

## 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	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not 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

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 special resolution passed? [Refer Reg. 17(1A) of Listing	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	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of	Number of memberships in Audit/ Stakeholder Committee(s) including this listed	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed	Notes for not providing PAN	Notes for not providing DIN
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									Regulations]						Listing Regulations)	Listing Regulations)	entity (Refer Regulation 26(1) of Listing Regulations)	entity (Refer Regulation 26(1) of Listing Regulations)		
1	Mr	VIPIN KUMAR SAXENA	ASCPS 3317A	07696782	Executive Director	Chairperson	MD	25-07-1962	NA		01-03-2017			60	1	0	0	0		
2	Mr	SARVJIT SINGH DOGRA	AAJPD 7377A	07052300	Executive Director	Not Applicable		13-06-1960	NA		31-12-2014			66	1	0	1	0		
3	Mr	SANJEEV NAYYAR	AAFNP 8086L	07973950	Executive Director	Not Applicable		10-12-1961	NA		16-12-2017			60	1	0	1	0		
4	Mr	HARI P R	ALWPP 6530B	08591411	Executive Director	Not Applicable		31-05-1967	NA		21-10-2019			60	1	0	1	0		
5	Mr	ASHWANI KUMAR MAHAJAN	ABIPM 3610R	07483427	Non-Executive - Nominee Director	Not Applicable		08-07-1963	NA		02-04-2016			2	1	1	0	0		
6	Mr	BHARAT BHUSHAN	AAGPB 1094H	00262278	Non-Executive - Independent Director	Not Applicable		04-09-1965	NA		15-09-2017			36	1	1	1	1		
7	Mrs	KANWALJIT DEOL	AADPD 6653K	03192289	Non-Executive - Independent Director	Not Applicable		21-10-1954	NA		15-09-2017			36	1	1	1	0		
8	Mr	AJAI BHANDARI	ABNPB 8971B	00322233	Non-Executive - Independent Director	Not Applicable		15-02-1954	NA		09-03-2018			36	1	1	0	0		
9	Mr	INDER PAUL SINGH BALI	AAMP B3142J	07912223	Non-Executive - Independent Director	Not Applicable		20-11-1959	NA		09-03-2018			36	1	1	1	0		
10	Mr	BISWAPRIYA ROYCHOUDHURY	AEGPR 8434M	08200896	Non-Executive - Independent Director	Not Applicable		31-12-1961	NA		15-08-2018			36	1	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	20-03-2018		
4	07973950	SANJEEV NAYYAR	Executive Director	Member	20-03-2018		

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	20-03-2018		

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	08591411	HARI P R	Executive Director	Member	21-10-2019		

<b>Risk Management Committee</b>							
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

<b>Corporate Social Responsibility Committee</b>							
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	08591411	HARI P R	Executive Director	Member	21-10-2019		

<b>Other Committee</b>							
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)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	31-10-2019				Yes	9	4
2	18-12-2019		47		Yes	10	5
3		01-02-2020	44		Yes	10	5
4		28-02-2020	26		Yes	9	4
5		19-03-2020	19		Yes	10	5

## 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)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	30-10-2019				Yes	3	2
2	Audit Committee	17-12-2019	47			Yes	4	3
3	Audit Committee	01-02-2020	45			Yes	4	3

4	Audit Committee	18-03-2020	45			Yes	4	3
5	Nomination and remuneration committee	17-12-2019				Yes	3	3
6	Nomination and remuneration committee	01-02-2020	45			Yes	3	3
7	Nomination and remuneration committee	17-03-2020	44			Yes	3	3
8	Corporate Social Responsibility Committee	30-10-2019				Yes	3	1
9	Corporate Social Responsibility Committee	17-03-2020	138			Yes	3	1
10	Stakeholders Relationship Committee	19-03-2020				Yes	3	1

## 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 500 listed entities)	NA
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>
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	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="http://grse.in/index.php/investors-corner/notices-and-corporate-announcements.html">http://grse.in/index.php/investors-corner/notices-and-corporate-announcements.html</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="http://grse.in/index.php/investors-corner/notices-and-corporate-announcements.html">http://grse.in/index.php/investors-corner/notices-and-corporate-announcements.html</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="http://www.grse.in">http://www.grse.in</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="http://grse.in/index.php/investors-corner/policies.html">http://grse.in/index.php/investors-corner/policies.html</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="http://www.grse.in">http://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)	Yes	
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/ 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.
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)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
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)	NA	
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

## Signatory Details

Name of signatory	SANDEEP MAHAPATRA
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	14-05-2020