

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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 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

Textual Information(1)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

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
1	Mr	HARI P R	ALWPP6530B	08591411	Executive Director	Chairperson	MD	31-05-1967
2	Mr	RAMESH KUMAR DASH	ABRPD2042D	08511344	Executive Director	Not Applicable		02-05-1965
3	Mr	SHANTANU BOSE	AACPB1114C	09631817	Executive Director	Not Applicable		10-04-1968
4	Mr	SUBRATO GHOSH	AAQPG9238E	10205285	Executive Director	Not Applicable		03-04-1965

5	Mr	RAJEEV PRAKASH	AIGPP9482P	08590061	Non-Executive - Nominee Director	Not Applicable		21-10-1969
6	Mr	SANJAY DATTATRAYA PANSE	AAGPP0897A	02725875	Non-Executive - Independent Director	Not Applicable		23-09-1963
7	Mr	SANJEEB MOHANTY	AMOPM9386P	09559883	Non-Executive - Independent Director	Not Applicable		19-07-1963

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	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 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	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 26(1) of	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
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										Listing Regulations)			
1	NA		10-06-2022	10-06-2022		59	1	0	0	0			
2	NA		01-07-2020	01-07-2020		59	1	0	1	0			
3	NA		08-06-2022	08-06-2022		60	1	0	1	0			
4	NA		20-06-2023	20-06-2023		22	1	0	1	0			
5	NA		23-06-2022	23-06-2022			2	0	0	0			
6	NA		27-12-2021	27-12-2021		36	1	1	5	2			
7	NA		06-04-2022	06-04-2022		36	1	1	2	1			

Text Block

Textual Information(1)

The Company being a CPSE, the Directors on its Board are appointed by the Government of India (GoI) through a Presidential Order. Due to pending appointments of adequate number of Independent Directors (IDs) including Women Independent Director by the GoI, the Company could not able to constitute the Board of Directors with half of Board as IDs including Independent Woman Director. Further, due to pending appointments, half of the Board was not constituted with Non-Executive Directors.

Audit Committee Details

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		

Nomination and remuneration committee							
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		

Stakeholders Relationship Committee							
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	10205285	SUBRATO GHOSH	Executive Director	Member	28-06-2023		

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	10205285	SUBRATO GHOSH	Executive Director	Member	28-06-2023		
5	99999999	SUNILKUMAR PANANGADAN	Chief Risk Officer	Member	23-06-2023		Textual Information(1)
6	99999999	MADHUMITA KHASNOBIS	Risk Coordinator	Member	17-04-2023		Textual Information(2)

							Independent Director)	
1	10-11-2023				Yes	7	6	2
2	20-12-2023		39		Yes	7	6	2
3	29-12-2023		8		Yes	7	7	2
4		22-01-2024	23		Yes	7	7	2
5		13-02-2024	21		Yes	7	7	2
6		22-03-2024	37		Yes	7	7	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	06-10-2023				Yes	3	3	2	0
2	Audit Committee	10-11-2023	34			Yes	3	2	2	0
3	Audit Committee	29-12-2023	48			Yes	3	3	2	0
4	Audit Committee	12-02-2024	44			Yes	3	3	2	0
5	Nomination and remuneration committee	10-11-2023				Yes	3	3	2	0
6	Nomination and remuneration committee	29-12-2023	48			Yes	3	3	2	0

7	Nomination and remuneration committee	12-02-2024	44			Yes	3	2	2	0
8	Nomination and remuneration committee	26-03-2024	42			Yes	3	3	2	0
9	Stakeholders Relationship Committee	12-02-2024				Yes	3	3	1	0
10	Risk Management Committee	05-02-2024				Yes	4	3	1	2
11	Corporate Social Responsibility Committee	09-11-2023				Yes	3	2	1	0
12	Corporate Social Responsibility Committee	12-02-2024	94			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. Nomination & remuneration committee	Yes
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 I

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		https://www.grse.in/ship-building/
2	Terms and conditions of appointment of independent directors	Yes		https://www.grse.in/board-of-directors-and-committees/
3	Composition of various committees of board of directors	Yes		https://www.grse.in/board-of-directors-and-committees/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.grse.in/policies/

5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.grse.in/policies/
6	Criteria of making payments to non-executive directors	Yes		https://www.grse.in/board-of-directors-and-committees/
7	Policy on dealing with related party transactions	Yes		https://www.grse.in/policies/
8	Policy for determining 'material' subsidiaries	Yes		https://www.grse.in/policies/
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.grse.in/board-of-directors-and-committees/
10	Email address for grievance redressal and other relevant details	Yes		https://www.grse.in/investor-grievance/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.grse.in/investor-grievance/
12	Financial results	Yes		https://www.grse.in/financial-results/
13	Shareholding pattern	Yes		https://grse.in/shareholding-pattern-2/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	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		https://grse.in/investor-presentations/
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://grse.in/investor-presentations/
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://grse.in/corporate-announcement/
18	Credit rating or revision in credit rating obtained	Yes		https://grse.in/shareholders-information/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		https://grse.in/corporate-announcement/
21	Materiality Policy as per Regulation 30 (4)	Yes		https://grse.in/policies/

22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://grse.in/corporate-announcement/
23	Disclosures under regulation 30(8)	Yes		https://grse.in/corporate-announcement/
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://grse.in/policies/
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://grse.in/annual-returns/
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://grse.in/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://grse.in/

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(1C), 17(1D) & 17(1E)	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	

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.
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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	

22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	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	Textual Information(1)
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Text Block		
Textual Information(1)	The Company have in place the Policy for Determining Material Subsidiaries but there is no subsidiary of the Company.	

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			
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(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			
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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	0	0	0

Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	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			
Entity	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	08-04-2024		

Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No

Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Sandeep Mahapatra
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	08-04-2024