



GARDEN REACH SHIPBUILDERS & ENGINEERS LIMITED

Registered and Corporate Office: GRSE Bhavan, 61, Garden Reach Road, Kolkata-700024

Ph: (033)-24698105-108, Fax: (033)-24698150

Website: www.grse.in Email: investor.grievance@grse.co.in

CIN: L35111WB1934GOI007891

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rule, 2014 as amended, and applicable circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

Dear Members,

Notice is hereby given pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 03/2022 dated May 05, 2022, issued by Ministry of Corporate Affairs ('MCA') (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to transact the special businesses as set out hereunder by passing Special Resolutions by way of Postal Ballot.

Members are requested to record their assent or dissent only by means of remote e-voting system provided by the Company.

SPECIAL BUSINESS:

Item No. 1 – Appointment of Shri Sanjay Dattatraya Panse (DIN: 02725875) as an Independent Director of the Company

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161, Schedule IV and all other applicable provisions of the Companies Act, 2013 (the 'Act') (including any statutory modifications or re-enactment thereof, for the time being in force) and the Rules made

thereunder, and Regulation 16(1)(b), 17(1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, as amended, and other applicable provisions of the Articles of Association of the Company, Shri Sanjay Dattatraya Panse (DIN: 02725875), who was appointed as an Additional Director (Part-Time Non-Official Director/ Independent Director) of the Company w.e.f. 27 Dec 2021 in terms of letter no.11(70)/2021/Misc/D(NS) dated 24 Dec 2021 issued by Ministry of Defence, Govt. of India, and hold office in terms of Section 161 of the Act and submitted a declaration that he meets the criteria of independence, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 3 (three) years effective from 27 Dec 2021 till 26 Dec 2024 or until further orders as per the said MoD letter, and shall not be liable to retire by rotation.”

Item No. 2 – Appointment of Shri Sanjeeb Mohanty (DIN: 09559883) as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, 161, Schedule IV and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) (including any statutory modifications or re-enactment thereof, for the time being in force) and the Rules made thereunder, and Regulation 16(1)(b), 17(1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, as amended, and other applicable provisions of the Articles of Association of the Company, Shri Sanjeeb Mohanty (DIN: 09559883), who was appointed as an Additional Director (Part-Time Non-Official Director/ Independent Director) of the Company w.e.f. 06 Apr 2022 in terms of letter no. 11(70)/2021/Misc/D(NS) dated 25 Mar 2022 issued by Ministry of Defence, Govt. of India, and hold office in terms of Section 161 of the Act and submitted a declaration that he meets the criteria of independence, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 3 (three) years effective from 06 Apr 2022 till 05 Apr 2025 or until further orders as per the said MoD letter, and shall not be liable to retire by rotation.”

Item No. 3 – Appointment of Smt. Darshana Singh (DIN: 09567496) as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, 161, Schedule IV and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) (including any statutory modifications or re-enactment thereof, for the time being in force) and the Rules made thereunder, and Regulation 16(1)(b), 17(1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, as amended, and other applicable provisions of the Articles of Association of the Company, Smt. Darshana Singh (DIN: 09567496), who was appointed as an Additional Director (Part-Time Non-Official Director/ Independent Director) of the Company w.e.f. 12 Apr 2022, in terms of letter no. 11(70)/2021/Misc/D(NS) dated 24 Dec 2021 issued by Ministry of Defence, Govt. of India, and hold office in terms of Section 161 of the Act and submitted a declaration that she meets the

criteria of independence, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 3 (three) years effective from 12 Apr 2022 till 11 Apr 2025 or until further orders as per the said MoD letter, and shall not be liable to retire by rotation.”

By Order of the Board
Garden Reach Shipbuilders & Engineers Limited

Sd/-
(Sandeep Mahapatra)

Company Secretary and Compliance Officer

Date: 12 May 2022

Place: Kolkata

Notes:

1. An explanatory statement pursuant to Section 102 and other applicable provisions of the Act and Secretarial Standard (SS-2), setting out the material facts relating to aforesaid resolutions and reasons thereof is appended herein below and forms part of this Notice of Postal Ballot.
2. The Postal Ballot is to be conducted as per the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars issued from time to time. Further, the circular dated 05 May 2022 conveyed the decision of MCA to allow companies to transact items through Postal Ballot in accordance with framework provided in the aforesaid circulars up to 31.12.2022.
3. In accordance with MCA circulars, the Company is sending this notice only by electronic mode to those Members whose names appear in the Register of Members/list of Beneficial Owners as received from Depositories/ M/s Alankit Assignments Limited, Registrar and Transfer Agent (‘RTA’) of the Company as on **Friday, 20 May 2022 (i.e. cut-off date)** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. In this regard, the physical copy of Notice of Postal Ballot will not be sent to the Members. Further, a person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
4. Additionally, in compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 Dec 2020 in relation to e-voting facility provided by listed entities, the company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The company has engaged the services of NSDL to provide remote e-voting facility to its Members. The Members can only vote through remote e-voting process.

5. The e-voting period commences on **Thursday, 26 May, 2022 (9.00 a.m.) and ends on Friday, 24 June, 2022 (5.00 p.m.)**. During this period, Members of the Company holding shares as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled thereafter. Once the vote on the resolution is cast by a Member, the same will not be allowed to be changed subsequently. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, the 20 May 2022. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.
6. Members are requested to read the instructions as stated in this Notice under the section *"Instructions relating to Voting through Electronic Means"*.
7. Only those Members whose names are appearing in the Register of Members/list of Beneficial Owners as on the cut-off date shall be eligible to cast their votes through Postal Ballot by remote e-voting. It is however, clarified that all Members of the company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
8. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the depository through their Depository Participant(s) and in respect of shares held in physical form by writing to M/s Alankit Assignments Limited, RTA of the Company at rt@alankit.com/ investor.grievance@grse.co.in, for receiving communication(s) in electronic form.
9. The Board of Directors of the Company has appointed Mr. A. K. Labh, Practising Company Secretary (FCS: 4848 / CP No.: 3238) of M/s. A. K. Labh & Co., Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
10. Members may please note that the Notice of Postal Ballot will also be available on the Company's website at www.grse.in, website of stock exchanges .i.e. BSE Limited and National Stock exchange of India Limited at www.bseindia.com, and www.nseindia.com respectively, and on the website of NSDL at <https://evoting.nsdl.com>.
11. Resolutions, if passed by the requisite majority through Postal Ballot, are deemed to have been passed as if they have been passed at a General Meeting of the Shareholders. Further, subject to receipt of requisite number of votes, the resolutions in this Notice shall be deemed to be passed on Friday, 24 Jun, 2022 i.e. last day of the e-voting period.

12. The Scrutinizer will submit his report to the Chairman & Managing Director of the Company (the "Chairman") or any other duly authorized person of the Company after completion of the scrutiny of the votes cast in the Postal Ballot process. The result of the Postal Ballot shall be declared by the Chairman or any other duly authorized person of the Company on or before Tuesday, 28 Jun, 2022 at the Registered Office of the Company by placing the same along with the Scrutinizer's Report on the website of the Company at www.grse.in. The voting results will be communicated to the stock exchanges where the shares of the Company are listed, Depositories, RTA and shall also be displayed on the website of NSDL i.e. <https://evoting.nsd.com>.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of sending of Postal Ballot Notice until the last date for receipt of votes by e-voting. Further, Members seeking to inspect such documents may also send an email to investor.grievance@grse.co.in from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID.
14. In case of any query or clarification, the Members of the Company may contact the Company Secretary and Compliance Officer of the Company at investor.grievance@grse.co.in.

Instructions relating to Voting through Electronic Means

In compliance with Regulation 44 of SEBI Listing Regulations and Sections 108, 110 and other applicable provisions of the Act, read with the related rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The detail instructions and the way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
5. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically and join AGM on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to evoting@grse.co.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in. Members may also write to the Company Secretary at the Company's email address investor.grievance@grse.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.grievance@grse.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.grievance@grse.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

Your Company being a Government Company, the Directors on the Board are appointed by the Government of India.

The Ministry of Defence, Government of India vide its letter No.11(70)/2021/Misc/D(NS) dated 24 Dec 2021 appointed Shri Sanjay Dattatraya Panse (DIN: 02725875) as an Additional Director (Part-Time Non-Official Director/ Independent Director) on the Board of the Company for a period of 3 years w.e.f. 27 Dec 2021 or till further orders, whichever is earlier.

Pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 (the 'Act') and Articles 195 & 196 of the Articles of Association of the Company, the Company appointed him as Additional Director to hold office upto the date of the next Annual General Meeting.

The Company has received a declaration of independence from Shri Sanjay Dattatraya Panse that he fulfils the conditions as set out in Section 149(6) read with Schedule IV of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and is eligible for appointment as Part-Time Non-Official Director (Independent Director). Shri Sanjay Dattatraya Panse is eligible for appointment as director in terms of provisions of Section 164 of the Act and has given his consent to act as director of the Company. He is also registered with Independent Directors' databank as maintained with the Institute of Corporate Affairs of India and has affirmed a declaration of such compliance under Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to the Board.

Pursuant to Section 160 of the Act, the Company has received a notice from Shri Sanjay Dattatraya Panse who proposed himself for directorship.

Further, Regulation 25 (2A) of the SEBI Listing Regulations provides that the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Thus, the Board accordingly recommends the passing of the resolution as proposed at Item No.1 of the Notice as Special Resolution.

Brief profile of Shri Sanjay Dattatraya Panse *inter-alia*, giving nature of expertise in specific functional areas and experience, skills and capabilities, Directorship in listed entities and other companies, Membership/ Chairmanship of Committees, shareholding in the Company and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Sanjay Dattatraya Panse, is in any way concerned or interested in the resolutions set out at Item No. 1 of this Notice.

Item No. 2

Your Company being a Government Company, the Directors on the Board are appointed by the Government of India.

The Ministry of Defence, Government of India vide its letter No.11(70)/2021/Misc/D(NS) dated 25 Mar 2022 appointed Shri Sanjeeb Mohanty (DIN: 09559883) as an Additional Director (Part-Time Non-Official Director/ Independent Director) on the Board of the Company for a period of 3 years w.e.f. 06 Apr 2022 or till further orders, whichever is earlier.

Pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 (the 'Act') and Articles 195 & 196 of the Articles of Association of the Company, the Company appointed him as Additional Director to hold office upto the date of the next Annual General Meeting.

The Company has received a declaration of independence from Shri Sanjeeb Mohanty that he fulfils the conditions as set out in Section 149(6) read with Schedule IV of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and is eligible for appointment as Part-Time Non-Official Director (Independent Director). Shri Sanjeeb Mohanty is eligible for appointment as director in terms of provisions of Section 164 of the Companies Act, 2013 and has given his consent to act as director of the Company. He is also registered with Independent Directors' databank as maintained with the Institute of Corporate Affairs of India and has affirmed a declaration of such compliance under Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to the Board.

Pursuant to Section 160 of the Act, the Company has received a notice from Shri Sanjeeb Mohanty who proposed himself for directorship.

Regulation 17 (1C) of the SEBI Listing Regulations provides that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the ensuing general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further, Regulation 25 (2A) of the SEBI Listing Regulations provides that the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Thus, the Board accordingly recommends the passing of the resolution as proposed at Item No.2 of the Notice as Special Resolution.

Brief resume of Shri Sanjeeb Mohanty *inter-alia*, giving nature of expertise in specific functional areas and experience, skills and capabilities, Directorship in listed entities and other companies, Membership/ Chairmanship of Committees, shareholding in the Company and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Sanjeeb Mohanty, is in any way concerned or interested in the resolutions set out at Item No. 2 of this Notice.

Item No. 3

Your Company being a Government Company, the Directors on the Board are appointed by the Government of India.

The Ministry of Defence, Government of India vide its letter No.11(70)/2021/Misc/D(NS) dated 24 Dec 2021 appointed Smt. Darshana Singh (DIN: 09567496) as an Additional Director (Part-Time Non-Official Director/ Independent Director) on the Board of the Company for a period of 3 years w.e.f. 12 Apr 2022 or till further orders, whichever is earlier.

Pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 (the 'Act') and Articles 195 & 196 of the Articles of Association of the Company, the Company appointed her as Additional Director to hold office upto the date of the next Annual General Meeting.

The Company has also received a declaration of independence from Smt. Darshana Singh that she fulfils the conditions as set out in Section 149(6) read with Schedule IV of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and is eligible for appointment as Part-Time Non-Official Director (Independent Director). Smt. Darshana Singh is eligible for appointment as director in terms of provisions of Section 164 of the Act and has also given her consent to act as director of the Company. She is also registered with Independent Directors' databank as maintained with the Institute of Corporate Affairs of India and has affirmed a declaration of such compliance under Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to the Board.

Pursuant to Section 160 of the Act, the Company has received a notice from Smt. Darshana Singh who proposed herself for directorship.

Regulation 17 (1C) of the SEBI Listing Regulations provides that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the ensuing general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further, Regulation 25 (2A) of the SEBI Listing Regulations provides that the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Thus, the Board accordingly recommends the passing of the resolution as proposed at Item No.3 of the Notice as Special Resolution.

Brief resume of Smt. Darshana Singh *inter-alia*, giving nature of expertise in specific functional areas and experience, skills and capabilities, Directorship in listed entities and other companies, Membership/ Chairmanship of Committees, shareholding in the Company and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Smt. Darshana Singh, is in any way concerned or interested in the resolutions set out at Item No. 3 of this Notice.

Additional information on Independent Directors being appointed as required under Regulation 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, is as under:

Shri Sanjay Dattatraya Panse (DIN: 02725875)	
Date of Birth	23 Sep 1963
Date of Appointment	27 Dec 2021
Qualifications	<ul style="list-style-type: none"> ▪ Fellow Member of the Institute of Chartered Accountant of India ▪ Bachelor of Commerce from University of Mumbai
Expertise in specific functional areas and Experience	<p>Shri Sanjay Dattatraya Panse is a Fellow Chartered Accountant and also the founder and Senior Partner of M/s S Panse & Co LLP, Chartered Accountants., Mumbai.</p> <p>He has experience of over 35 years, and a professional of repute having vast experience in the Financial and Capital Market. He has deep understanding of Accounting, Audit and functioning of Financial Markets Sector Participants, Audit, Quality Assurance Services, Due Diligence, Internal Audits, Advisory Services to the Mutual funds, Portfolio Managers, Banks, Insurance Companies and Other Intermediaries in Capital Market.</p> <p>He has served as Independent Director on the board of various companies.</p>
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>Being a Government Company, the Independent Directors were identified and shortlisted by the Government of India as per order issued by the Ministry of Defence, Govt. of India.</p> <p>Shri Sanjay Dattatraya Panse is Practicing Chartered Accountant with more than 35 years of professional experience.</p>
Listed entities in which the person also holds the directorship and the membership of Committees of the Board.	Garden Reach Shipbuilders & Engineers Limited
Resignation from the directorship of the listed companies in the past three years	He has not resigned in any listed Company in past three years.
Membership / Chairmanship of	<p><u>Garden Reach Shipbuilders & Engineers Limited</u></p> <ul style="list-style-type: none"> ▪ Audit Committee – Chairperson ▪ HR, Nomination & Remuneration Committee – Member

Committees across all listed companies	<ul style="list-style-type: none"> ▪ Risk Management Committee – Member ▪ Procurement Committee - Member
Directorship held in other unlisted companies	<ul style="list-style-type: none"> a) ECA Trading Services Limited (Independent Director) b) SBICAP Trustee Company Limited (Independent Director) c) Saraswat Infotech Private Limited (Independent Director)
Membership / Chairmanship of Committees of other unlisted Companies	<ul style="list-style-type: none"> a) Member of Audit Committee & Nomination and Remuneration Committee in ECA Trading Services Limited b) Member of Audit Committee in SBICAP Trustee Company Limited
Remuneration/ Sitting fee to be payable	The Company pays sitting fees of ₹20,000/- for attending each meeting of the Board of Directors and ₹15,000/- for attending each meeting of the Sub-Committees of the Board of Directors.
Terms and Conditions of Appointment	The Company being a Government Company under the administrative control of the Ministry of Defence, the power to appoint Independent Directors and the terms and conditions of such appointment, vests with the Government of India.
Number of meetings of the Board attended since the date of appointment	1
Relationship with other Directors / Key Managerial Personnel	NIL
Number of shares held in the Company (self and as a beneficial owner)	NIL

Shri Sanjeeb Mohanty (DIN: 09559883)	
Date of Birth	19 Jul 1963
Date of Appointment	06 Apr 2022
Qualifications	<ul style="list-style-type: none"> ▪ Bachelor of Arts from Utkal University, Bhubaneswar ▪ Bachelor of Laws from University Law College, Bhubaneswar
Expertise in specific functional areas and Experience	<p>Shri Sanjeeb Mohanty is a practicing advocate having more than 32 years of experience in the State of Odisha, India. His broader areas of practice are criminal and civil law. He regularly appears before High Court, District Courts/ Sessions Courts, and other forums.</p> <p>He has served as President of Odisha Cooperative Tassar and Silk Federation Limited (SERIFED), Govt. of Odisha from 2002-2008. He is a social activist from his college days.</p>

Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Being a Government Company, the Independent Directors were identified and shortlisted by the Government of India as per order issued by the Ministry of Defence, Govt. of India. Shri Sanjeeb Mohanty is a Practicing Advocate and a social worker.
Listed entities in which the person also holds the directorship and the membership of Committees of the Board.	Garden Reach Shipbuilders & Engineers Limited
Resignation from the directorship of the listed companies in the past three years	NA
Membership / Chairmanship of Committees across all listed companies	<u>Garden Reach Shipbuilders & Engineers Limited</u> <ul style="list-style-type: none"> ▪ Audit Committee – Member ▪ HR, Nomination & Remuneration Committee – Chairperson ▪ Stakeholder Relationship Committee – Chairperson ▪ Legal Committee - Chairperson
Directorship held in other unlisted companies	NIL
Membership / Chairmanship of Committees of other unlisted Companies	NIL
Remuneration/ Sitting fee to be payable	The Company pays sitting fees of ₹20,000/- for attending each meeting of the Board of Directors and ₹15,000/- for attending each meeting of the Sub-Committees of the Board of Directors.
Terms and Conditions of Appointment	The Company being a Government Company under the administrative control of the Ministry of Defence, the power to appoint Independent Directors and the terms and conditions of such appointment, vests with the Government of India.
Number of meetings of the Board attended since the date of appointment	NIL
Relationship with other Directors / Key Managerial Personnel	NIL
Number of shares held in the Company (self and as a beneficial owner)	NIL

Smt. Darshana Singh (DIN: 09567496)	
Date of Birth	10 Jul 1974
Date of Appointment	12 Apr 2022
Qualifications	<ul style="list-style-type: none"> ▪ Master of Arts in History from V B S Purvanchal University, Uttar Pradesh ▪ Post Graduate Diploma in Journalism from Allahabad University
Expertise in specific functional areas and Experience	<p>Smt. Darshana Singh, has completed her M.A. in History and Post Graduate Diploma in Journalism.</p> <p>She is a dedicated social worker</p>
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>Being a Government Company, the Independent Directors were identified and shortlisted by the Government of India as per order issued by the Ministry of Defence, Govt. of India.</p> <p>Smt. Darshana Singh is a dedicated social worker.</p>
Listed entities in which the person also holds the directorship and the membership of Committees of the Board	Garden Reach Shipbuilders & Engineers Limited
Resignation from the directorship of the listed companies in the past three years	NA
Membership / Chairmanship of Committees across all listed companies	<u>Garden Reach Shipbuilders & Engineers Limited</u> <ul style="list-style-type: none"> ▪ Audit Committee – Member ▪ HR, Nomination & Remuneration Committee – Member ▪ CSR & Sustainability Committee – Chairperson ▪ Legal Committee - Member
Directorship held in other unlisted companies	NIL
Membership / Chairmanship of Committees of other unlisted Companies	NIL
Remuneration/ Sitting fee to be payable	The Company pays sitting fees of ₹20,000/- for attending each meeting of the Board of Directors and ₹15,000/- for attending each meeting of the Sub-Committees of the Board of Directors.

Terms and Conditions of Appointment	The Company being a Government Company under the administrative control of the Ministry of Defence, the power to appoint Independent Directors and the terms and conditions of such appointment, vests with the Government of India.
Number of meetings of the Board attended since the date of appointment	NIL
Relationship with other Directors / Key Managerial Personnel	NIL
Number of shares held in the Company (self and as a beneficial owner)	NIL

By Order of the Board
Garden Reach Shipbuilders & Engineers Limited

Sd/-
(Sandeep Mahapatra)
Company Secretary and Compliance Officer

Date: 12 May, 2022

Place: Kolkata