

| 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 | Quarterly |
| Date of Report | 31-12-2024 |
| Risk management committee | Applicable |
| Market Capitalisation as per immediate previous Financial Year | Top 500 listed entities |

| 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 | Mr | RAJEEV PRAKASH | AIGPP9482P | 08590061 | Non-Executive - Nominee Director | Not Applicable | | 21-10-1969 |
| 6 | Ms | GARIMA BHAGAT | AAMPB9874B | 10881164 | Non-Executive - Nominee Director | Not Applicable | | 28-01-1973 |
| 7 | Mr | SANJAY DATTATRAYA PANSE | AAGPP0897A | 02725875 | Non-Executive - Independent Director | Not Applicable | | 23-09-1963 |
| 8 | 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 |
| 7 | No | | | | Active |
| 8 | 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) & 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 | | 23-06-2022 | | 11-12-2024 | | 1 | 0 | 0 | 0 | Others | | |
| 6 | NA | | 23-12-2024 | | | | 1 | 0 | 0 | 0 | | | |
| 7 | NA | | 27-12-2021 | | 27-12-2024 | 36 | 1 | 1 | 5 | 0 | Tenure Completion | | |
| 8 | NA | | 06-04-2022 | | | 36 | 1 | 1 | 2 | 1 | | | |

| Text Block | |
|------------------------|---|
| Textual Information(1) | <p>The Company, a CPSE under the Ministry of Defence, Govt. of India, has Directors appointed through Presidential Order. On 10 Dec 2024, the Govt. nominated Dr. Garima Bhagat as Govt. Nominee Director on the Board, effective from 23 Dec 2024. Further, Mr. Sanjay Panses tenure as an ID ended on 27 Dec 2024.</p> <p>As on 31 Dec 2024, the Company has only one Independent Director (ID), leaving it no proper composition of Board. The appointment of four IDs, including one Woman ID, are pending with Govt.</p> |

Annexure 1**II. Composition of Committees**

| | |
|--|------------------------|
| Disclosure of notes on composition of committees explanatory | Textual Information(1) |
|--|------------------------|

Annexure 1 Text Block

Textual Information(1)

The Govt. of India withdrew the nomination of Mr. Rajeev Prakash as Government Nominee Director w.e.f. 11 Dec 2024. As a result, the NED / IDs on the Board reduced to two, preventing the reconstitution of the Nomination and Remuneration Committee, and leaving the Company without a Committee since that date. The Committee had a regular chairperson upto 10 Dec 2024. Mr. Sanjay Panse ceased to be an ID w.e.f. 27 Dec 2024, preventing the Company the reconstitution of Audit Committee. The Company has no Audit Committee since that date. The Committee had a regular Chairperson upto 26 Dec 2024.

Audit Committee Details

| Whether the Audit 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 | 02725875 | SANJAY DATTATRAYA PANSE | Non-Executive - Independent Director | Chairperson | 25-04-2022 | 27-12-2024 | |
| 2 | 09559883 | SANJEEB MOHANTY | Non-Executive - Independent Director | Member | 25-04-2022 | | |
| 3 | 09631817 | SHANTANU BOSE | Executive Director | Member | 20-06-2022 | | |

Nomination and remuneration committee

| Whether the Nomination and remuneration 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 | 02725875 | SANJAY DATTATRAYA PANSE | Non-Executive - Independent Director | Member | 25-04-2022 | 27-12-2024 | |
| 3 | 08590061 | RAJEEV PRAKASH | Non-Executive - Nominee Director | Member | 30-06-2022 | 11-12-2024 | |

| 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 | 02725875 | SANJAY DATTATRAYA PANSE | Non-Executive - Independent Director | Member | 11-02-2022 | 27-12-2024 | |
| 3 | 09559883 | SANJEEB MOHANTY | Non-Executive - Independent Director | Member | 27-12-2024 | | |
| 4 | 09631817 | SHANTANU BOSE | Executive Director | Member | 20-06-2022 | | |
| 5 | 10205285 | SUBRATO GHOSH | Executive Director | Member | 28-06-2023 | | |
| 6 | 99999999 | SUNILKUMAR PANANGADAN | Chief Risk Officer | Member | 23-06-2023 | | Textual Information(1) |
| 7 | 99999999 | MADHUMITA KHASNOBIS | Risk Coordinator | Member | 17-04-2023 | | Textual Information(2) |

| Sr Text Block | |
|------------------------|---------------------|
| Textual Information(1) | DIN Not Applicable. |
| Textual Information(2) | DIN Not Applicable. |

| 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 | | |

| Other Committee | | | | | | |
|-----------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

Annexure 1

Annexure 1

III. Meeting of Board of Directors

| Disclosure of notes on meeting of board of directors explanatory | | | | | | | | |
|--|---|--|---|------------------------------|--|---|---|---|
| Sr | 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 | 30-07-2024 | | | | Yes | 7 | 7 | 2 |
| 2 | 08-08-2024 | | 8 | | Yes | 7 | 6 | 2 |
| 3 | | 28-10-2024 | 80 | | Yes | 7 | 6 | 2 |
| 4 | | 13-11-2024 | 15 | | Yes | 7 | 6 | 2 |
| 5 | | 16-12-2024 | 32 | | Yes | 6 | 6 | 2 |

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 | 07-08-2024 | | | | Yes | 3 | 3 | 2 | 0 |
| 2 | Audit Committee | 27-10-2024 | 80 | | | Yes | 3 | 3 | 2 | 0 |
| 3 | Audit Committee | 13-11-2024 | 16 | | | Yes | 3 | 3 | 2 | 0 |
| 4 | Nomination and remuneration committee | 05-07-2024 | | | | Yes | 3 | 3 | 2 | 0 |
| 5 | Nomination and remuneration committee | 07-08-2024 | 32 | | | Yes | 3 | 3 | 2 | 0 |
| 6 | Nomination and remuneration committee | 12-11-2024 | 96 | | | Yes | 3 | 2 | 2 | 0 |

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 | Risk Management Committee | 07-08-2024 | | | | Yes | 4 | 4 | 1 | 2 |
| 8 | Corporate Social Responsibility Committee | 12-11-2024 | 96 | | | Yes | 3 | 3 | 1 | 1 |

Annexure 1

V. Related Party Transactions

| Sr | Subject | Compliance status (Yes/No/NA) | If status is “No” details of non-compliance may be given here. |
|----|--|-------------------------------|--|
| 1 | Whether prior approval of audit committee obtained | NA | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA | |

Annexure 1**VI. 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) | <p>The Govt. of India withdrew the nomination of Mr. Rajeev Prakash as Government Nominee Director w.e.f. 11 Dec 2024. As a result, the NED / IDs on the Board reduced to two, preventing the reconstitution of the Nomination and Remuneration Committee, and leaving the Company without a Committee since that date. The Committee had a regular chairperson upto 10 Dec 2024.</p> <p>Mr. Sanjay Panse ceased to be an ID w.e.f. 27 Dec 2024, preventing the Company the reconstitution of Audit Committee. The Company has no Audit Committee since that date. The Committee had a regular Chairperson upto 26 Dec 2024.</p> |
|------------------------|--|

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 | 09-01-2025 |