

General information about company	
Scrip code	542011
NSE Symbol	GRSE
MSEI Symbol	
ISIN	INE382Z01011
Name of the entity	GARDEN REACH SHIPBUILDERS & ENGINEERS LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

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				
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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 Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	VIPIN KUMAR SAXENA	ASCPS 3317A	07696 782	Executive Director	Chairperson	MD	01-03-2017		60	1	0	0		
2	Mr	SARVJIT SINGH DOGRA	AAJPD 7377A	07052 300	Executive Director	Not Applicable		31-12-2014		60	1	1	0		
3	Mr	ASIT KUMAR NANDA	AAZPN 4761G	07506 042	Executive Director	Not Applicable		03-05-2016		41	1	1	0		
4	Mr	SANJEEV NAYYAR	AAFPPN 8086L	07973 950	Executive Director	Not Applicable		16-12-2017		48	1	1	0		

**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**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Director ship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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 Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	ASHWANI KUMAR MAHAJAN	ABIPM 3610R	07483 427	Non-Executive - Nominee Director	Not Applicable		02-04-2016			2	0	0		
6	Mr	BHARAT BHUSHAN	AAGPB 1094H	00262 278	Non-Executive - Independent Director	Not Applicable		15-09-2017		36	1	1	1		
7	Mrs	KANWALJI T DEOL	AADPD 6653K	03192 289	Non-Executive - Independent Director	Not Applicable		15-09-2017		36	1	1	0		
8	Mr	AJAI BHANDARI	ABNPB 8971B	00322 233	Non-Executive - Independent Director	Not Applicable		09-03-2018		36	1	0	0		

**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**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Director ship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	INDER PAUL SINGH BALI	AAMP B3142J	07912 223	Non-Executive - Independent Director	Not Applicable		09-03-2018		36	1	1	0		
10	Mr	BISWAPRIYA ROYCHOUDHURY	AEGPR 8434M	08200 896	Non-Executive - Independent Director	Not Applicable		15-08-2018		36	1	1	1		

**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	00262278	BHARAT BHUSHAN	Non-Executive - Independent Director	Chairperson	01-11-2017		
2	03192289	KANWALJIT DEOL	Non-Executive - Independent Director	Member	01-11-2017		
3	07912223	INDER PAUL SINGH BALI	Non-Executive - Independent Director	Member	01-11-2017		
4	07973950	SANJEEV NAYYAR	Executive Director	Member	01-11-2017		

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	03192289	KANWALJIT DEOL	Non-Executive - Independent Director	Chairperson	01-11-2017		
2	00262278	BHARAT BHUSHAN	Non-Executive - Independent Director	Member	01-11-2017		
3	00322233	AJAI BHANDARI	Non-Executive - Independent Director	Member	01-11-2017		

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	08200896	BISWAPRIYA ROYCHOUDHURY	Non-Executive - Independent Director	Chairperson	15-11-2018		
2	07052300	SARVJIT SINGH DOGRA	Executive Director	Member	14-11-2017		
3	07506042	ASIT KUMAR NANDA	Executive Director	Member	14-11-2017		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

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	03192289	KANWALJIT DEOL	Non-Executive - Independent Director	Chairperson	09-02-2018		
2	07973950	SANJEEV NAYYAR	Executive Director	Member	09-02-2018		

3	07506042	ASIT KUMAR NANDA	Executive Director	Member	09-02-2018		
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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
1	03-10-2018			
2	15-11-2018		42	
3		08-02-2019	84	
4		08-03-2019	27	
5		24-03-2019	15	

### Annexure 1

#### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	28-01-2019	Yes	4	14-11-2018	74		
2	Audit Committee	08-02-2019	Yes	4				The Previous Meeting of the Present Quarter was on 28-01-2019. Hence, the date of Meeting of the last Quarter is not relevant in this case.
3	Audit Committee	05-03-2019	Yes	4				The Previous Meeting of the Present Quarter was on 08-02-2019. Hence, the date of Meeting of the last

								Quarter is not relevant in this case.
4	Audit Committee	24-03-2019	Yes	4				The Previous Meeting of the Present Quarter was on 05-03-2019. Hence, the date of Meeting of the last Quarter is not relevant in this case.
5	Nomination and remuneration committee	29-01-2019	Yes	3	14-11-2018	75		
6	Corporate Social Responsibility Committee	07-02-2019	Yes	3	13-11-2018	85		

### 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	Yes
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 100 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="http://www.grse.in">http://www.grse.in</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://grse.in/index.php/investors-corner/board-of-directors-and-committees.html">http://grse.in/index.php/investors-corner/board-of-directors-and-committees.html</a>
3	Composition of various committees of board of directors	Yes		<a href="http://grse.in/index.php/investors-corner/board-of-directors-and-committees.html">http://grse.in/index.php/investors-corner/board-of-directors-and-committees.html</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://grse.in/index.php/investors-corner/policies.html">http://grse.in/index.php/investors-corner/policies.html</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://grse.in/index.php/investors-corner/policies.html">http://grse.in/index.php/investors-corner/policies.html</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://grse.in/index.php/investors-corner/board-of-directors-and-committees.html">http://grse.in/index.php/investors-corner/board-of-directors-and-committees.html</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://grse.in/index.php/investors-corner/policies.html">http://grse.in/index.php/investors-corner/policies.html</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://grse.in/index.php/investors-corner/policies.html">http://grse.in/index.php/investors-corner/policies.html</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://grse.in/index.php/investors-corner/board-of-directors-and-committees.html">http://grse.in/index.php/investors-corner/board-of-directors-and-committees.html</a>

## 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
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://grse.in/index.php/investors-corner/investor-grievance.html">http://grse.in/index.php/investors-corner/investor-grievance.html</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://grse.in/index.php/investors-corner/investor-grievance.html">http://grse.in/index.php/investors-corner/investor-grievance.html</a>
12	Financial results	Yes		<a href="http://grse.in/index.php/investors-corner/financial-results.html">http://grse.in/index.php/investors-corner/financial-results.html</a>
13	Shareholding pattern	Yes		<a href="http://grse.in/index.php/investors-corner/corporate-governance-reports-2.html">http://grse.in/index.php/investors-corner/corporate-governance-reports-2.html</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

## 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)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	No	Appointment of Directors in CPSEs/ PSUs 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
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	



9	Compliance Certificate	17(8)	NA	
10	Risk Assessment & Management	17(9)	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	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.
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
20	Approval for material related party transactions	23(4)	NA	

### 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.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	

25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	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

### Signatory Details

Name of signatory	SANDEEP MAHAPATRA
Designation of person	Company Secretary and Compliance Officer
Place	KOLKATA
Date	03-04-2019