



GARDEN REACH SHIPBUILDERS & ENGINEERS LIMITED

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

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CIN: L35111WB1934GOI007891

ADDENDUM TO THE NOTICE OF 105th ANNUAL GENERAL MEETING

With respect to the 105th Annual General Meeting (AGM) of **Garden Reach Shipbuilders & Engineers Limited** scheduled to be held on Friday, 10th September, 2021 at 1030 hours through Video Conference / Other Audio Visual Means, the Annual Report along with the Notice of AGM has been sent by email on 16 August 2021. Trust you are in receipt of the same.

Notice is hereby given to the Members of **Garden Reach Shipbuilders & Engineers Limited** that Shri Shri Surendra Prasad Yadav (DIN: 02267582) was appointed as the Part-Time Official Director (Government Nominee Director) on the Board of the Company by the President of India vide Ministry of Defence letter No. 8(32)/2019-D(Coord/DDP) dated 27 Jul 2020 and subsequently appointed as an Additional Director by the Board of Directors with effect from 14th September, 2020 to hold office until the date of this Annual General Meeting, in terms of Section 161 and other applicable provisions of the Companies Act, 2013. Accordingly, the candidature for appointment of Shri Surendra Prasad Yadav to the Office of Director will be taken in the ensuing 105th Annual General Meeting (AGM) of the Company.

The Company is providing facility to the Members of the Company to exercise their right to vote on resolutions by electronic means, as detailed in the Notice of the 105th AGM dated 26 July, 2021. To enable the members to exercise their voting rights by electronic means or at the AGM on an informed basis, the Company deems it appropriate to notify the addition of the Ordinary Resolution as Agenda Item No.6 to the Notice of the AGM and Addendum to the Explanatory Statement thereof.

This Addendum to the Notice of the AGM shall form an integral part of the Notice dated 26 July, 2021 circulated to the shareholders of the Company.

The Resolution for appointment of Shri Surendra Prasad Yadav to the Office of Director will be taken up for consideration of the Members of the Company in the 105th AGM as a part of Special Business in the form of an Ordinary Resolution, as set forth below:

Item No.6 - To appoint Shri Surendra Prasad Yadav (DIN: 02267582) as Government Nominee Director on the Board of the Company and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 152, 161 and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the Rules made thereunder, read with the Articles of Association of the Company, Shri Surendra Prasad Yadav (DIN: 02267582) who was appointed as Government Nominee

Director by the President of India vide Ministry of Defence letter No. 8(32)/2019-D(Coord/DDP) dated 27 Jul 2020 and subsequent appointment by the Board of Directors with effect from 14th September, 2020 to hold office until the date of this Annual General Meeting be and is hereby appointed as Part-Time Official Director (Government Nominee Director) on the terms, conditions and tenure as may be determined by the President of India from time to time.”

By Order of the Board
Garden Reach Shipbuilders & Engineers Limited

Sd/-
(Sandeep Mahapatra)
Company Secretary and Compliance Officer
Membership No. ACS 10992

Date: 30th August, 2021

Place: Kolkata

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') in respect of the above Special Business to be transacted at the Annual General Meeting(AGM) is annexed hereto.
2. All the processes, notes and instructions relating to remote e-voting and e-voting during the AGM set out in the Notice of the ensuing 105th AGM shall mutatis-mutandis apply to the Resolution proposed in this Addendum to the Notice.
3. This Addendum to the Notice of the 105th AGM is available along with the revised Notice of the 105th AGM on the website of the Company at www.grse.in and the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

ADDENDUM TO THE EXPLANATORY STATEMENT FOR THE ADDITION OF AGENDA ITEM NO.6 TO THE NOTICE OF THE AGM

Item No. (6)

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. 8(32)/2019-D(Coord/DDP) dated 27 Jul 2020 appointed Shri Surendra Prasad Yadav (DIN: 02267582) as Part-Time Official Director (Government Nominee Director) on the Board of the Company w.e.f. 14 September, 2020.

Pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 (the 'Act') and Articles 195, 196 & 197 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.

Brief resume of Shri Surendra Prasad Yadav, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

The Board accordingly recommends the passing of the resolution as proposed at Item No.6 of the Notice as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Surendra Prasad Yadav, is in any way concerned or interested in the resolutions set out at Item No. 6 of this Notice.

By Order of the Board
Garden Reach Shipbuilders & Engineers Limited

Sd/-
(Sandeep Mahapatra)
Company Secretary and Compliance Officer
Membership No. ACS 10992

Date: 30th August, 2021

Place: Kolkata

Annexure

Details of Directors Retiring by Rotation / Seeking Appointment / Re-Appointment at the 105th AGM

Name of Directors	Shri Surendra Prasad Yadav
Date of Birth	10 December 1968
Date of Appointment	14 September 2020
Qualifications	<ul style="list-style-type: none">▪ IFoS – 1996 batch West Bengal Cadre▪ M.Tech▪ B.Tech
Expertise in specific functional areas	He has worked in Department of Forest, Government of West Bengal, in different capacities i.e. Divisional Forest Officer and Chief Conservator of Forest. He also worked as Executive Director in West Bengal Industrial Development Corporation Limited for more than 7 years. Presently, he is working as Joint Secretary (Naval System) in Department of Defence Production, Ministry of Defence, Govt. of India.
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Directorship held in other companies	NIL
Membership / Chairmanship of Committees of other Companies as on 31 Mar 2021	NIL
Shareholding in the Company as on 31 Mar 2021	NIL

For other details such as number of meetings of the board attended during the year, remuneration drawn in respect of above directors, please refer to the corporate governance report which is a part of this Annual Report.