

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	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
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)					
Wether 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 Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorships in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	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)	Notes for not providing PAN	Notes for not providing DIN

1	Mr	VIPIN KUMAR SAXENA	ASCPS 3317A	07696782	Executive Director	Chairperson	MD	25-07-1962	NA		01-03-2017	01-03-2017		60	1	0	0	0		
2	Mr	SANJEEV NAYYAR	AAFNP 8086L	07973950	Executive Director	Not Applicable		10-12-1961	NA		16-12-2017	16-12-2017		49	1	0	1	0		
3	Mr	HARI P R	ALWPP 6530B	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	ABRPD 2042D	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	02267582	Non-Executive - Nominee Director	Not Applicable		10-12-1968	NA		14-09-2020	14-09-2020			1	0	0	0		
6	Mr	INDER PAUL SINGH BALI	AAMP B3142J	07912223	Non-Executive - Independent Director	Not Applicable		20-11-1959	NA		09-03-2018	09-03-2018	09-03-2021	36	1	1	1	1		
7	Mr	BISWAPRIYA ROYCHOUDHURY	AEGPR 8434M	08200896	Non-Executive - Independent Director	Not Applicable		31-12-1961	NA		15-08-2018	15-08-2018		36	1	1	2	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 31 March 2021, there is only one Independent Director is available in the Company and thus there is no proper composition of Board of Directors for the quarter ended. Further, appointment of four 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 31 Mar 2021, there is only one Independent Director is available in the Company since from 09 Mar 2021. Accordingly, there is no Audit Committee and HR, Nomination and Remuneration Committee for the quarter ended 31 Mar 2021 due to non-availability of adequate Independent Directors. Further, the aforesaid Committees had regular chairperson upto 08 Mar 2021.

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	07912223	INDER PAUL SINGH BALI	Non-Executive - Independent Director	Chairperson	20-03-2018	09-03-2021	Textual Information(1)
2	08200896	BISWAPRIYA ROYCHOUDHURY	Non-Executive - Independent Director	Member	30-09-2020		
3	07973950	SANJEEV NAYYAR	Executive Director	Member	20-03-2018		

Sr Text Block

Textual Information(1)

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	07912223	INDER PAUL SINGH BALI	Non-Executive - Independent Director	Chairperson	21-07-2020	09-03-2021	
2	02267582	SURENDRA PRASAD YADAV	Non-Executive - Nominee Director	Member	30-09-2020		
3	08200896	BISWAPRIYA ROYCHOUDHURY	Non-Executive - Independent Director	Member	30-09-2020		

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	08200896	BISWAPRIYA ROYCHOUDHURY	Non-Executive - Independent Director	Chairperson	15-11-2018		
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						Yes	
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	99999999	SUBRATO GHOSH	Member	Member	21-07-2020		
5	99999999	S GHOSE CHOUDHURY	Member	Member	21-07-2020		

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	08200896	BISWAPRIYA ROYCHOUDHURY	Non-Executive - Independent Director	Chairperson	30-09-2020		
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

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*	No. of Independent Directors attending the meeting*
1	11-11-2020				Yes	7	2
2	27-11-2020		15		Yes	6	2
3		09-02-2021	73		Yes	7	2
4		04-03-2021	22		Yes	7	2

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*	No. of Independent Directors attending the meeting*
1	Audit Committee	10-11-2020				Yes	3	2
2	Audit Committee	08-02-2021	89			Yes	3	2
3	Nomination and remuneration committee	09-11-2020				Yes	3	2

4	Nomination and remuneration committee	08-02-2021				Yes	3	2
5	Nomination and remuneration committee	04-03-2021				Yes	3	2
6	Corporate Social Responsibility Committee	30-12-2020				Yes	2	1
7	Corporate Social Responsibility Committee	02-03-2021				Yes	3	1
8	Risk Management Committee	29-03-2021				Yes	3	0
9	Stakeholders Relationship Committee	04-03-2021				Yes	3	1

Text Block

Textual Information(1)	In the meeting of Risk Management Committee dated 29 Mar 2021, all five members of the Committee attended the meeting including three Directors.
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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 500 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 Government of India Company, the Directors on the Board are appointed through Presidential Order. As on 31 Mar 2021, there is only one Independent Director is available in the Company since from 09 Mar 2021. Accordingly, there is no Audit Committee and HR, Nomination and Remuneration Committee for the quarter ended 31 Mar 2021 due to non-availability of adequate Independent Directors.
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Annexure II

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 Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.grse.in
2	Terms and conditions of appointment of independent directors	Yes		http://grse.in/index.php/investors-corner/board-of-directors-and-committees.html
3	Composition of various committees of board of directors	Yes		http://grse.in/index.php/investors-corner/board-of-directors-and-committees.html
4	Code of conduct of board of directors and senior management personnel	Yes		http://grse.in/index.php/investors-corner/policies.html
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://grse.in/index.php/investors-corner/policies.html
6	Criteria of making payments to non-executive directors	Yes		http://grse.in/index.php/investors-corner/board-of-directors-and-committees.html
7	Policy on dealing with related party transactions	Yes		http://grse.in/index.php/investors-corner/policies.html
8	Policy for determining 'material' subsidiaries	Yes		http://grse.in/index.php/investors-corner/policies.html
9	Details of familiarization programmes imparted to independent directors	Yes		http://grse.in/index.php/investors-corner/board-of-directors-and-committees.html
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://grse.in/index.php/investors-corner/investor-grievance.html
11	email address for grievance redressal and other relevant details	Yes		http://grse.in/index.php/investors-corner/investor-grievance.html
12	Financial results	Yes		http://grse.in/index.php/investors-corner/financial-results.html

13	Shareholding pattern	Yes		http://grse.in/index.php/investors-corner/corporate-governance-reports-2.html
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		http://grse.in/index.php/investors-corner/notices-and-corporate-announcements.html
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		http://grse.in/index.php/investors-corner/notices-and-corporate-announcements.html
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://www.grse.in
21	Materiality Policy as per Regulation 30	Yes		http://grse.in/index.php/investors-corner/policies.html
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		http://grse.in/index.php/investors-corner/policies.html
23	It is certified that these contents on the website of the listed entity are correct	Yes		http://www.grse.in

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) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	No	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. Further, appointment of four Independent Directors including one independent woman director are pending with Government of India and due to which the Company is not in the position to comply with the provisions of composition under Regulation 17(1).

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	Appointment of Directors in CPSEs are done by Public Enterprises Selection Board (PESB). Hence there is no succession plan for Directors. However, there is a succession plan 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	
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 similar provisions under the Companies Act, 2013, as the evaluation of Independent Directors are done by the 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 Government of India Company under the administrative control of Ministry of India, the Directors on the Board are appointed through Presidential Order. As on 31 March 2021, there is only one Independent Director is available in the Company since from 09 March 2021. Accordingly, there is no Audit Committee for the quarter ended 31 March 2021. Further, appointment of four Independent Directors including one independent woman director are pending with Government of India and due to which the Company is not in the position to comply with provision of composition under Regulation 18(1).
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	No	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 31 March 2021, there is only one Independent Director is available in the Company since from 09 March 2021. Accordingly, there is no HR, Nomination and Remuneration Committee for the quarter ended 31 March 2021. Further, appointment of four Independent Directors including one independent woman director are pending with Government of India and due to which the Company is not in the position to comply with provision of composition under Regulation 19(1) & (2)
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of	26(3)	Yes	

	Directors and Senior management personnel			
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.	
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Annexure II

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

Signatory Details

Name of signatory	Sandeep Mahapatra
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	07-04-2021