

**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	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Half Yearly
Date of Report	30-09-2021
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 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	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 Directors hip in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of membership 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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	VIPIN KUMAR SAXENA	ASCPS3317A	07696782	Executive Director	Chairperson	MD	25-07-1962	NA		01-03-2017	01-03-2017		60	1	0	0	0		
2	Mr	SANJEEV NAYYAR	AAFPN8086L	07973950	Executive Director	Not Applicable		10-12-1961	NA		16-12-2017	16-12-2017		49	1	0	0	0		
3	Mr	HARI P R	ALWPP6530B	08591411	Executive Director	Not Applicable		31-05-1967	NA		21-10-2019	21-10-2019		60	1	0	1	0		
4	Mr	RAMESH KUMAR DASH	ABRPD2042D	08511344	Executive Director	Not Applicable		02-05-1965	NA		01-07-2020	01-07-2020		59	1	0	1	0		

5	Mr	SURENDRA PRASAD YADAV	AAHPY 1054B	0226 7582	Non-Executive - Nominee Director	Not Applicable		10-12-1968	NA		14-09-2020	14-09-2020			1	0	0	0		
6	Mr	BISWAPRIYA ROYCHOU DHURY	AEGPR 8434M	0820 0896	Non-Executive - Independent Director	Not Applicable		31-12-1961	NA		15-08-2018	15-08-2018	15-08-2021	36	1	1	1	1		

### Text Block

Textual Information(1)

The Company being a Government of India Company under the administrative control of Ministry of India, the Directors on the Board are appointed through Presidential Order. As on 30 September 2021, present strength of Independent Director (including Women Independent Director) is 'Nil' in the Company and thus there is no proper composition of Board of Directors for the quarter and half year ended. Further, appointment of five Independent Directors including one Independent Woman Director are pending with Government of India.

### 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 Company being a Government of India Company, the Directors on the Board are appointed through Presidential Order. As on 30 September 2021, present strength of Independent Director (including women Independent Director) is 'Nil' in the Company since from 15 Aug 2021. Further, due to non-availability of adequate number of Independent Directors on the Board of the Company, the Company could not reconstitute the Audit Committee, HR, Nomination and Remuneration Committee, CSR & Sustainability Committee, Stakeholder Relationship Committee and Risk Management Committee. Thus, there is no aforesaid Committees for the quarter ended 30 September 2021.

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					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08200896	BISWAPRIYA ROYCHOUDHURY	Non-Executive - Independent Director	Chairperson	15-11-2018	15-08-2021	
2	08591411	HARI P R	Executive Director	Member	21-10-2019		
3	08511344	RAMESH KUMAR DASH	Executive Director	Member	01-07-2020		

Risk Management Committee							
Whether the Risk Management 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
1	07973950	SANJEEV NAYYAR	Executive Director	Chairperson	21-07-2020		
2	08591411	HARI P R	Executive Director	Member	21-07-2020		

3	08511344	RAMESH KUMAR DASH	Executive Director	Member	21-07-2020		
4	08200896	BISWAPRIYA ROYCHOUDHURY	Non-Executive - Independent Director	Member	21-07-2020	15-08-2021	
5	99999999	SUBRATO GHOSH	Member	Member	21-07-2020		
6	99999999	S GHOSE CHOUDHURY	Member	Member	21-07-2020		

### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility 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
1	08200896	BISWAPRIYA ROYCHOUDHURY	Non-Executive - Independent Director	Member	30-09-2020	15-08-2021	
2	07973950	SANJEEV NAYYAR	Executive Director	Member	09-02-2018		
3	08591411	HARI P R	Executive Director	Member	21-10-2019		

### 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)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*
1	17-05-2021				Yes	6	1
2		26-07-2021	69		Yes	6	1
3		13-08-2021	17		Yes	6	1

### Annexure 1

#### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								Textual Information(1)
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)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*
1	Corporate Social Responsibility Committee	04-08-2021				Yes	3	1
2	Stakeholders Relationship Committee	04-08-2021				Yes	3	1
3	Risk Management Committee	13-08-2021				Yes	4	1

### Text Block

Textual Information(1)

In the meeting of Risk Management Committee dated 13 Aug 2021, all six members of the Committee including four Directors have attended the meeting .

### 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	No

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 500 listed entities)	No
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 Government of India Company, the Directors on the Board are appointed through Presidential Order. As on 30 September 2021, present strength of Independent Director is 'Nil' in the Company since from 15 Aug 2021. Accordingly, there is no proper composition of the Board of Directors of the Company and also there is no Audit Committee, HR, Nomination and Remuneration Committee, CSR & Sustainability Committee, Stakeholder Relationship Committee and Risk Management Committee for the quarter and half year ended 30 September 2021, due to non-availability of adequate Independent Directors.
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### 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)	No	The position of Independent Directors in the Company have become 'Nil' since from 15 Aug 2021. The Company being a Government of India Company, the Directors on the Board are appointed through Presidential Order. Appointment of Independent Directors awaited from the Government. Accordingly, the required provision for presence of Chairperson of Audit Committee at the Annual General Meeting of the Company held on 10 Sep 2021 could not be complied with.
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No	The position of Independent Directors in the Company have become 'Nil' since from 15 Aug 2021. The Company being a Government of India Company, the Directors on the Board are appointed through Presidential Order. Appointment of Independent Directors awaited from the Government. Accordingly, the required provision for presence of Chairperson of HR, Nomination & Remuneration Committee at the Annual General Meeting of the Company held on 10 Sep 2021 could not be complied with.
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	No	The position of Independent Directors in the Company have become 'Nil' since from 15 Aug 2021. The Company being a Government of India Company, the Directors on the Board are appointed through Presidential Order. Appointment of Independent Directors awaited from the Government. Accordingly, the required provision for presence of Chairperson of Stakeholder Relationship Committee at the Annual General Meeting of the Company held on 10 Sep 2021 could not be complied with.
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

### Annexure III

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

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	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) 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			
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	07-10-2021		

### Signatory Details

Name of signatory	Sandeep Mahapatra
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	07-10-2021