

**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	Half Yearly
Date of Report	30-09-2024
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	AACP B1114C	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	Mr	SANJAY DATTATRAYA PANSE	AAGPP0897A	02725875	Non-Executive - Independent Director	Not Applicable		23-09-1963
7	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

## 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	10-06-2022		59	1	0	0	0			
2	NA		01-07-2020	01-07-2020		59	1	0	1	0			
3	NA		08-06-2022	08-06-2022		60	1	0	1	0			
4	NA		20-06-2023	20-06-2023		22	1	0	1	0			
5	NA		23-06-2022	23-06-2022			2	0	0	0			
6	NA		27-12-2021	27-12-2021		36	1	1	5	1			
7	NA		06-04-2022	06-04-2022		36	1	1	2	1			

### Text Block

Textual Information(1)

The Company being a CPSE, the Directors on its Board are appointed by the Government of India (GoI) through a Presidential Order. Due to pending appointments of adequate number of Independent Directors (IDs) including Women Independent Director by the GoI, the Company was not able to constitute the Board of Directors with half of Board as IDs including Independent Woman Director. Further, due to pending appointments, half of the Board was not constituted with Non-Executive Directors.

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		
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		
3	08590061	RAJEEV PRAKASH	Non-Executive - Nominee Director	Member	30-06-2022		

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	09631817	SHANTANU BOSE	Executive Director	Member	20-06-2022		
3	02725875	SANJAY DATTATRAYA PANSE	Non-Executive - Independent Director	Member	11-02-2022		
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)

**Sr Text Block**

Textual Information(1)

DIN is not applicable

Textual Information(2)

DIN is 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
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**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	22-05-2024				Yes	7	6	2
2	07-06-2024		15		Yes	7	7	2
3		30-07-2024	52		Yes	7	7	2
4		08-08-2024	8		Yes	7	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	22-05-2024				Yes	3	3	2	0
2	Audit Committee	07-06-2024	15			Yes	3	3	2	0
3	Audit Committee	07-08-2024	60			Yes	3	3	2	0
4	Nomination and remuneration committee	07-06-2024				Yes	3	3	2	0
5	Nomination and remuneration committee	05-07-2024	27			Yes	3	3	2	0
6	Nomination and remuneration committee	07-08-2024	32			Yes	3	3	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	08-06-2024				Yes	3	3	1	0

**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	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
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

**Annexure 1**

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

**Annexure III****III. Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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**Annexure III**

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

<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(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	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	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

**(D) Additional Information**

Textual Information(2)

**II. Affirmations**

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	08-10-2024	

**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	08-10-2024