled up in the same order in which they hold Shares in the Company. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer;
(ii) Original equity share certificate(s); and
(iii) Valid equity share transfer form(s) duly signed by transferor (by all the equity shareholders in case the Shares are in joint names) as per the specimen signatures lodged with the Target Company and duly witnessed at the appropriate place(s).

PLEASE DO NOT FILL IN ANY OTHER DETAILS IN THE TRANSFER DEED.

(c) In case of Shares held in the PHYSICAL MODE by PERSONS NOT REGISTERED AS SHAREHOLDERS:

(i) Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein;
(ii) Original equity share certificate(s) accompanied by valid share transfer forms as received from the market, wherein the name of the transferee has not been filled in; and
(iii) Original broker contract note of a registered broker of a recognized stock exchange in relation to the purchase of the Shares being tendered in this case.
(iv) In case the share certificate(s) and the transfer deed(s) are lodged with the Target Company / its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgment of lodgment with, or receipt by, the Company/ its transfer agents, of the share certificate(s) and the transfer deed(s).
(v) No indemnity regarding title is required from persons not registered as Shareholders.

114. Non-resident Shareholders should, in addition to the above, enclose copy(ies) of permission(s), received from RBI or any other regulatory authority to acquire shares held by them in the Target Company. Overseas Corporate Bodies ("OCBs" as defined under FEMA) are requested to seek a specific approval of the RBI and a copy of such approval must be provided along with other requisite documents in the event that any OCB shareholder tenders its shares in the Open Offer. In case the previous approvals from the RBI are not submitted, the Acquirer reserves the right to reject such Shares tendered.

115. Shareholders who have sent their physical Shares for dematerialization may participate in the Offer by submitting the Form of Acceptance-cum-Acknowledgement along with a copy of the dematerialization request form duly acknowledged by the Depository Participant. Shareholders who have sent their physical Shares for dematerialization need to ensure that the process of getting their Shares dematerialized is completed well in time so that the credit in the special depository account duly instructed by the shareholder should be received on or before 5 p.m. Indian Standard Time on December 22, 2009, else the application will be rejected.

116. Applications in respect of Shares of the Target Company that are subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the Shares during the pendency of the said litigation are liable to be rejected if the directions / orders regarding these Shares are not received together with the Shares tendered under the Offer. This Letter of Offer in some of these cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.

117. All Eligible Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):

- Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.
- Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s).
- No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.
- In case of companies, the necessary certified corporate authorisations (including board and/or general meeting resolutions).

118. In case the number of Shares validly tendered in the Offer by the Shareholders of the Target Company are more than the Shares to be acquired under the Offer, the acquisition of Shares from each shareholder will be, as per the provisions of Regulation 21(6) of the Regulations, on a proportional basis in such a way that the acquisition from any shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot. As the Shares trade in the compulsory dematerialized settlement segment of BSE and NSE, the minimum marketable lot for the Shares is 1 (one).

119. Subject to the statutory approvals, the Acquirer intends to complete all formalities, including the payment of consideration within a period of Fifteen (15) days from the closure of the Offer, (i.e., January 6, 2010) and for the purpose open a special account as provided under regulation 29,

provided that where the Acquirer is unable to make the payment to the Shareholders who have accepted the Offer before the said period of 15 days due to non-receipt of requisite statutory approvals, SEBI may, if satisfied that non-receipt of requisite statutory approvals was not due to any willful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the applications for such approvals, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the Shareholders for delay beyond Fifteen (15) days, as may be specified by SEBI from time to time.

120. The unaccepted share certificates, transfer forms and other documents, if any, would be returned by registered post at the Shareholders' sole risk. Shares, to the extent unaccepted, held in dematerialized form will be credited back to the beneficial owners' depository account with the respective depository participant as per details furnished in the Form of Acceptance.

121. The Registrar to the Offer will hold in trust the share certificates, credit of dematerialized Shares, form of acceptance duly filled in and the transfer deed(s) on behalf of the Shareholders of the Target Company who have accepted the Offer, till such time as the Acquirer complete the obligations under the Offer.

122. The payment of consideration for accepted applications will be made by the Acquirer in cash through Electronic Clearing Services ("ECS") (subject to availability of all information for crediting the funds), account payee cheques, drafts, warrants, etc. sent by Registered Post for amounts exceeding Rs. 1,500 and otherwise by UCP in accordance with the Regulations, and the same will be drawn in the name of the first named person in case of joint Shareholders.

In order to avail the ECS facility, Eligible Persons holding Shares in physical mode are requested to submit the enclosed ECS mandate form duly filled in and signed while submitting the Form if the same has not been submitted earlier to the Target Company/ Registrar. Eligible Persons holding shares in dematerialised mode are requested to instruct their respective depository participant regarding bank accounts in which they wish to receive the consideration before the close of the Offer. Acquirer/ PAC / Registrar will not act on any direct request received from Eligible Persons holding Shares in dematerialised form for change/ deletion of such bank details.

123. A copy of this Letter of Offer (including the Form of Acceptance-cum-Acknowledgement) is expected to be available on SEBI's web-site (www.sebi.gov.in) during the period the Offer is open. Eligible Shareholders can make an application in the Offer in the form downloaded from SEBI's website as one of the alternatives for applying in the Offer.

124. In terms of the Regulations, shareholders desirous of withdrawing their acceptances tendered in the offer can do so up to December 17, 2009, being three working days prior to the close of the Offer. The withdrawal option can only be exercised by submitting the Form of Withdrawal as per the instructions below so as to reach the Registrar to the Offer at its address Karvy Computershare Private Ltd, Plot No 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad - 500 081, Ph.No.: +91 40 2343 1553; Fax No.: +91 40 2343 1551; email id: murali@karvy.com; Contact Person: Murali Krishna

125. In case of non-receipt of the Form of Withdrawal the withdrawal option can be exercised by making an application on plain paper along with details as mentioned in paragraph 112 above.

Tax related Provisions

126. No tax will be deducted at source on payment made to resident share holders for purchase price of shares acquired under the open offer and as per the prevailing laws

127. As per the provisions of Section 195(1) of the Income Tax Act, 1961 (IT Act), any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at source (including surcharge and cess). Since the Offer consideration would be chargeable to capital gains under the IT Act, the Acquirer will need to deduct tax at source (including surcharge and cess) at the applicable capital gains tax rate on the gross consideration payable to the following categories of Shareholders/ ADS holders, as given below:

a. Non-resident Indians: The Acquirer will deduct tax at source (including surcharge) as and cess) at presently prevalent rates on the Offer Price.

b. Non-domestic companies: The Acquirer will deduct tax at source (including surcharge) asand cess) at presently prevalent rates on the Offer Price.

c. Other Foreign investors: The Acquirer will deduct tax at source (including surcharge and cess) at presently prevalent rates on the Offer Price.

In the event the aforementioned categories of Shareholders require non-deduction of tax or deduction of tax at a lower rate or on a lower amount, they would need to obtain an order from the Income Tax authorities under Section 195(3) or Section 197 of the IT Act, and submit the same while submitting the Form. On failure to produce such certificate from the Income Tax authorities, tax will be deducted as aforesaid, and a certificate in the prescribed form shall be issued to that effect.

128. FIIs enjoy exemption from tax deduction at source on capital gains under Section 196D(2) of the IT Act and hence no tax shall be deducted on amount payable to FIIs subject to receipt of an undertaking from them stating their residential status and that it does not have a permanent establishment in India and the amount received by them as a part of the Offer constitutes capital gains and does not constitute business income for them and that similar gains have been taxed as capital gains by the tax authorities in India in the past.

129. For the purpose of determining as to whether the capital gains are short-term or long-term in nature:

a. In the case of physical Shares registered with the Target Company, the date of registration of the Shares with the Target Company shall be taken as the date of acquisition.

b. In the case of physical Shares not registered with the Target Company, the capital gain shall be assumed to be short-term in nature.

c. In the case of dematerialized Shares, the date of credit of the Shares to the Shareholders' demat account in India shall be taken as the date of acquisition.

d. In case of GDR holders, the date on which the overseas depository bank advises the domestic custodian bank for redemption shall be the date of acquisition of the shares underlying GDR, as per The Issue of Foreign Currency Convertible Bonds and Ordinary shares (through depository receipt mechanism) scheme, 1993.

e. In case of any ambiguity, incomplete or conflicting information or the information not being available with the Target Company regarding the same, the capital gain shall be assumed to be short-term in nature.

130. All Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice. The aforesaid treatment of tax deduction at source may not necessarily be the treatment also for filing the return of income.

IX. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the Eligible Shareholders at the office of the Manager to the Offer at 1st floor, Bakhtawar, 229 Nariman Point, Mumbai 400 021 on any working day (i.e. Monday to Friday and not being a bank holiday in Mumbai) between 10:30 am to 1:00 pm from the date of opening of the Offer up to the closure of this Offer.

- Certified true copy of Certificate of Incorporation, Memorandum and Articles of Association of the Acquirer and the PAC.
- Audited Annual reports of the PAC and the Target Company for the financial year ended March 31, 2007 and March 31, 2008, audited financial statements of the PAC and the Target Company for the financial year ended March 31, 2009 and annual report of the Acquirer for the financial year ended March 31, 2009.
- Certificate from Mr. Nisar M.N. (Membership No.: 18380), Partner of Nisar & Kumar, dated June

22, 2009 and August 4, 2009 certifying the adequacy of financial resources with Acquirer to fulfill the Offer obligations

- Escrow Agreement between the Acquirer, Kotak Mahindra Bank Limited and the Manager to the Offer dated June 22, 2009
- Copy of the agreement between the Acquirer, the Registrar to the Offer and the Depository Participant for opening the Special Depository Account for the purpose of the Offer
- Letter from Kotak Mahindra Bank Limited, confirming the deposit of Rs.81,50,00,000 (Rupees Eighty One Crores and Fifty Lacs Only) in the escrow account
- Copy of the application made to RBI and the approval from RBI
- Published copy of the Public Announcement dated June 23, 2009, First Addendum dated July 30, 2009, and Second Addendum dated August 5, 2009
- SEBI's observation letter dated November 18, 2009

X. DECLARATION BY THE ACQUIRER

For the purpose of disclosures in this Letter of Offer relating to the Target Company, the Acquirer, the PAC and the directors of the Acquirer and the PAC have relied on the information provided by the Target Company and have not independently verified the accuracy of details of the Target Company. Subject to the aforesaid, the Boards of Directors of the Acquirer and the PAC accept full responsibility for the information contained in this Letter of Offer. The Acquirer and the PAC shall be severally and jointly responsible for ensuring compliance with the SEBI (SAST) Regulations.

Signed by

Sd-

For the Board of Directors of Eleventh Land Developers Private Limited

Name	:	Praveen Kumar Bhandari
Designation	:	Authorized Signatory
Date	:	November 23, 2009
Place	:	Mumbai

For the Board of Directors of ABG Shipyard Limited

Name	:	Dhananjay Datar
Designation	:	Chief Financial Officer
Date	:	November 23, 2009
Place	:	Mumbai

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
(Please send this Form of Withdrawal with enclosures to any of the Collection Centres as mentioned in the Letter of Offer)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

Great Offshore Limited Open Offer

From :

OPENS ON	**DECEMBER 3, 2009**
LAST DATE OF WITHDRAWAL	**DECEMBER 17, 2009**
OFFER CLOSES ON	**DECEMBER 22, 2009**

Folio No./DP ID No./Client ID No.:

To

The Acquirer:
Eleventh Land Developers Private Limited – Great Offshore Limited Open Offer
C/ o Karvy Computershare Private Limited, Plot No 17 to 24, Vittalrao Nagar,
Madhapur, Hyderabad - 500 081

Dear Sir,

Sub: Open Offer to acquire 1,25,71,072 fully paid up equity shares of face value of Rs. 10/- each, representing 32.12% of the Diluted Share Capital of Great Offshore Limited ("Target Company") by Eleventh Land Developers Private Limited ("Acquirer") along with persons acting in concert ABG Shipyard Limited ("PAC") (at a price of Rs. 520/- per fully paid up equity share)

I/We refer to the Public Announcement dated June 23, 2009 and the Letter of Offer for acquiring the equity shares held by me/us in Great Offshore Limited.

I/We, the undersigned, have read the Public Announcement and Letter of Offer and understood their contents including the terms and conditions mentioned therein.

☐ SHARES IN DEMATERIALIZED FORM

I/We, holding Shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my Shares as detailed below:

DP NAME	DP ID	CLIENT ID	BENEFICIARY NAME	TOTAL NO. OF SHARES

I/We have executed an off-market transaction for crediting the Shares to the special depository account as per the details below

☐ via a delivery instruction from my account with NSDL

☐ via an inter-depository delivery instruction from my account with CDSL

Depository Name	National Securities Depository Ltd. (NSDL)
DP Name	Kotak Mahindra Bank Limited
DP ID Number	IN303173
Depository Name	ABG Open Offer Escrow Account
Beneficiary Account Number	20001116
ISIN	INE892H01017
Market	Off-Market

Shareholders should ensure that the Shares are credited in the aforementioned account before the close of business hours on December 22, 2009.

---- **Tear along this line** ----

Acknowledgement Slip
Great Offshore Limited Open Offer

Received from Mr./Ms. __________ a Form of Acceptance cum Acknowledgement for __________ Shares along with:

☐ copy of depository instruction slip from DP ID __________ Client ID __________

☐ __________ Share certificate(s) __________ transfer deed(s) under folio number(s) __________ for accepting the Offer made by the Acquirer

Stamp of Collection Centre:		Signature of Official:		Date of Receipt:	

I/We note and understand that the Shares would lie in the Special Depository Account until the time the Acquirer dispatches the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

☐ SHARES IN PHYSICAL FORM

I/We, accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my/our Shares as detailed below:

Sr. No.	Ledger Folio No(s)	Certificate No(s)	Distinctive No(s)		No. of Shares
			From	To	
1.					
2.					
3.					
4.					
5.					

I/We note and understand that the Registrar to the Offer will hold the original share certificate(s) and valid share transfer deed in trust for me/us until the time the Acquirer dispatches the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

For all shareholders

I / We, confirm that our residential status for the purposes of tax is:

☐ Resident
☐ Non-resident

I / We, confirm that our status is:

☐ Individual
☐ Firm
☐ Company
☐ Trust
☐ Any other - please specify ____________________

Where the shares are held on Capital / investment account, I / we, confirm that the shares tendered by me/ us are on (select whichever is applicable):

☐ Long-term capital assets as defined under the Income Tax Act, 1961, purchased on ____________________
☐ Short-term capital assets under the Income Tax Act, 1961, purchased on ____________________

In case shares tendered comprise both long term capital assets and short term capital assets, then please provide a break up of the same.

Non Residents including NRIs/OCBs/FIIs/Foreign Shareholders

I / We, have enclosed the following documents:

☐ Self attested copy of PAN card
☐ Nil / lower withholding tax certificate from the Indian Income tax authorities u/s 195(3) or u/s 197 under the Income Tax Act, 1961
☐ Tax residency certificate if the shareholder intends to avail the beneficial provisions under a Tax Treaty
☐ Banker certificate certifying inward remittance
☐ SEBI Registration Certificate for FIIs

For Resident shareholders

I / We, have enclosed the following documents:

☐ Self attested copy of PAN card
☐ Nil / lower withholding tax certificate from the Indian Income tax authorities u/s 195(3) or u/s 197 under the Income Tax Act, 1961
☐ Self declaration form in Form 15G / Form 15H, if applicable
☐ Nil / lower withholding tax certificate from the Indian Income tax authorities (applicable only for interest payment, if any)
☐ For Mutual fund/Banks/Notified Institution under Section 194A(3)(iii)(f) of the Income Tax Act, 1961, copy of relevant Registration or notification (applicable only for interest payment, if any)

— — — — — — — — — — — — — — — — — **Tear along this line** — — — — — — — — — — — — — — — —

Note : All future correspondence, if any, should be addressed to Registrar to the Offer:

Karvy Computershare Private Limited

Plot No. 17-24, Vittalrao Nagar Madhapur, Hyderabad 500 081

Tel: 040-23431553 Fax 040-23431551

Email: murali@karvy.com

Contact Person: Murali Krishna

For NRIs/ OCBs/ FIIs/ Foreign Shareholders:

Foreign Institutional Investors enjoy exemption from tax deduction at source on capital gains under Section 196D(2) of the Income-tax Act, 1961 and hence no tax shall be deducted on amount payable to FIIs subject to receipt of an undertaking from them stating their residential status and that it does not have a permanent establishment in India, the amount received by them as a part of the Offer constitutes capital gains and does not constitute business income for them and that similar gains have been taxed as capital gains by the tax authorities in India in the past.

FIIs to confirm if the above is true ☐ Yes ☐ No

I/We have enclosed the following documents:

☐ No Objection Certificate / Tax Clearance Certificate from Income Tax Authorities.

☐ RBI approvals for acquiring Shares of Great Offshore Limited hereby tendered in the Offer.

☐ Others please specify _______________

I/We confirm that the equity shares of Great Offshore Limited, which are being tendered herewith by me/us under the Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirer to accept the Shares so offered which it may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirer to return to me/us, share certificate(s)/Shares in respect of which the Offer is not found valid/ not accepted without specifying the reasons thereof.

I/We authorize the Acquirer and the Registrar to the Offer and the Manager to the Offer to send by Registered Post/UCP as may be applicable at my/our risk, the draft/cheque/warrant, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/ first holder at the address mentioned below. In case I have tendered my Shares in dematerialized form, I authorize the Acquirer and the Registrar to the Offer and the Manager to the Offer to use my details regarding my address and bank account details as obtained from my depository participant for the purpose of mailing the aforementioned instruments.

I/We authorize the Acquirer to accept the Shares so offered or such lesser number of Shares that it may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirer to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirer is hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

BANK DETAILS

So as to avoid fraudulent encashment in transit, the shareholder(s) holding Shares in physical form should provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. For Shares that are tendered in demat form, the Bank account as obtained from the beneficiary position download to be provided by the depositories will be considered and the warrants will be issued with the said Bank particulars, and not any details provided herein.

Name of the Bank		**Branch**	
Account Number		**Savings/Current/(Others: please specify)**	

Yours faithfully,

Signed and Delivered

	Full Name(s) of the Shareholders	**Signature**
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Address of First/Sole Shareholder____

Place:

Date:

The details of the collection centres are as follows:

No.	Collection Centre	Address of Collection Centre	Contact Person	Phone No.	Fax	Mode of delivery
1.	Mumbai	Karvy Computershare. Pvt Ltd. 26-30, Fort Foundation Bldg, Maharashtra Chamber of Commerce Lane, Opp. MSC Bank, Fort, Mumbai – 400 023.	Ms. Nutan Shirke	022-66381747 and 22842666	022-66331135	Hand Delivery
2.	Mumbai	Karvy Computershare Pvt Ltd., 7,Andheri Industrial Estate, Off Veera Desai Rd, Andheri West, Mumbai 400 053	Ms. Neelambari	022-26730799	022-26730152	Hand Delivery
3.	New Delhi	Karvy Computershare Pvt Ltd., 105-108, Arunachal Bldg, 19, Barakhamba Road, New Delhi - 110 001.	Mr. Rakesh Kr Jamwal / Vinod Singh Negi	011-43509200	011-41036370	Hand Delivery
4.	Ahmedabad	Karvy Computershare Pvt Ltd., 201-203, Shail, Opp: Madhusudhan House, Behind Girish Cold Drinks Off. C G Road Ahmedabad-380 006.	Mr.Aditya Gupta/ Robert Joeboy	079-26400528	079-26565551	Hand Delivery
5.	Chennai	Karvy Computershare. Pvt Ltd., No. 33/1, Venkatraman Street, T.Nagar, Chennai - 600 017.	Mr. Gunashekhar	044 – 28151793/ 1794	044-28153181	Hand Delivery
6.	Kolkata	Karvy Computershare. Pvt Ltd., 49, Jatin Das Road, Nr.Deshpriya Park, Kolkata 700 029.	Mr. Sujit Kundu/ Mr. Debnath	033-24644891	033-24644866	Hand Delivery
7.	Bangalore	Karvy Computershare Pvt Ltd., No.59, Skanda, Putana Road, Basavanagudi, Bangalore 560 004	Mr. Kumaraswamy/ Ms. V. Sudha	080-26621192	080-26621169	Hand Delivery
8.	Hyderabad	Karvy Computershare Pvt Ltd., Plot No. 17-24, Vithalrao Nagar, Madhapur, Hyderabad 500 081.	Ms. Rinki Sareen	040-23420818-23	040-23431551	Hand Delivery/ Registered Post

Working Hours: Monday to Friday 11:00 AM to 3:00 PM and 11:00 A.M. to 1.00 P.M. on Saturday; The Centers will be closed on Sundays & Bank Holidays.

INSTRUCTIONS:

PLEASE NOTE THAT NO SHARES / FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRER OR TO THE MANAGER TO THE OFFER

(1) **All queries** pertaining to the Offer may be directed to the Registrar to the Offer.

(2) **Shareholders holding registered physical Shares** should submit the Form duly completed and signed in accordance, by the holders of the Shares, along with the original equity share certificate(s) and valid equity share transfer form(s) duly signed as per the specimen signatures lodged with the Target Company and duly witnessed at the appropriate place. Please do not fill in any other details in the transfer deed.

(3) **Shareholders holding Shares in dematerialised form** should submit the Form duly completed and signed in accordance with the instructions contained therein by all the beneficial holders of the Shares, as per the records of the Depository Participant ("DP").

(4) **In case of shares held in joint names,** names should be filled up in the same order in the Form and in the transfer deed(s) as the order in which they hold Shares in the Target Company, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer.

(5) **In case where the signature is subscribed by thumb impression,** the same shall be verified and attested by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.

(6) **Persons who own physical Shares (as on the Specified Date or otherwise) but are not the registered holders** of such Shares and who desire to accept the Offer, will have to communicate their acceptance in writing to the Registrar to the Offer together with the original contract note issued by the broker, the share certificate(s), the transfer deed(s) with the buyers details not filled in and other relevant documents. In case the share certificate(s) and transfer deed(s) are lodged with the Target Company/its transfer agents for transfer, then the Form shall be accompanied by the acknowledgment of lodgment with, or receipt by, the Target Company/its transfer agents, of the share certificate(s) and transfer deed(s). Persons under this clause should submit their acceptance and necessary documents by registered post or in person to the Registrar at their offices as mentioned above.

The sole/first holder may also mention particulars relating to savings/current account number and the name of the bank and branch with whom such account is held in the respective spaces allotted in the Form, to enable the Registrar to print the said details in the cheques after the name of the payee.

In order to avail Electronic Clearing Service ("ECS") for receipt of consideration, the attached ECS mandate form needs to be duly filled in and signed by the Sole/First Shareholder and submitted with the Form before the closure of the Offer.

(7) **Non-resident Shareholders** should enclose copy(ies) of permission received from Reserve Bank of India to acquire Shares held by them in the Target Company. OCBs (as defined under FEMA) are requested to seek a specific approval of the Reserve Bank of India for tendering their shares and a copy of such approval must be provided along with other requisite documents.

(8) **Non-resident Shareholders** are advised to refer to the clause on taxation in Section VIII of the Letter of Offer regarding important disclosures regarding the taxation of the consideration to be received by them.

(9) **NRIs, OCBs and foreign shareholders** are required to furnish Banker's Certificate certifying inward remittances of funds for acquisition of shares of Great Offshore.

(10) **In case of bodies corporate,** certified copies of appropriate authorization (including Board/shareholder resolutions, as applicable) authorizing the sale of Shares along with specimen signatures duly attested by a bank must be annexed. The common seal should also be affixed.

(11) **All the Shareholders** should provide all relevant documents which are necessary to ensure transferability of the Shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):

(a) Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.

(b) Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s).

(c) No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.

FORM OF WITHDRAWAL

Great Offshore Limited Open Offer

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

OPENS ON	**DECEMBER 3, 2009**
LAST DATE OF WITHDRAWAL	**DECEMBER 17, 2009**
OFFER CLOSES ON	**DECEMBER 22, 2009**

From :

Folio No./DP ID No./Client ID No.:

To

The Acquirer:
Eleventh Land Developers Private Limited – Great Offshore Limited Open Offer
C/ o Karvy Computershare Private Limited, Plot No 17 to 24, Vittalrao Nagar,
Madhapur, Hyderabad - 500 081

Dear Sir,

Sub: Open Offer to acquire 1,25,71,072 fully paid up equity shares of face value of Rs. 10/- each, representing 32.12% of the Diluted Share Capital of Great Offshore Limited ("Target Company") by Eleventh Land Developers Private Limited ("Acquirer") along with persons acting in concert ABG Shipyard Limited ("PAC") (at a price of Rs. 520/- per fully paid up equity share)

I / We refer to the Public Announcement dated June 23, 2009 and the Letter of Offer for acquiring the equity shares held by me/us in Great Offshore Limited.

I / We, the undersigned have read the aforementioned Public Announcement and the Letter of Offer and understood their contents including the terms and conditions as mentioned therein.

I / We hereby consent unconditionally and irrevocably to withdraw my / our Shares from the Offer and I / we further authorize the Acquirer to return to me / us, the tendered Share Certificate(s) / Share(s) at my / our sole risk.

I / We note that upon withdrawal of my / our Shares from the Offer, no claim or liability shall lie against the Acquirer/ Manager to the Offer / Registrar to the Offer.

I / We note that this Form of Withdrawal should reach the Registrar to the Offer on or before the last date of withdrawal i.e. December 17, 2009 before 4:30 p.m.

I / We note the Acquirer / Manager to the Offer / Registrar to the Offer shall not be liable for any postal delay / loss in transit of the Shares held in physical form and also for the non-receipt of Shares held in the dematerialized form in the DP account due to inaccurate / incomplete particulars/ instructions.

I / We also note and understand that the Acquirer will return the original share certificate(s), share transfer deed(s) / Shares in dematerialized form only on completion of verification of the documents, signatures and beneficiary position as available with the depositories from time to time.

I / We note that the Acquirer/Manager to the Offer/Registrar to the Offer shall not be liable for any postal delay / loss in transit of the shares held in physical form and also for non receipt of shares held in the dematerialised form in the DP account due to inaccurate/incomplete particulars/instructions.

The Particulars of tendered original share certificate(s) and duly signed transfer deed(s) are detailed below:

Sr. No.	Ledger Folio No(s)	Certificate No(s)	Distinctive No(s)		No. of Shares
			From	To	
1.					
2.					
3.					
4.					
5.					

— — — — — — — — — — — — — — — — **Tear along this line** — — — — — — — — — — — — — — — —

Acknowledgement Slip

Great Offshore Limited Open Offer

Received from Mr./Ms. ______________________________ residing at ______________________________
a Form of Withdrawal for ______________________________ Shares along with:

☐ copy of depository instruction slip from DP ID ____________________ Client ID ____________________

☐ copy of acknowledgement slip issued when depositing dematerialized Shares

☐ copy of acknowledgement slip issued when depositing physical Shares for withdrawing from the Offer made by the Acquirer

Stamp of Collection Centre:		Signature of Official:		Date of Receipt:	

I / We hold the following Shares in dematerialized form and had executed an off-market transaction for crediting the Shares to the “ABG Open Offer Escrow Account”. Please find enclosed a photocopy of the depository delivery instruction(s) duly acknowledged by DP. The particulars of the account from which my / our Shares have been tendered are as follows:

DP NAME	DP ID	CLIENT ID	BENEFICIARY NAME	TOTAL NO. OF SHARES

I / We note that the Shares will be credited back only to that depository account, from which the Shares have been tendered and necessary standing instructions have been issued in this regard.

I / We confirm that the particulars given above are true and correct.

In case of dematerialized Shares, I / we confirm that the signatures have been verified by the DP as per their records and the same have been duly attested.

Yours faithfully,

Signed and Delivered

	Full Name(s) of the Shareholders	Signature
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Address of First/Sole Shareholder____

Place:

Date:

INSTRUCTIONS

a. **Shareholders desirous of withdrawing their acceptances tendered in the Offer can do up to December 17, 2009, being Three (3) working days prior to the Closing of the Offer.**

b. The withdrawal option can be exercised by submitting the Form of Withdrawal, duly signed and completed along with the copy of the acknowledgment slip issued at the time of submission of the Form of Acceptance-cum-Acknowledgment.

c. **All queries** pertaining to the Offer may be directed to the Registrar to the Offer.

d. **In case of Shares held in joint names,** names should be filled up in the same order in the Form and in the transfer deed(s) as the order in which they hold Shares in the Target Company, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Counter Offer.

e. **In case where the signature is subscribed by thumb impression,** the same shall be verified and attested by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.

f. **In case of bodies corporate,** certified copies of appropriate authorization (including Board/shareholder resolutions, as applicable) authorizing the sale of Shares along with specimen signatures duly attested by a bank must be annexed. The common seal should also be affixed.

g. **All the Shareholders** should provide all relevant documents which are necessary to ensure transferability of the Shares in respect of which the withdrawal is being sent. Such documents may include (but not be limited to):

   (a) Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.

   (b) Duly attested power of attorney if any person apart from the shareholder has signed withdrawal form or transfer deed(s)

— — — — — — — — — — — — — — — — — **Tear along this line** — — — — — — — — — — — — — — — — —

Note : All future correspondence, if any, should be addressed to Registrar to the Offer:

Karvy Computershare Private Limited

Plot No. 17-24, Vittalrao Nagar Madhapur, Hyderabad 500 081

Tel: 040-23431553 Fax 040-23431551

Email: murali@karvy.com

Contact Person: Murali Krishna

MANDATE FORM

ELECTRONIC CLEARING SERVICE (CREDIT CLEARING)

Eleventh Land Developers Private Limited
5th Floor, Bhupati Chambers,
13, Mathew Road
Mumbai - 400004

Dear Sirs:

I am pleased to participate in the Electronic Clearing Services (ECS) introduced by Reserve Bank of India (RBI). The particulars of my Bank Account to which the payment of Offer consideration may be electronically credited are as follows:

1. Name of Sole/First Holder of shares --
2. Folio No. --
3. Name of the Bank --

   ----
4. Branch address of Bank to which consideration

   Amount to be credited --

   ----
5. 9-digit Code Number of the Bank and Branch appearing on the MICR cheque issued by your Bank. This is mentioned on the MICR band next to the cheque number.
   (Please attach blank “cancelled” cheque or a Xerox copy thereof).
6. Account Type (tick one) ☐ Savings ☐ Current ☐ Cash Credit
7. Ledger Folio of your Bank Account
   (If any, appearing on your cheque book) --
8. Account No. (as appearing on your cheque book) ---

I hereby declare that the particulars given above are correct and complete. If the payment of Offer consideration is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold the Company responsible.

Date: ---

Signature of Sole/First Holder

In case the shareholder is not in a position to give blank “cancelled” cheque or a Xerox copy thereof, a certificate of the shareholder’s Bank may be furnished as under:

Certificate of the Shareholder’s Bank

(To be submitted only if blank “cancelled” cheque or a Xerox copy thereof is not enclosed)

Certified that the particulars furnished above are correct as per our records.

Bank’s Stamp: --

Date: Signature of the Authorized Official of the Bank

SAP Print Solutions Pvt. Ltd., Ph.: 4074 1000