

General information about company	
Scrip code	542011
NSE Symbol	GRSE
MSEI Symbol	NOTLISTED
ISIN	INE382Z01011
Name of the entity	Garden Reach Shipbuilders & Engineers Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I																									
Annexure I to be submitted by listed entity on quarterly basis																									
I. Composition of Board of Directors																									
Disclosure of notes on composition of board of directors explanatory																									
Whether the listed entity has a Regular Chairperson							Yes																		
Whether Chairperson is related to MD or CEO							Yes	Disqualification of Directors under section 164 of the Companies Act, 2013																	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation	No of Independent Directorship in listed entities including this listed entity (Refer Regulation	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation	Notes for not providing PAN	Notes for not providing DIN

													Listing Regulations]	n					n 17A of Listing Regulations)	17A(1) of Listing Regulations		26(1) of Listing Regulations)			
1	Mr	HARI P R	ALW PP65 30B	0859 1411	Executive Director	Chair person	MD	31- 05- 1967	No				Act ive	NA		10- 06- 2022	10- 06- 2022		59	1	0	0	0		
2	Mr	RAMESH KUMAR DASH	ABRP D204 2D	0851 1344	Executive Director	Not Appli cable		02- 05- 1965	No				Act ive	NA		01- 07- 2020	01- 07- 2020		59	1	0	1	0		
3	Mr	SHANTANU BOSE	AACP B111 4C	0963 1817	Executive Director	Not Appli cable		10- 04- 1968	No				Act ive	NA		08- 06- 2022	08- 06- 2022		60	1	0	2	0		
4	Mr	RAJEEV PRAKASH	AIGP P948 2P	0859 0061	Non- Executive - Nominee Director	Not Appli cable		21- 10- 1969	No				Act ive	NA		23- 06- 2022	23- 06- 2022			1	0	0	0		
5	Mr	SANJAY DATTATRA YA PANSE	AAGP P089 7A	0272 5875	Non- Executive - Independ ent Director	Not Appli cable		23- 09- 1963	No				Act ive	NA		27- 12- 2021	27- 12- 2021		36	1	1	4	1		
6	Mr	SANJEEB MOHANTY	AMO PM9 386P	0955 9883	Non- Executive - Independ ent Director	Not Appli cable		19- 07- 1963	No				Act ive	NA		06- 04- 2022	06- 04- 2022		36	1	1	2	1		

<b>Audit Committee Details</b>								
Whether the Audit Committee has a Regular Chairperson						Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	02725875	SANJAY DATTATRAYA PANSE	Non-Executive - Independent Director	Chairperson	25-04-2022			
2	09559883	SANJEEB MOHANTY	Non-Executive - Independent Director	Member	25-04-2022			
3	09631817	SHANTANU BOSE	Executive Director	Member	20-06-2022			

<b>Nomination and remuneration committee</b>								
Whether the Nomination and remuneration committee has a Regular Chairperson						Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	09559883	SANJEEB MOHANTY	Non-Executive - Independent Director	Chairperson	25-04-2022			
2	02725875	SANJAY DATTATRAYA PANSE	Non-Executive - Independent Director	Member	25-04-2022			
3	08590061	RAJEEV PRAKASH	Non-Executive - Nominee Director	Member	30-06-2022			

<b>Stakeholders Relationship Committee</b>								
Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	09559883	SANJEEB MOHANTY	Non-Executive - Independent Director	Chairperson	25-04-2022			
2	08511344	RAMESH KUMAR DASH	Executive Director	Member	11-02-2022			
3	09631817	SHANTANU BOSE	Executive Director	Member	20-06-2022			

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08511344	RAMESH KUMAR DASH	Executive Director	Chairperson	20-06-2022		
2	09631817	SHANTANU BOSE	Executive Director	Member	20-06-2022		
3	02725875	SANJAY DATTATRAYA PANSE	Non-Executive - Independent Director	Member	11-02-2022		
4	99999999	SUBRATO GHOSH	Chief Risk Officer	Member	11-02-2022		Textual Information(1)
5	99999999	S GHOSE CHOUDHURY	Risk Coordinator	Member	11-02-2022		Textual Information(2)

Sr Text Block	
Textual Information(1)	DIN NOT APPLICABLE
Textual Information(2)	DIN NOT APPLICABLE

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09559883	SANJEEB MOHANTY	Non-Executive - Independent Director	Chairperson	06-06-2022		
2	08511344	RAMESH KUMAR DASH	Executive Director	Member	11-02-2022		
3	09631817	SHANTANU BOSE	Executive Director	Member	20-06-2022		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	10-11-2022				Yes	6	6	2
2		19-01-2023	69		Yes	6	5	2
3		10-02-2023	21		Yes	6	6	2
4		24-03-2023	41		Yes	6	6	2

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	10-11-2022				Yes	3	3	2	0
2	Audit Committee	18-01-2023	68			Yes	3	3	2	0
3	Audit Committee	09-02-2023	21			Yes	3	3	2	0
4	Nomination and remuneration committee	09-11-2022				Yes	3	3	2	0
5	Nomination and remuneration committee	18-01-2023	69			Yes	3	2	2	0

6	Nomination and remuneration committee	09-02-2023	21			Yes	3	3	2	0
7	Nomination and remuneration committee	22-03-2023	40			Yes	3	3	2	0
8	Stakeholders Relationship Committee	10-02-2023				Yes	3	3	1	0
9	Risk Management Committee	04-03-2023				Yes	3	3	1	2
10	Corporate Social Responsibility Committee	09-11-2022				Yes	3	3	1	0
11	Corporate Social Responsibility Committee	10-02-2023	92			Yes	3	3	1	0

#### Annexure 1

#### V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

#### Annexure 1

#### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b.	Yes

	Nomination & remuneration committee	
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

#### Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Sandeep Mahapatra
2	Designation	Company Secretary and Compliance Officer

#### Annexure II

##### Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

##### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.grse.in/ship-building/">https://www.grse.in/ship-building/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.grse.in/board-of-directors-and-committees/">https://www.grse.in/board-of-directors-and-committees/</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.grse.in/board-of-directors-and-committees/">https://www.grse.in/board-of-directors-and-committees/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.grse.in/policies/">https://www.grse.in/policies/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower	Yes		<a href="https://www.grse.in/policies/">https://www.grse.in/policies/</a>

	policy			
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.grse.in/board-of-directors-and-committees/">https://www.grse.in/board-of-directors-and-committees/</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.grse.in/policies/">https://www.grse.in/policies/</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.grse.in/policies/">https://www.grse.in/policies/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.grse.in/board-of-directors-and-committees/">https://www.grse.in/board-of-directors-and-committees/</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.grse.in/investor-grievance/">https://www.grse.in/investor-grievance/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.grse.in/investor-grievance/">https://www.grse.in/investor-grievance/</a>
12	Financial results	Yes		<a href="https://www.grse.in/financial-results/">https://www.grse.in/financial-results/</a>
13	Shareholding pattern	Yes		<a href="https://www.grse.in/shareholding-pattern-2/">https://www.grse.in/shareholding-pattern-2/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="https://www.grse.in/corporate-announcement/">https://www.grse.in/corporate-announcement/</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.grse.in/corporate-announcement/">https://www.grse.in/corporate-announcement/</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.grse.in/">https://www.grse.in/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://www.grse.in/policies/">https://www.grse.in/policies/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://www.grse.in/policies/">https://www.grse.in/policies/</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://www.grse.in/">https://www.grse.in/</a>



**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	No	The Company being a CPSE under the administrative control of Ministry of Defence, the Directors on the Board are appointed through Presidential Order. Further, appointment of three Independent Directors including one independent woman director are pending with Government of India and due to which the Company is not in the position to comply with the provisions of Board composition under Regulation 17(1).
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	No	Appointment of Directors in CPSEs are done by Public Enterprises Selection Board (PESB). Hence, there is no succession plan for Directors. However, there is a succession plan for Senior Management Personnel.
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	No	Ministry of Corporate Affairs vide its notification dated 5th June 2015 has exempted the Government Companies from similar provisions under the Companies Act, 2013, as the evaluation of Independent Directors are done by the administrative Ministry.
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	

15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	

34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	Sandeep Mahapatra
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

## Annexure II

1	Name of signatory	Sandeep Mahapatra
2	Designation	Company Secretary and Compliance Officer

### Additional Half yearly Disclosure

Applicability of disclosure	Applicable	
Reason for Non Applicability	Textual Information(1)	

### I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	

### (B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NIL	0	0
Promoter Group or any other entity controlled by them	NIL	0	0
Directors (including relatives) or any other entity controlled by them	NIL	0	0
KMPs or any other entity controlled by them	NIL	0	0

### (C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entitys	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months

Promoter or any other entity controlled by them	NIL	0	0
Promoter Group or any other entity controlled by them	NIL	0	0
Directors (including relatives) or any other entity controlled by them	NIL	0	0
KMPs or any other entity controlled by them	NIL	0	0

**(D) Additional Information**

Textual Information(2)

**II. Affirmations**

Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes	Textual Information(3)
Name	Ramesh Kumar Dash	
Designation	CFO	
Place	Kolkata	
Date	18-04-2023	

**Signatory Details**

Name of signatory	Sandeep Mahapatra
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	18-04-2023