

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L35111WB1934GOI007891

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACG9371K

(ii) (a) Name of the company

GARDEN REACH SHIPBUILDERS

(b) Registered office address

GRSE Bhavan 61, Garden Reach Road NA
Kolkata
Parganas South
West Bengal
700024

(c) *e-mail ID of the company

CO*****CO.IN

(d) *Telephone number with STD code

03*****01

(e) Website

www.grse.in

(iii) Date of Incorporation

26/02/1934

| (iv) | Type of the Company | Category of the Company | Sub-category of the Company |
|------|---------------------|---------------------------|-----------------------------|
| | Public Company | Company limited by shares | Union Government Company |

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

| S. No. | Stock Exchange Name | Code |
|--------|--|-------|
| | National Stock Exchange of India Limited | 1,024 |
| | BSE Limited | 1 |

(b) CIN of the Registrar and Transfer Agent

U74210DL1991PLC042569

Pre-fill

Name of the Registrar and Transfer Agent

ALANKIT ASSIGNMENTS LIMITED

Registered office address of the Registrar and Transfer Agents

205-208ANARKALI COMPLEX
JHANDEWALAN EXTENSION

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

20/09/2024

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

4

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity | % of turnover of the company |
|------|--------------------------|------------------------------------|------------------------|--|------------------------------|
| 1 | C | Manufacturing | C11 | Motor vehicles, trailers, semi trailers and other Transport Vehicles | 91.42 |
| 2 | C | Manufacturing | C12 | Repair & installation of machinery & equipment, motor vehicles | 2.59 |
| 3 | C | Manufacturing | C13 | Other manufacturing including jewellery, musical instruments, medical instruments, | 1.33 |
| 4 | F | Construction | F2 | Roads, railways, Utility projects | 4.66 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

0

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|---------------------|------------|---|------------------|
| 1 | | | | |

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of equity shares | 200,000,000 | 114,552,000 | 114,552,000 | 114,552,000 |
| Total amount of equity shares (in Rupees) | 2,000,000,000 | 1,145,520,000 | 1,145,520,000 | 1,145,520,000 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| | | | | |
| Number of equity shares | 200,000,000 | 114,552,000 | 114,552,000 | 114,552,000 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 2,000,000,000 | 1,145,520,000 | 1,145,520,000 | 1,145,520,000 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 0 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 0 | 0 | 0 | 0 |

Number of classes

0

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| | | | | |
| Number of preference shares | | | | |
| Nominal value per share (in rupees) | | | | |
| Total amount of preference shares (in rupees) | | | | |

(c) Unclassified share capital

| Particulars | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0 |

(d) Break-up of paid-up share capital

| Class of shares | Number of shares | | | Total nominal amount | Total Paid-up amount | Total premium |
|---|------------------|-------------|-----------|----------------------|----------------------|---------------|
| Equity shares | Physical | DEMAT | Total | | | |
| At the beginning of the year | 5 | 114,551,995 | 114552000 | 11,455,250, | 1,145,520, | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Pubic Issues | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 0 | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 | 0 | 0 |
| x. Others, specify <div></div> | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify <div></div> | | | | | | |
| At the end of the year | 5 | 114,551,995 | 114552000 | 11,455,250, | 1,145,520, | |
| | | | | | | |
| Preference shares | | | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | |
|---------------------------------|---|---|---|---|---|---|
| iii. Others, specify | | | | | | |
| | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | | | |
| | | | | | | |
| At the end of the year | 0 | 0 | 0 | 0 | 0 | |

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

| Class of shares | | (i) | (ii) | (iii) |
|------------------------------|----------------------|-----|------|-------|
| Before split / Consolidation | Number of shares | | | |
| | Face value per share | | | |
| After split / Consolidation | Number of shares | | | |
| | Face value per share | | | |

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *



Nil

[Details being provided in a CD/Digital Media]



Yes



No



Not Applicable

Separate sheet attached for details of transfers



Yes



No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

| | | | |
|---|----------------------|--|----------------------|
| Date of registration of transfer (Date Month Year) <input type="text"/> | | | |
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
| Ledger Folio of Transferor | | <input type="text"/> | |
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | <input type="text"/> | |
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

| | | | |
|---|----------------------|--|----------------------|
| Date of registration of transfer (Date Month Year) <input type="text"/> | | | |
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
| Ledger Folio of Transferor | | <input type="text"/> | |
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | <input type="text"/> | |
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

(iv) *Debtentures (Outstanding as at the end of financial year)

| Particulars | Number of units | Nominal value per unit | Total value |
|--------------------------------|-----------------|------------------------|-------------|
| Non-convertible debtentures | 0 | 0 | 0 |
| Partly convertible debtentures | 0 | 0 | 0 |
| Fully convertible debtentures | 0 | 0 | 0 |
| Total | | | 0 |

Details of debtentures

| Class of debtentures | Outstanding as at the beginning of the year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|--------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| Non-convertible debtentures | 0 | 0 | 0 | 0 |
| Partly convertible debtentures | 0 | 0 | 0 | 0 |
| Fully convertible debtentures | 0 | 0 | 0 | 0 |

(v) Securities (other than shares and debtentures)

0

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value | Paid up Value of each Unit | Total Paid up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| | | | | | |
| | | | | | |
| Total | | | | | |

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

35,926,423,000

(ii) Net worth of the Company

16,734,389,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 0 | 0 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |

| | | | | | |
|-----|---|------------|------|---|---|
| 2. | Government | | | | |
| | (i) Central Government | 85,341,240 | 74.5 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 0 | 0 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 85,341,240 | 74.5 | 0 | 0 |

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 15,016,655 | 13.11 | 0 | |
| | (ii) Non-resident Indian (NRI) | 959,323 | 0.84 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 16,067 | 0.01 | 0 | |

| | | | | | |
|-----|---|------------|------|---|---|
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 3,736,049 | 3.26 | 0 | |
| 7. | Mutual funds | 6,118,224 | 5.34 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 2,303,004 | 2.01 | 0 | |
| 10. | Others AIF,Clearing Member,Trust, | 1,061,438 | 0.93 | 0 | |
| | Total | 29,210,760 | 25.5 | 0 | 0 |

Total number of shareholders (other than promoters)

127,939

**Total number of shareholders (Promoters+Public/
Other than promoters)**

127,940

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

75

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|----------------------|--------------------------------|-----------------------|--------------------------|-----------------------|------------------|
| THE EMERGING MARK | CITIBANK N.A. CUSTODY SERVICES | | | 76,119 | 0.07 |
| EMERGING MARKETS (| CITIBANK N.A. CUSTODY SERVICES | | | 99,646 | 0.09 |
| WORLD EX U.S. TARGE | CITIBANK N.A. CUSTODY SERVICES | | | 6,204 | 0.01 |
| WORLD EX U.S. CORE I | CITIBANK N.A. CUSTODY SERVICES | | | 13,059 | 0.01 |
| SIIP INDIA OPPORTUN | CITIBANK N.A. CUSTODY SERVICES | | | 19,000 | 0.02 |
| MORGAN STANLEY AS | CITIBANK N.A. CUSTODY SERVICES | | | 33 | 0 |
| NORTHERN TRUST CO | CITIBANK N.A. CUSTODY SERVICES | | | 25,534 | 0.02 |
| EMERGING MARKETS S | CITIBANK N.A. CUSTODY SERVICES | | | 6,759 | 0.01 |
| EMERGING MARKETS T | CITIBANK N.A. CUSTODY SERVICES | | | 1,665 | 0 |
| WISDOMTREE EMERGI | CITIBANK N.A. CUSTODY SERVICES | | | 23,846 | 0.02 |
| WISDOM TREE ISSUER | CITIBANK N.A. CUSTODY SERVICES | | | 495 | 0 |
| ISHARES MSCI EM SMA | CITIBANK N.A. CUSTODY SERVICES | | | 12,210 | 0.01 |
| ISHARES CORE MSCI E | CITIBANK N.A. CUSTODY SERVICES | | | 99,383 | 0.09 |

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|----------------------|--------------------------------|-----------------------|--------------------------|-----------------------|------------------|
| ISHARES MSCI INDIA S | CITIBANK N.A. CUSTODY SERVICES | | | 69,890 | 0.06 |
| ISHARES CORE MSCI E | CITIBANK N.A. CUSTODY SERVICES | | | 211,674 | 0.18 |
| BOFA SECURITIES EUR | CITIBANK N.A. CUSTODY SERVICES | | | 14 | 0 |
| DIMENSIONAL EMERG | CITIBANK N.A. CUSTODY SERVICES | | | 9,504 | 0.01 |
| DIMENSIONAL WORL | CITIBANK N.A. CUSTODY SERVICES | | | 18,819 | 0.02 |
| EMERGING MARKETS I | CITIBANK N.A. CUSTODY SERVICES | | | 7,102 | 0.01 |
| NORTHERN TRUST CO | CITIBANK N.A. CUSTODY SERVICES | | | 788 | 0 |
| EMERGING MARKETS S | CITIBANK N.A. CUSTODY SERVICES | | | 501 | 0 |
| DIMENSIONAL EMERG | CITIBANK N.A. CUSTODY SERVICES | | | 24,610 | 0.02 |
| MERCER QIF FUND PL | CITIBANK N.A. CUSTODY SERVICES | | | 9,020 | 0.01 |
| DIMENSIONAL EMERG | CITIBANK N.A. CUSTODY SERVICES | | | 458 | 0 |
| AUSTRALIAN RETIREM | CITIBANK N.A. CUSTODY SERVICES | | | 62,904 | 0.05 |

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

| Details | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters | 1 | 1 |
| Members (other than promoters) | 60,637 | 127,939 |
| Debenture holders | 0 | 0 |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | Number of directors at the beginning of the year | | Number of directors at the end of the year | | Percentage of shares held by directors as at the end of year | |
|------------------------|--|---------------|--|---------------|--|---------------|
| | Executive | Non-executive | Executive | Non-executive | Executive | Non-executive |
| A. Promoter | 0 | 0 | 0 | 0 | 0 | 0 |
| B. Non-Promoter | 3 | 2 | 4 | 2 | 0 | 0 |
| (i) Non-Independent | 3 | 0 | 4 | 0 | 0 | 0 |

| | | | | | | |
|--|---|---|---|---|---|---|
| (ii) Independent | 0 | 2 | 0 | 2 | 0 | 0 |
| C. Nominee Directors representing | 0 | 1 | 0 | 1 | 0 | 0 |
| (i) Banks & FIs | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Investing institutions | 0 | 0 | 0 | 0 | 0 | 0 |
| (iii) Government | 0 | 1 | 0 | 1 | 0 | 0 |
| (iv) Small share holders | 0 | 0 | 0 | 0 | 0 | 0 |
| (v) Others | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 3 | 3 | 4 | 3 | 0 | 0 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

| Name | DIN/PAN | Designation | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|-----------------------|------------|--------------------|--------------------------------|---|
| Hari Rukminiamma Pa | 08591411 | Managing Director | 0 | |
| Ramesh Kumar Dash | 08511344 | Whole-time directo | 0 | |
| Shantanu Bose | 09631817 | Whole-time directo | 0 | |
| Subrato Ghosh | 10205285 | Whole-time directo | 200 | |
| Rajeev Prakash | 08590061 | Nominee director | 0 | |
| Sanjay Dattatraya Pan | 02725875 | Director | 0 | |
| Sanjeeb Mohanty | 09559883 | Director | 0 | |
| Ramesh Kumar Dash | ABRPD2042D | CFO | 0 | |
| Sandeep Mahapatra | AINPM4092M | Company Secretar | 0 | |

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

| Name | DIN/PAN | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|---------------|----------|--|---|---|
| Subrato Ghosh | 10205285 | Additional director | 20/06/2023 | Appointment |
| Subrato Ghosh | 10205285 | Whole-time director | 22/09/2023 | Change in designation |

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|------------------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| Annual General Meeting | 22/09/2023 | 103,547 | 65 | 74.51 |

B. BOARD MEETINGS

*Number of meetings held

9

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 24/05/2023 | 6 | 4 | 66.67 |
| 2 | 21/07/2023 | 7 | 7 | 100 |
| 3 | 11/08/2023 | 7 | 6 | 85.71 |
| 4 | 10/11/2023 | 7 | 6 | 85.71 |
| 5 | 20/12/2023 | 7 | 6 | 85.71 |
| 6 | 29/12/2023 | 7 | 7 | 100 |
| 7 | 22/01/2024 | 7 | 7 | 100 |
| 8 | 13/02/2024 | 7 | 7 | 100 |
| 9 | 26/03/2024 | 7 | 7 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

29

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|-----------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 1 | Audit Committee | 23/05/2023 | 3 | 3 | 100 |
| 2 | Audit Committee | 21/07/2023 | 3 | 3 | 100 |

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|-----------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 3 | Audit Committee | 11/08/2023 | 3 | 3 | 100 |
| 4 | Audit Committee | 06/10/2023 | 3 | 3 | 100 |
| 5 | Audit Committee | 10/11/2023 | 3 | 2 | 66.67 |
| 6 | Audit Committee | 29/12/2023 | 3 | 3 | 100 |
| 7 | Audit Committee | 13/02/2024 | 3 | 3 | 100 |
| 8 | HR, Nomination | 23/05/2023 | 3 | 2 | 66.67 |
| 9 | HR, Nomination | 21/07/2023 | 3 | 3 | 100 |
| 10 | HR, Nomination | 27/09/2023 | 3 | 3 | 100 |

D. *ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM held on |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|------------------------------|
| | | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | 20/09/2024 |
| | | | | | | | | (Y/N/NA) |
| | | | | | | | | |
| 1 | Hari Rukminia | 9 | 9 | 100 | 6 | 5 | 83.33 | Yes |
| 2 | Ramesh Kumar | 9 | 9 | 100 | 9 | 9 | 100 | Yes |
| 3 | Shantanu Bose | 9 | 7 | 77.78 | 18 | 15 | 83.33 | Yes |
| 4 | Subrato Ghosh | 8 | 8 | 100 | 9 | 8 | 88.89 | Yes |
| 5 | Rajeev Prakash | 9 | 6 | 66.67 | 7 | 5 | 71.43 | Yes |
| 6 | Sanjay Dattatraya | 9 | 9 | 100 | 25 | 25 | 100 | Yes |
| 7 | Sanjeeb Mohapatra | 9 | 9 | 100 | 21 | 21 | 100 | Yes |

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|------------------|-----------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1 | Hari Rukminiamma | Chairman & Mar | 5,850,000 | 0 | 0 | 1,798,000 | 7,648,000 |
| 2 | Ramesh Kumar Das | Whole-Time Dire | 3,423,000 | 0 | 0 | 1,518,000 | 4,941,000 |
| 3 | Shantanu Bose | Whole-Time Dire | 6,798,000 | 0 | 0 | 1,504,000 | 8,302,000 |
| 4 | Subrato Ghosh | Whole-Time Dire | 3,889,000 | 0 | 0 | 1,052,000 | 4,941,000 |
| | Total | | 19,960,000 | 0 | 0 | 5,872,000 | 25,832,000 |

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------------------|---------------|--------------|------------|-------------------------------|---------|-----------------|
| 1 | Ramesh Kumar Das | CFO | 0 | 0 | 0 | 0 | 0 |
| 2 | Sandeep Mahapatra | Company Secre | 2,996,000 | 0 | 0 | 619,000 | 3,615,000 |
| | Total | | 2,996,000 | 0 | 0 | 619,000 | 3,615,000 |

Number of other directors whose remuneration details to be entered

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|---------------------|------------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1 | Sanjay Dattatraya F | Independent Dire | 0 | 0 | 0 | 585,000 | 585,000 |
| 2 | Sanjeeb Mohanty | Independent Dire | 0 | 0 | 0 | 540,000 | 540,000 |
| | Total | | 0 | 0 | 0 | 1,125,000 | 1,125,000 |

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☐ Yes ☒ No

B. If No, give reasons/observations

During the year, in absence of requisite number of Independent Directors (IDs) on the Board of Directors (BoD) of Company, the Composition of BoD were not in conformity with provisions of the Companies Act. 2013. It is pertinent to note that the Company being a Central Government Company

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which penalised / punished | Details of penalty/ punishment | Details of appeal (if any) including present status |
|--|--|---------------|--|--------------------------------|---|
|--|--|---------------|--|--------------------------------|---|

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|--|--|--|--|--|--|
| | | | | | |
|--|--|--|--|--|--|

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which offence committed | Particulars of offence | Amount of compounding (in Rupees) |
|--|--|---------------|---|------------------------|-----------------------------------|
| | | | | | |

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow ☐ Associate ☒ Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

P R
HARI
Digitally signed
by P R HARI
Date: 2024.10.22
15:04:10 +05'30'

DIN of the director

0*5*1*1*

To be digitally signed by

SANDEEP
MAHAPAT
RA

Digitally signed by
SANDEEP
MAHAPATRA
Date: 2024.10.22
15:02:19 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

1*9*2

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Details of Foreign Institutional Investors - A
Committee Meetings - Annexure.pdf
MGT-8 FY 2023-24.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

GARDEN REACH SHIPBUILDERS & ENGINEERS LIMITED
Regd. Office: 61, Garden Reach Road, Kolkata – 700 024
CIN: L35111WB1934GOI007891

Annexure to VI (C)

VI. SHARE HOLDING PATTERN - PROMOTERS

C. DETAILS OF FOREIGN INSTITUTIONAL INVESTORS' (FIIS) HOLDING SHARES OF THE COMPANY

75

| Name of the FI | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|--|---|-----------------------|--------------------------|-----------------------|------------------|
| ISHARES CORE MSCI EMERGING MARKETS IMI INDEX ETF | CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098 | | | 7607 | 0.01 |
| CC&L Q EMERGING MARKETS EQUITY FUND LP | CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098 | | | 10055 | 0.01 |
| LEGAL & GENERAL EMERGING MARKETS EX CHINA SMALL CAP COLLECTIVE INVESTMENT TRUST FUND | CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098 | | | 7449 | 0.01 |
| PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO | HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063 | | | 56913 | 0.05 |
| CC&L Q EMERGING MARKETS EQUITY UCITS FUND, A SUB-FUND OF CONNOR, CLARK & LUNN UCITS ICAV | HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063 | | | 44305 | 0.04 |

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|---|---|-----------------------|--------------------------|-----------------------|------------------|
| AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS VALUE ETF | HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063 | | | 4895 | 0.00 |
| GALLUS AKTIEN EMERGING MARKETS AKTIV | HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063 | | | 52197 | 0.05 |
| CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM - NORTHERN TRUST INVESTMENTS, INC. | HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063 | | | 11911 | 0.01 |
| AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS SMALL CAP EQUITY ETF | HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063 | | | 572 | 0.00 |
| FUNDPARTNER SOLUTIONS (SUISSE) SATURICUM - AKTIEN - UND IMMOBILIENWERTSCHRIFTEN | HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063 | | | 1166 | 0.00 |
| CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM - AQR CAPITAL MANAGEMENT, LLC 1 | HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063 | | | 262795 | 0.23 |

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|--|--|-----------------------|--------------------------|-----------------------|------------------|
| SPDR PORTFOLIO MSCI GLOBAL STOCK MARKET ETF | HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063 | | | 1603 | 0.00 |
| SPDR PORTFOLIO EMERGING MARKETS ETF | HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063 | | | 32186 | 0.03 |
| SPDR S&P EMERGING MARKETS SMALL CAP ETF | HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063 | | | 24299 | 0.02 |
| STATE STREET GLOBAL SMALL CAP EQUITY EX-U.S. INDEX NON-LENDING SERIES FUND | HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063 | | | 73949 | 0.06 |
| STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND | HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063 | | | 6995 | 0.01 |
| STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX SECURITIES LENDING FUND | HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063 | | | 13525 | 0.01 |
| CITY OF NEW YORK GROUP TRUST | HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063 | | | 177647 | 0.16 |

| Name of the Fil | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|---|--|-----------------------|--------------------------|-----------------------|------------------|
| COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT | DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001 | | | 23773 | 0.02 |
| UPS GROUP TRUST | DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001 | | | 12162 | 0.01 |
| MEGA INTERNATIONAL COMMERCIAL BANK CO. LTD. IN ITS CAPACITY AS MASTER CUSTODIAN OF TAISHIN INDIA FUND | DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001 | | | 7000 | 0.01 |
| EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENSIONAL FUNDS II PUBLIC LIMITED COMPANY | DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001 | | | 8516 | 0.01 |
| SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY - SPDR MSCI EMERGING MARKETS SMALL CAP UCITS ETF | DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001 | | | 7988 | 0.01 |
| SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY - SPDR MSCI ACWI IMI UCITS ETF | 78, SIR JOHN ROGERSON'S QUAY DUBLIN 2, IRELAND 9999999999 | | | 1020 | 0.00 |
| THE REGENTS OF THE UNIVERSITY OF CALIFORNIA - STATE STREET GLOBAL ADVISORS | DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001 | | | 5928 | 0.01 |
| EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC | DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001 | | | 9753 | 0.01 |

| Name of the Fil | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|---|--|-----------------------|--------------------------|-----------------------|------------------|
| AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF | DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001 | | | 58941 | 0.05 |
| AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EQUITY FUND | DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001 | | | 5677 | 0.00 |
| BRIDGEWAY EMERGING MARKETS SMALL CAP FUND (MASTER), LTD | DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001 | | | 8862 | 0.01 |
| AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EMERGING MARKETS EQUITY ETF | DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001 | | | 1132 | 0.00 |
| BRIHAT ARKA CAPITAL LLC | 30966, PERIWINKLE DRIVE UNION CITY CALIFORNIA CA 94587 USA | | | 400 | 0.00 |
| UBS FUND MANAGEMENT (SWITZERLAND) AG ON BEHALF OF SIHL INSTITUTIONAL FUND - AKTIEN EMERGING MARKETS | STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001 | | | 44245 | 0.04 |
| CC&L Q EMERGING MARKETS EQUITY FUND | STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001 | | | 55182 | 0.05 |
| DFA INTERNATIONAL CORE EQUITY FUND | STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001 | | | 4020 | 0.00 |



| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|---|---|-----------------------|--------------------------|-----------------------|------------------|
| CC&L Q INTERNATIONAL SMALL CAP EQUITY FUND | STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 M.G. ROAD FORT, MUMBAI 400001 | | | 659 | 0.00 |
| CC&L Q GLOBAL SMALL CAP EQUITY FUND | STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 M.G. ROAD FORT, MUMBAI 400001 | | | 245 | 0.00 |
| ALASKA PERMANENT FUND | STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001 | | | 2619 | 0.00 |
| FLORIDA RETIREMENT SYSTEM - AQR CAPITAL MANAGEMENT, LLC | STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001 | | | 97013 | 0.08 |
| PREMIER INVESTMENT FUND LIMITED | C/O KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI, BLDG.NO.21, 6TH FLR ZONE IV, CUSTODY SERVS, INFINITY PARK GEN. AK VAIDYA MARG, MALAD E, MUMBAI 400097 | | | 482515 | 0.42 |
| MKT CAPITAL LP | C/O KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI, BLDG.NO.21, 6TH FLR ZONE IV, CUSTODY SERVS, INFINITY PARK GEN. AK VAIDYA MARG, MALAD E, MUMBAI 400097 | | | 650138 | 0.57 |
| COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT | JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, | | | 10483 | 0.01 |

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|--|--|-----------------------|--------------------------|-----------------------|------------------|
| | Western Express Highway, Goregaon E. 400063 | | | | |
| ABU DHABI INVESTMENT AUTHORITY - MONSOON | JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway, Goregaon E. 400063 | | | 123321 | 0.11 |
| STICHTING DEPOSITARY APG EMERGING MARKETS EQUITY POOL | JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway, Goregaon E. 400063 | | | 219861 | 0.19 |
| BVK PERSONALVORSORGE DES KANTONS ZURICH | JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway, Goregaon E. 400063 | | | 31898 | 0.03 |
| ABU DHABI INVESTMENT AUTHORITY - XENON | JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway, Goregaon E. 400063 | | | 73267 | 0.06 |
| EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B | JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway, Goregaon E. 400063 | | | 5009 | 0.00 |
| EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND | JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express | | | 116261 | 0.10 |

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|---|--|-----------------------|--------------------------|-----------------------|------------------|
| | Highway, Goregaon E. 400063 | | | | |
| EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND | JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway, Goregaon E. 400063 | | | 60740 | 0.05 |
| RADIANT GLOBAL FUND- CLASS B PARTICIPATING SHARES | ORBIS FINANCIAL CORPORATION LTD 4A OCUS TECHNOPOLIS GOLF CLUB ROAD, SECTOR-54 GURGAON 122002 | | | 127 | 0.00 |
| SOCIETE GENERALE - ODI | SBI-SG GLOBAL SECURITIES SERVICES PL JEEVAN SEVA EXTENSION BUILDING GROUND FLOOR S V ROAD SANTACRUZ WEST MUMBAI 400054 | | | 17988 | 0.02 |


सतीश महपात्र / Santosh Mahapatra
 कंपनी सचिव / Company Secretary
 गार्डन रीच शिपबिल्डर्स एंड इंजीनियर्स लि.
 Garden Reach Shipbuilders & Engineers Ltd.
 जीआरएसई भवन / GRSE Bhavan
 61, गार्डन रीच रोड / 61, Garden Reach Road
 कोलकाता / Kolkata-700024

GARDEN REACH SHIPBUILDERS & ENGINEERS LIMITED

Regd. Office: 61, Garden Reach Road, Kolkata – 700 024

CIN: L35111WB1934GOI007891

Annexure to IX (C)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

C. COMMITTEE MEETINGS

29

| S. No. | Type of Meeting | Date of Meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|---|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 11 | HR, Nomination and Remuneration Committee | 10/11/2023 | 3 | 3 | 100 |
| 12 | HR, Nomination and Remuneration Committee | 29/12/2023 | 3 | 3 | 100 |
| 13 | HR, Nomination and Remuneration Committee | 12/02/2024 | 3 | 2 | 66.67 |
| 14 | HR, Nomination and Remuneration Committee | 26/03/2024 | 3 | 3 | 100 |
| 15 | CSR & Sustainability Committee | 20/07/2023 | 3 | 3 | 100 |
| 16 | CSR & Sustainability Committee | 09/11/2023 | 3 | 2 | 66.67 |
| 17 | CSR & Sustainability Committee | 12/02/2024 | 3 | 3 | 100 |
| 18 | Stakeholder Relationship Committee | 12/02/2024 | 3 | 3 | 100 |
| 19 | Risk Management Committee | 11/08/2023 | 6 | 6 | 100 |
| 20 | Risk Management Committee | 05/02/2024 | 6 | 5 | 83.33 |
| 21 | Procurement Committee | 04/05/2023 | 4 | 4 | 100 |
| 22 | Procurement Committee | 24/05/2023 | 4 | 3 | 75 |
| 23 | Procurement Committee | 11/08/2023 | 4 | 4 | 100 |

| S. No. | Type of Meeting | Date of Meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|-----------------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 24 | Procurement Committee | 12/09/2023 | 4 | 3 | 75 |
| 25 | Procurement Committee | 06/10/2023 | 4 | 4 | 100 |
| 26 | Procurement Committee | 13/02/2024 | 4 | 4 | 100 |
| 27 | Legal Committee | 21/07/2023 | 3 | 3 | 100 |
| 28 | Legal Committee | 27/09/2023 | 3 | 3 | 100 |
| 29 | Legal Committee | 12/02/2024 | 3 | 3 | 100 |


 सैंदीप महपात्रा/Sandeep Mahapatra
 कंपनी सचिव/Company Secretary
 गार्डन रीच, शिपबिल्डर्स एंड इंजीनियर्स लि.
 Garden Reach Shipbuilders & Engineers Ltd.
 जीआरएसई भवन/GRSE Bhavan
 61, गार्डन रीच रोड/ 61, Garden Reach Road
 कोलकाता/Kolkata-700024

Form No. MGT-8

[Pursuant to section 92 (2) of the Companies Act, 2013 and Rule 11 (2) of Companies (Management and Administration) Rules, 2014]

I have examined the registers, records and books and papers of Garden Reach Shipbuilders & Engineers Limited (the Company) as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder for the financial year ended on 31st March, 2024. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made thereunder in respect of:
1. its status under the Act;
 2. maintenance of registers/ records & making entries therein within the time prescribed therefore;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Government, the Tribunal, Court or other authorities within/ beyond the prescribed time;
 4. calling/ convening / holding meetings of Board of Directors and its committees and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book / registers maintained for the purpose and the same have been signed;
 5. closure of Register of Members / Security holders, as the case may be and fixing of record date;
 6. the Company has not advanced any loans to its directors and / or persons or firms or companies referred in section 185 of the Act;
 7. the Company has not entered into any contracts / arrangements with related parties as specified in section 188 of the Companies Act, 2013;
 8. there was no issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities during the financial year

Contd....2



9. the Company, wherever necessary, has kept in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
10. the declaration/ payment of dividend was made as per the provisions of the Act and the rules framed thereunder; there was no requirement for transfer of unpaid/ unclaimed dividend/ other amounts to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
11. the Company has duly complied with the requirement of signing of audited financial statement as per the provisions of section 134 of the Act and Report of Directors is as per sub-sections (3), (4) and (5) thereof;
12. the Board was not being duly constituted due to non-availability of requisite number of Independent Directors including Woman Independent Director, as such appointment/ re-appointments/ filling up casual vacancies of the said directors are made by Govt. of India through Presidential order, are still pending at their end. However, the disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them is as per the provisions of the Act;
13. the appointment of auditors was as per the provisions of section 139 of the Act;
14. the Company was not required to obtain any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under any provisions of the Act;
15. the Company has not invited/ accepted / renewed / repaid deposits during the financial year;
16. the Company has no borrowings from its Directors, members, public, financial institutions, banks or others. The Company has availed working capital facilities from its bankers and the charges created / modified / satisfied in this respect were as per the provisions of the Act;
17. the Company has not made any loans or investments or given guarantees or provided securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;
18. the Company has not altered the provisions of the Memorandum and/ or Articles of Association of the Company.

Place: Kolkata
Date: 07 October, 2024



For Maheshwari R & Associates
Company Secretaries

Rashmi Maheshwari

Rashmi Maheshwari
(C.P. No.: 3309 of ICSI)

UDIN: F005126F001466157