

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
Kolkata
Parganas South
West Bengal
700024

(c) *e-mail ID of the company

co.sec@grse.co.in

(d) *Telephone number with STD code

03324698105

(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 (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

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	95.03
2	C	Manufacturing	C12	Repair & installation of machinery & equipment, motor vehicles	1.33
3	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	0.9
4	F	Construction	F2	Roads, railways, Utility projects	2.74

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

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

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	125,000,000	114,552,000	114,552,000	114,552,000
Total amount of equity shares (in Rupees)	1,250,000,000	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	125,000,000	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)	1,250,000,000	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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	115	114,551,885	114552000	1,145,520,0	1,145,520,	
Increase during the year	0	110	110	0	0	0
i. Public 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	0	110	110	0	0	0
During the year, 110 Equity shares has been dema						
Decrease during the year	110	0	110	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	110	0	110	0	0	
During the year, 110 Equity shares has been dema						
At the end of the year	5	114,551,995	114552000	1,145,520,0	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				0	0	
<input type="text" value="NA"/>						
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				0	0	
<input type="text" value="NA"/>						
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)

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	<input type="text"/>
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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) *Debentures (Outstanding as at the end of financial year)

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

Details of debentures

Class of debentures	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 debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

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**

25,611,451,000

(ii) Net worth of the Company

14,138,175,000

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	12,038,748	10.51	0	
	(ii) Non-resident Indian (NRI)	1,310,136	1.14	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	11,885	0.01	0	

4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	3,061,336	2.67	0	
7.	Mutual funds	7,982,673	6.97	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,262,786	2.85	0	
10.	Others AIF, Clearing Members, Tru	1,543,196	1.35	0	
	Total	29,210,760	25.5	0	0

Total number of shareholders (other than promoters)

60,637

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

60,638

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

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
LOS ANGELES CITY EM	CITI BANK N.A. CUSTODY SERVICES			6,918	0.01
THE EMERGING MARK	CITI BANK N.A. CUSTODY SERVICES			32,522	0.03
EMERGING MARKETS (CITI BANK N.A. CUSTODY SERVICES			88,765	0.08
CITY OF LOS ANGELES	CITI BANK N.A. CUSTODY SERVICES			8,235	0.01
DIMENSIONAL EMERG	CITI BANK N.A. CUSTODY SERVICES			26,200	0.02
WORLD EX U.S. TARGE	CITI BANK N.A. CUSTODY SERVICES			6,204	0.01
WORLD EX U.S. CORE I	CITI BANK N.A. CUSTODY SERVICES			13,059	0.01
NORTHERN TRUST CO	CITI BANK N.A. CUSTODY SERVICES			28,373	0.02
EMERGING MARKETS S	CITI BANK N.A. CUSTODY SERVICES			6,759	0.01
ISHARES MSCI EM SMA	CITI BANK N.A. CUSTODY SERVICES			8,417	0.01
ISHARES CORE MSCI E	CITI BANK N.A. CUSTODY SERVICES			92,833	0.08
ISHARES MSCI INDIA S	CITI BANK N.A. CUSTODY SERVICES			34,117	0.03
INTERNATIONAL MON	CITI BANK N.A. CUSTODY SERVICES			3,503	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
GOLDMAN SACHS FUND	CITI BANK N.A. CUSTODY SERVICES			47,590	0.04
DIMENSIONAL WORLD	CITI BANK N.A. CUSTODY SERVICES			18,819	0.02
DIMENSIONAL EMERG	CITI BANK N.A. CUSTODY SERVICES			2,210	0
MERCER QIF FUND PL	CITI BANK N.A. CUSTODY SERVICES			21,342	0.02
INDIA CHALLENGER F	HDFC BANK LIMITED CUSTODY OF			5,600	0
BNS ASIA LIMITED	HSBC SECURITIES SERVICES, MUM			151	0
PUBLIC EMPLOYEES RI	HSBC SECURITIES SERVICES, MUM			83,542	0.07
CC&L Q EMERGING M	HSBC SECURITIES SERVICES, MUM			37,709	0.03
AMERICAN CENTURY F	HSBC SECURITIES SERVICES, MUM			4,895	0
GALLUS AKTIEN EMER	HSBC SECURITIES SERVICES, MUM			45,386	0.04
FUNDPARTNER SOLUT	HSBC SECURITIES SERVICES, MUM			6,667	0.01
CALIFORNIA STATE TE	HSBC SECURITIES SERVICES, MUM			261,874	0.23

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)	35,805	60,637
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	2	1	3	2	0	0
(i) Non-Independent	2	0	3	0	0	0

(ii) Independent	0	1	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	2	2	3	3	0	0

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

7

(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 Pad	08591411	Managing Director	0	
Ramesh Kumar Dash	08511344	Whole-time director	0	
Shantanu Bose	09631817	Whole-time director	0	
Rajeev Prakash	08590061	Nominee director	0	
Sanjay Dattatraya Pans	02725875	Director	0	
Sanjeeb Mohanty	09559883	Director	0	
Sandeep Mahapatra	AINPM4092M	Company Secretar	0	

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

13

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)
Sanjeeb Mohanty	09559883	Additional director	06/04/2022	Appointment
Darshana Singh	09567496	Additional director	12/04/2022	Appointment
Darshana Singh	09567496	Additional director	01/06/2022	Cessation
Shantanu Bose	09631817	Additional director	08/06/2022	Appointment
Hari Rukminiamma Pad	08591411	Whole-time director	10/06/2022	Cessation
Hari Rukminiamma Pad	08591411	Managing Director	10/06/2022	Appointment
Surendra Prasad Yadav	02267582	Nominee director	23/06/2022	Cessation
Rajeev Prakash	08590061	Additional director	23/06/2022	Appointment
Sanjay Dattatraya Pans	02725875	Director	24/06/2022	Change in designation
Sanjeeb Mohanty	09559883	Director	24/06/2022	Change in designation
Hari Rukminiamma Pad	08591411	Managing Director	29/08/2022	Change in designation
Shantanu Bose	09631817	Whole-time director	29/08/2022	Change in designation
Rajeev Prakash	08590061	Nominee director	29/08/2022	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	26/09/2022	40,296	73	74.83

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2022	6	5	83.33
2	26/07/2022	6	6	100
3	11/08/2022	6	5	83.33
4	10/11/2022	6	6	100
5	19/01/2023	6	5	83.33
6	10/02/2023	6	6	100
7	24/03/2023	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

22

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	23/05/2022	4	3	75
2	Audit Committee	11/08/2022	3	3	100
3	Audit Committee	10/11/2022	3	3	100
4	Audit Committee	18/01/2023	3	3	100
5	Audit Committee	09/02/2023	3	3	100
6	HR, Nominatio	24/05/2022	3	3	100
7	HR, Nominatio	26/07/2022	3	3	100
8	HR, Nominatio	09/11/2022	3	3	100
9	HR, Nominatio	18/01/2023	3	2	66.67
10	HR, Nominatio	09/02/2023	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	22/09/2023
								(Y/N/NA)
1	Hari Rukminia	7	7	100	7	6	85.71	Yes
2	Ramesh Kumar	7	7	100	11	11	100	Yes
3	Shantanu Bose	6	6	100	15	15	100	Yes
4	Rajeev Prakash	6	4	66.67	5	4	80	Yes
5	Sanjay Dattatraya	7	7	100	19	19	100	Yes
6	Sanjeeb Mohapatra	7	7	100	14	14	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	Whole-Time Director	4,619,000	0	0	762,000	5,381,000
2	Hari Rukminiamma	Chairman & Managing Director	1,162,000	0	0	304,000	1,466,000
3	Ramesh Kumar Das	Whole-Time Director	4,701,000	0	0	755,000	5,456,000
4	Shantanu Bose	Whole-Time Director	4,153,000	0	0	348,000	4,501,000
	Total		14,635,000	0	0	2,169,000	16,804,000

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Sandeep Mahapatra	Company Secretary	3,314,000	0	0	273,000	3,587,000
	Total		3,314,000	0	0	273,000	3,587,000

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Sanjay Dattatraya F	Independent Director	0	0	0	425,000	425,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Sanjeeb Mohanty	Independent Dir	0	0	0	350,000	350,000
3	Darshana Singh	Independent Dir	0	0	0	50,000	50,000
	Total		0	0	0	825,000	825,000

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 and Committees were not in conformity with provisions of the Companies Act. 2013. It is pertinent to note that the Company being a Central

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

(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

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

RASHMI MAHESHWARI

Whether associate or fellow

Associate Fellow

Certificate of practice number

3309

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:

- 1. 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.
- 2. 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 

DIN of the director

To be digitally signed by 

- Company Secretary
- Company secretary in practice

Membership number 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 Attachment(s), if any

List of attachments

Attach	GRSE_List of Shareholders as on 31 Mar ; Details of Foreign institutional investors An MGT-8_FY 2022-23.pdf Committee Meetings Annexure.pdf
Attach	
Attach	
Attach	

Remove attachment

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

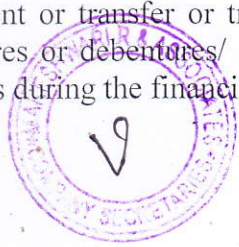
Form No. MGT-8

[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 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, 2023. 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

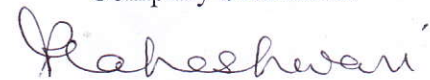
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9. the Company, wherever necessary, has kept in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
10. the declaration/ payment of dividend was made 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: 3rd October 2023

For Maheswari R & Associates
Company Secretaries



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

UDIN: F005126E001160381



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

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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	22/03/2023	3	3	100%
12	CSR & Sustainability Committee	09/11/2022	3	3	100%
13	CSR & Sustainability Committee	10/02/2023	3	3	100%
14	Stakeholder Relationship Committee	10/02/2023	3	3	100%
15	Risk Management Committee	07/09/2022	5	5	100%
16	Risk Management Committee	04/03/2023	5	5	100%
17	Procurement Committee	05/07/2022	4	4	100%
18	Procurement Committee	30/07/2022	4	4	100%
19	Procurement Committee	10/11/2022	4	4	100%
20	Procurement Committee	21/12/2022	4	4	100%
21	Procurement Committee	19/01/2023	4	4	100%
22	Procurement Committee	09/03/2023	4	4	100%

GARDEN REACH SHIPBUILDERS & ENGINEERS LIMITED
Regd. Office: 61, Garden Reach Road, Kolkata – 700 024
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Annexure to VI (C)

VI. SHARE HOLDING PATTERN - PROMOTERS

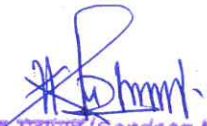
C. DETAILS OF FOREIGN INSTITUTIONAL INVESTORS' (FIIS) HOLDING SHARES OF THE COMPANY

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
STATE STREET GLOBAL SMALL CAP EQUITY EX-U.S. INDEX NON-LENDING SERIES FUND	HSBC SECURITIES SERVICES, MUMBAI			73,949	0.06
STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND	HSBC SECURITIES SERVICES, MUMBAI			6,995	0.01
STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX SECURITIES LENDING FUND	HSBC SECURITIES SERVICES, MUMBAI			17,226	0.02
CITY OF NEW YORK GROUP TRUST	HSBC SECURITIES SERVICES, MUMBAI			208889	0.18
ALASKA PERMANENT FUND	DEUTSCHE BANK AG DB HOUSE, MUMBAI			9387	0.01
COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT	DEUTSCHE BANK AG DB HOUSE, MUMBAI			11779	0.01
ABN AMRO FUNDS	DEUTSCHE BANK AG DB HOUSE, MUMBAI			5390	0.00
MEGA INTERNATIONAL COMMERCIAL BANK CO. LTD. IN ITS CAPACITY AS MASTER CUSTODIAN OF TAISHIN INDIA FUND	DEUTSCHE BANK AG DB HOUSE, MUMBAI			28000	0.02
SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY - SPDR MSCI EMERGING MARKETS SMALL CAP UCITS ETF	DEUTSCHE BANK AG DB HOUSE, MUMBAI			3873	0.00
FLORIDA RETIREMENT SYSTEM - AQR CAPITAL MANAGEMENT, LLC	DEUTSCHE BANK AG DB HOUSE, MUMBAI			93865	0.08
CC& L Q GLOBAL EQUITY FUND	DEUTSCHE BANK AG DB HOUSE, MUMBAI			5232	0.00

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
CC&L Q INTERNATIONAL EQUITY FUND	DEUTSCHE BANK AG DB HOUSE, MUMBAI			10213	0.01
CC & L Q GROUP GLOBAL EQUITY FUND	DEUTSCHE BANK AG DB HOUSE, MUMBAI			8791	0.01
SCOTIA DIVERSIFIED BALANCED FUND	DEUTSCHE BANK AG DB HOUSE, MUMBAI			87624	0.08
EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	DEUTSCHE BANK AG DB HOUSE, MUMBAI			9753	0.01
AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG DB HOUSE, MUMBAI			26723	0.02
AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EQUITY FUND	DEUTSCHE BANK AG DB HOUSE, MUMBAI			5677	0.00
AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG DB HOUSE, MUMBAI			1132	0.00
GOLDMAN SACHS INVESTMENTS (MAURITIUS) I LTD	STANDARD CHARTERED BANK Securities Services, FORT, MUMBAI 400001			8873	0.01
UBS FUND MANAGEMENT (SWITZERLAND) AG ON BEHALF OF SIHL INSTITUTIONAL FUND - AKTIEN EMERGING MARKETS	STANDARD CHARTERED BANK Securities Services, FORT, MUMBAI 400001			38510	0.03
CC&L Q EMERGING MARKETS EQUITY FUND	STANDARD CHARTERED BANK Securities Services, FORT, MUMBAI 400001			68539	0.06
DFA INTERNATIONAL CORE EQUITY FUND	STANDARD CHARTERED BANK Securities Services, FORT, MUMBAI 400001			4020	0.00
CC&L Q INTERNATIONAL SMALL CAP EQUITY FUND	STANDARD CHARTERED BANK Securities Services, FORT, MUMBAI 400001			3358	0.00
CC&L Q GLOBAL SMALL CAP EQUITY FUND	STANDARD CHARTERED BANK Securities Services, FORT, MUMBAI 400001			7010	0.01
PREMIER INVESTMENT FUND LIMITED	C/O KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI, BLDG.NO.21, MALAD E, MUMBAI 400097			447865	0.39
MKT CAPITAL LP	C/O KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI, BLDG.NO.21, MALAD E, MUMBAI 400097			650138	0.57

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
MILLINGTONIA CAPITAL INDIA OPPORTUNITY FUND	C/O KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI, BLDG.NO.21, MALAD E, MUMBAI 400097			14770	0.01
ABU DHABI INVESTMENT AUTHORITY - MONSOON	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY Goregaon E. 400063			62035	0.05
BVK PERSONALVORSORGE DES KANTONS ZURICH	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY Goregaon E. 400063			31898	0.03
EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY Goregaon E. 400063			5009	0.00
EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY Goregaon E. 400063			116261	0.10
EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY Goregaon E. 400063			70134	0.06
QUADRATURE CAPITAL VECTOR SP LIMITED	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY Goregaon E. 400063			6240	0.01
AQR EMERGING SMALL CAP EQUITY FUND, L.P.	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY Goregaon E. 400063			20488	0.02


 संदीप महापात्रा/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