

General information about company		
Scrip code	542011	
NSE Symbol	GRSE	
MSEI Symbol	NOTLISTED	
ISIN	INE382Z01011	
Name of the entity	Garden Reach Shipbuilders & Engineers Limited	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Yearly	
Date of Quarter Ending	31-03-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No	During the quarter and in terms of the provisions of Para A(1) of Part A of Schedule III of LODR, the Company do not holds any shares or voting rights of an unlisted company, aggregating to 5% or more.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No	In terms of the provisions of Para B(8) of Part A of Schedule III of LODR, as on 31 Mar 2025 there are no such Ongoing Tax Litigations or Disputes, outcome thereof which may have an impact on the listed entity.

Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	Yes	
Risk management committee	Applicable	
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	443	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		
Remarks for Exchange (not for Website Dissemination)		

Annexure I								
Annexure I to be submitted by listed entity on quarterly basis								
I. Composition of Board of Directors								
Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							Yes	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	HARI P R	ALWPP6530B	08591411	Executive Director	Chairperson	MD	31-05-1967
2	Mr	RAMESH KUMAR DASH	ABRPD2042D	08511344	Executive Director	Not Applicable		02-05-1965

3	Mr	SHANTANU BOSE	AACPB1114C	09631817	Executive Director	Not Applicable		10-04-1968
4	Mr	SUBRATO GHOSH	AAQPG9238E	10205285	Executive Director	Not Applicable		03-04-1965
5	Ms	GARIMA BHAGAT	AAMPB9874B	10881164	Non-Executive - Nominee Director	Not Applicable		28-01-1973
6	Mr	SANJEEB MOHANTY	AMOPM9386P	09559883	Non-Executive - Independent Director	Not Applicable		19-07-1963

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active

I. Composition of Board of Directors													
Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & reg. 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		10-06-2022			59	1	0	0	0			
2	NA		01-07-2020			59	1	0	1	0			
3	NA		08-06-2022			60	1	0	0	0			
4	NA		20-06-2023			22	1	0	1	0			
5	NA		23-12-2024				1	0	0	0			
6	NA		06-04-2022			36	1	1	1	1			

Text Block	
Textual Information(1)	The Company being a CPSE under the administrative control of Ministry of Defence, the Directors on the Board are appointed through Presidential Orders. As on 31 Mar 2025, the Company has only one Independent Director (ID), leaving it no proper composition of Board of Directors. The appointment of four Independent Directors, including one independent Woman Director, is currently pending with the Government of India.

## Annexure 1

### II. Composition of Committees

Disclosure of notes on composition of committees explanatory	Textual Information(1)
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### Annexure 1 Text Block

Textual Information(1)	<p>The Govt. of India (GoI) withdrew the nomination of Mr. Rajeev Prakash as Government Nominee Director (GND) w.e.f. 11 Dec 2024. Although a new GND was appointed effective from 23 Dec 2024, the number of Non-Executive Director (NED) / Independent Directors (IDs) on the Board was reduced to two in the interim. Subsequently, with the cessation of Mr. Sanjay Panse, ID, from 27 Dec 2024, the total number of IDs on the Board further reduced to one, thereby falling below the statutory requirement. As a result, the Company is currently unable to reconstitute the Audit Committee and Nomination and Remuneration Committee (NRC) in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. It may be noted that the Company had a duly constituted Audit Committee upto 26 Dec 2024, and the same has not been place since 27 Dec 2024. Similarly, the NRC with properly constituted upto 10 Dec 2024, and has not been place since 11 Dec 2024. The appointment of the requisite number of IDs is currently pending by the GoI.</p>
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### Audit Committee Details

Whether the Audit Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

### Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09559883	SANJEEB MOHANTY	Non-Executive - Independent Director	Chairperson	25-04-2022		
2	08511344	RAMESH KUMAR DASH	Executive Director	Member	11-02-2022		
3	10205285	SUBRATO GHOSH	Executive Director	Member	28-06-2023		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08511344	RAMESH KUMAR DASH	Executive Director	Chairperson	20-06-2022		
2	09559883	SANJEEB MOHANTY	Non-Executive - Independent Director	Member	27-12-2024		
3	09631817	SHANTANU BOSE	Executive Director	Member	20-06-2022		
4	10205285	SUBRATO GHOSH	Executive Director	Member	28-06-2023		
5	99999999	SUNILKUMAR PANANGADAN	Chief Risk Officer	Member	23-06-2023		Textual Information(1)
6	99999999	MADHUMITA KHASNOBIS	Risk Coordinator	Member	17-04-2023		Textual Information(2)

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09559883	SANJEEB MOHANTY	Non-Executive - Independent Director	Chairperson	06-06-2022		
2	09631817	SHANTANU BOSE	Executive Director	Member	20-06-2022		
3	10205285	SUBRATO GHOSH	Executive Director	Member	28-06-2023		

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr. No.	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	28-10-2024				Yes	7	6	2
2	13-11-2024		15		Yes	7	6	2
3	16-12-2024		32		Yes	6	6	2
4		03-02-2025	48		Yes	6	6	1
5		11-03-2025	35		Yes	6	5	1

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	27-10-2024				Yes	3	3	2	0
2	Audit Committee	13-11-2024	16			Yes	3	3	2	0
3	Nomination and remuneration committee	12-11-2024				Yes	3	2	2	0
4	Risk Management Committee	16-12-2024	33			Yes	4	4	1	2
5	Corporate Social Responsibility Committee	12-11-2024				Yes	3	3	1	1
6	Corporate Social Responsibility Committee	03-02-2025	82			Yes	3	3	1	1



Annexure 1										
IV. Meeting of Committees										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Stakeholders Relationship Committee	03-02-2025				Yes	3	3	1	0

Annexure 1		
V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes

5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Sandeep Mahapatra
2	Designation	Company Secretary and Compliance Officer

Text Block	
Textual Information(1)	The Company being a CPSE under the administrative control of Ministry of Defence, the Directors on the Board are appointed through Presidential Order. The appointment of four Independent Directors, including one independent Woman Director, is currently pending with the Government of India. Consequently, the Company is presently unable to comply with the provisions of Board composition under Regulation 17(1) of SEBI (Regulations), 2015.

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of LODR Regulation				
Sr				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
	As per regulation 46(2) of the LODR:			
1.1	Details of business	Yes		<a href="https://grse.in/ship-building/">https://grse.in/ship-building/</a> <a href="https://grse.in/ship-repairs/">https://grse.in/ship-repairs/</a> <a href="https://grse.in/engineering/">https://grse.in/engineering/</a> <a href="https://grse.in/engine/">https://grse.in/engine/</a>
1.2	Memorandum of Association and Articles of Association	Yes		<a href="https://grse.in/shareholders-information/GRSE_MoA_AoA.pdf">https://grse.in/shareholders-information/GRSE_MoA_AoA.pdf</a>
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		<a href="https://grse.in/board-of-directors-and-cvo/">https://grse.in/board-of-directors-and-cvo/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://grse.in/wp-content/uploads/2022/04/Terms-and-Conditions-of-Appt-of-Non-Executive-Directors.pdf">https://grse.in/wp-content/uploads/2022/04/Terms-and-Conditions-of-Appt-of-Non-Executive-Directors.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="https://grse.in/board-of-directors-and-committees/BoardofDirectorsanditsCommittees.pdf">https://grse.in/board-of-directors-and-committees/BoardofDirectorsanditsCommittees.pdf</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://grse.in/policies/Code_of_Conduct_and_Ethics%20_apr_2025.pdf">https://grse.in/policies/Code_of_Conduct_and_Ethics%20_apr_2025.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://grse.in/wp-content/uploads/2022/04/Whistle-Blower-Policy-1.pdf">https://grse.in/wp-content/uploads/2022/04/Whistle-Blower-Policy-1.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://grse.in/wp-content/uploads/2022/04/Terms-and-Conditions-of-Appt-of-Non-Executive-Directors.pdf">https://grse.in/wp-content/uploads/2022/04/Terms-and-Conditions-of-Appt-of-Non-Executive-Directors.pdf</a>

7	Policy on dealing with related party transactions	Yes		<a href="https://grse.in/policies/GRSE_Policy_for_Related_Party_Transactions.pdf">https://grse.in/policies/GRSE_Policy_for_Related_Party_Transactions.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://grse.in/wp-content/uploads/2022/04/Policy-for-Determining-Material-Subsidiaries-GRSE.pdf">https://grse.in/wp-content/uploads/2022/04/Policy-for-Determining-Material-Subsidiaries-GRSE.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://grse.in/board-of-directors-and-committees/Familiarisation_Programme_2023-24.pdf">https://grse.in/board-of-directors-and-committees/Familiarisation_Programme_2023-24.pdf</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="https://grse.in/investor-grievance/">https://grse.in/investor-grievance/</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://grse.in/investor-grievance/">https://grse.in/investor-grievance/</a>
12	Financial results	Yes		<a href="https://grse.in/financial-results/">https://grse.in/financial-results/</a>
13	Shareholding pattern	Yes		<a href="https://grse.in/shareholding-pattern-2/">https://grse.in/shareholding-pattern-2/</a>
14	Details of agreements entered into with the media companies and/or their associates	Yes		<a href="https://grse.in/corporate-announcement/">https://grse.in/corporate-announcement/</a>

<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of LODR Regulation</b>				
<b>Sr</b>				
	As per regulation 46(2) of the LODR:			
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed	Yes	<a href="https://grse.in/investor-presentations/">https://grse.in/investor-presentations/</a>	

	entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.		
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes	<a href="https://grse.in/investor-presentations/">https://grse.in/investor-presentations/</a>
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	<a href="https://grse.in/corporate-announcement/">https://grse.in/corporate-announcement/</a>
18	Credit rating or revision in credit rating obtained	Yes	<a href="https://grse.in/shareholders-information/">https://grse.in/shareholders-information/</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
20	Secretarial Compliance Report	Yes	<a href="https://grse.in/corporate-announcement/">https://grse.in/corporate-announcement/</a>
21	Materiality Policy as per Regulation 30 (4)	Yes	<a href="https://grse.in/policies/Policy_for_Determination_of_Materiality_of_Event_or_Information.pdf">https://grse.in/policies/Policy_for_Determination_of_Materiality_of_Event_or_Information.pdf</a>
22	Disclosure of contact details of KMP who are	Yes	<a href="https://grse.in/wp-content/uploads/2022/06/Authorisation-of-WTD-and-CS-for-determination-of-materiality-of-events.pdf">https://grse.in/wp-content/uploads/2022/06/Authorisation-of-WTD-and-CS-for-determination-of-materiality-of-events.pdf</a>

	authorized for the purpose of determining materiality as required under regulation 30(5)		
23	Disclosures under regulation 30(8)	Yes	<a href="https://grse.in/corporate-announcement/">https://grse.in/corporate-announcement/</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	<a href="https://grse.in/wp-content/uploads/2022/04/GRSE-Dividend-Distribution-Policy.pdf">https://grse.in/wp-content/uploads/2022/04/GRSE-Dividend-Distribution-Policy.pdf</a>
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes	<a href="https://grse.in/annual-returns/">https://grse.in/annual-returns/</a>
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA	
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	<a href="https://grse.in/disclosure-under-Regulation-46/">https://grse.in/disclosure-under-Regulation-46/</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	<a href="https://grse.in/disclosure-under-Regulation-46/">https://grse.in/disclosure-under-Regulation-46/</a>

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	No	The Company being a CPSE under the administrative control of Ministry of Defence, the Directors on the Board are appointed through Presidential Order. The appointment of four Independent Directors, including one independent Woman Director, is currently pending with the Government of India. Consequently, the Company is presently unable to comply with the provisions of Board composition under Regulation 17(1) of SEBI (Regulations), 2015.
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	No	The Company being CPSE, the appointment of Directors is carried out by the Public Enterprises Selection Board (PESB) and formalized through Presidential Orders. Accordingly, the Company does not have a succession plan for its Directors. However, a succession plan is maintained for Senior Management Personnel.
7	Code of Conduct	17(5)	Yes	

8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	No	Ministry of Corporate Affairs vide its notification dated 5th June 2015 has exempted the Government Companies from the requirement of performance evaluation of Directors under the Companies Act, 2013, as the evaluation of Independent Directors is undertaken by the respective administrative Ministry.
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	No	The Company being a CPSE under the administrative control of Ministry of Defence, the Directors on the Board are appointed through Presidential Order. Following the completion of tenure of Mr. Sanjay Panse, Independent Director, with effect from 27 Dec 2024, the number of IDs has been reduced to one, thereby falling below the statutory requirement. As a result, the Company is unable to reconstitute the Audit Committee in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. It may be noted that the Company had a duly constituted Audit Committee with a regular Chairperson upto 26 Dec 2024. However, there has been no Audit Committee in place since 27 Dec 2024. Further, the appointment of requisite number of IDs is pending with the Government of India.



16	Meeting of Audit Committee	18(2)	No	Since 27 Dec 2024, due to an insufficient number of IDs on the Board, the Company is unable to reconstitute the Audit Committee. Consequently, no Audit Committee Meeting have been held since that date. Prior to 27 Dec 2024, the Company conducted Audit Committee Meetings at a regular interval in compliance with the applicable regulations. The appointment of IDs is currently pending by the Government of India.
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	No	The Govt. of India withdrew the nomination of Mr. Rajeev Prakash as Government Nominee Director w.e.f. 11 Dec 2024. Consequently, the number of Non-Executive Director (NED) / Independent Directors (IDs) on the Board was reduced to two. Subsequently, with the cessation of Mr. Sanjay Panse, ID, from 27 Dec 2024, the total number of IDs on the Board further reduced to one, thereby falling below the statutory requirement. As a result, the Company is currently unable to reconstitute the Nomination and Remuneration Committee in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. It may be noted that the Company had a duly constituted Nomination and Remuneration Committee with a regular Chairperson upto 10 Dec 2024. However, there has been no Nomination and Remuneration in place since 11 Dec 2024. Further, the appointment of requisite number of IDs is currently pending with the Government of India.
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	No	Since 11 Dec 2024, due to an insufficient number of NED/ IDs on the Board, the Company is unable to reconstitute the Nomination and Remuneration Committee. Consequently, no Nomination and Remuneration Committee Meeting have been held since that date. Prior to 11 Dec 2024, the Company conducted Nomination and Remuneration Committee Meetings at a regular interval in compliance with the applicable regulations. The appointment of IDs is currently pending by the Government of India.

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	

42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	Sandeep Mahapatra
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	Textual Information(1)

Text Block		
Textual Information(1)	The Company have in place the Policy for Determining Material Subsidiaries but there is no subsidiary of the Company.	

Annexure II		
1	Name of signatory	Sandeep Mahapatra
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC. (applicable only for half-yearly filings)			
Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.			Textual Information(1)
I. Disclosure of Loans/ guarantees/comfort letters /securities etc. Refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	

KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	Nil	0	0
Promoter Group or any other entity controlled by them	Nil	0	0
Directors (including relatives) or any other entity controlled by them	Nil	0	0
KMPs or any other entity controlled by them	Nil	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	0	0
Promoter Group or any other entity controlled by them	Nil	0	0
Directors (including relatives) or any other entity controlled by them	Nil	0	0
KMPs or any other entity controlled by them	Nil	0	0
<b>(D) Additional Information</b>			Textual Information(2)
<b>II. Affirmations</b>			
Affirmations	Compliance Status		Company Remarks

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Ramesh Kumar Dash		
Designation	CFO		
Place	Kolkata		
Date	22-04-2025		

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Sandeep Mahapatra
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	23-04-2025

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	4
No. of investor complaints disposed off during the Quarter	4
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:					
Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	National Stock Exchange of India	NSE has imposed fine of Rs. 5,52,240 for non-compliance of Reg 17(1) and 18(1) of SEBI (LODR) Regulations, 2015 pertaining to the Composition of the Board including failure to appoint woman independent director	17-03-2025	During the quarter, NSE has imposed a fine for the quarter ended December 2024, for non-compliance with the requirement pertaining to composition of the Board including at least one-Woman Independent Director. The number of Independent Directors were less than the minimum required statutory limit in terms of the	At present, there is no immediate monetary impact on the financials of the Company. The Company has filed a detailed response to the Stock Exchange citing that the Company being CPSE under the administrative control of Ministry of Defence, Government of India, the Directors of the Company are



		and Constitution of an Audit Committee, respectively.		Regulation 17(1) of the SEBI (LODR) Regulations. Further, the Company did not have a Woman Independent Directors in its Board. Additionally, in accordance with the Regulation 18(1), every listed entity shall constitute a qualified and independent Audit Committee having minimum of 3 directors, two-thirds of whom shall be independent directors. However, the Company was unable to reconstitute the Audit Committee due to an inadequate number of Independent Directors on the Board.	appointed by the Government of India through Presidential Order. The action for appointment of Independent Directors including Independent Woman Director on to the Board of CPSEs is not in the hands of the Company and also beyond the control of the Company. Accordingly, GRSE should not be held liable to pay the fines and the same should be waived-off. It is pertinent to note that the Company has from time to time made requests to the administrative Ministry and has been regularly following up with the Government regarding appointment of requisite number of IDs (including Woman ID) on the Board. The response on the same is still awaited from the Government. However, the Company is pursuing the matter with the Government of India for early resolution.
2	BSE Limited	BSE has imposed fine of Rs. 5,52,240 for non-compliance of Reg 17(1) and 18(1) of SEBI (LODR) Regulations, 2015 pertaining to the Composition of the Board including failure to appoint woman independent director and constitution of an Audit Committee, respectively.	17-03-2025	During the quarter, BSE has imposed a fine for the quarter ended December 2024, for non-compliance with the requirement pertaining to composition of the Board including at least one-Woman Independent Director. The number of Independent Directors were less than the minimum required statutory limit in terms of the Regulation 17(1) of the SEBI (LODR) Regulations. Further, the Company did not have a Woman Independent Directors in its Board.	At present, there is no immediate monetary impact on the financials of the Company. The Company has filed a detailed response to the Stock Exchange citing that the Company being CPSE under the administrative control of Ministry of Defence, Government of India, the Directors of the Company are appointed by the Government of India through Presidential Order. The action for appointment of Independent Directors including

				<p>Additionally, in accordance with the Regulation 18(1), every listed entity shall constitute a qualified and independent Audit Committee having minimum of 3 directors, two-thirds of whom shall be independent directors. However, the Company was unable to reconstitute the Audit Committee due to an inadequate number of Independent Directors on the Board.</p>	<p>Independent Woman Director on to the Board of CPSEs is not in the hands of the Company and also beyond the control of the Company. Accordingly, GRSE should not be held liable to pay the fines and the same should be waived-off. It is pertinent to note that the Company has from time to time made requests to the administrative Ministry and has been regularly following up with the Government regarding appointment of requisite number of IDs (including Woman ID) on the Board. The response on the same is still awaited from the Government. However, the Company is pursuing the matter with the Government of India for early resolution.</p>
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