

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	Yearly
Date of Report	31-03-2022
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(1 A) 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 (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	ASCPS3317A	07696782	Executive Director	Chairperson	MD	25-07-1962	NA		01-03-2017	01-03-2017	28-02-2022	60	1	0	0	0		
2	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		
3	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		
4	Mr	SURENDRA PRASAD YADAV	AAHPY1054B	02267582	Non-Executive - Nominee Director	Not Applicable		10-12-1968	NA		14-09-2020	14-09-2020			2	0	0	0		
5	Mr	SANJAY DATTATRAYA PANSE	AAGPP0897A	02725875	Non-Executive - Independent Director	Not Applicable		23-09-1963	NA		27-12-2021	27-12-2021		36	1	1	3	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 Order. As on 31 March 2022, present strength of Independent Director is 'One' in the Company and thus there is no proper composition of Board of Directors for the quarter ended 31 Mar 2022. Further, appointment of four Independent Directors including one Independent Woman Director are pending with Government of India.

Pursuant to MoD, GoI letter dated 28 Feb 2022, Cmde Hari P R, IN (Retd.), Director (Personnel) has assumed additional charge of C&MD of the Company wef 01 Mar 2022.

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 CPSE, the Directors on the Board are appointed through Presidential Order. As on 31 March 2022, present strength of Independent Director is 'One' in the Company. Further, due to non-availability of adequate number of Independent Directors (including Independent Woman Director) on the Board of the Company, the Company could not reconstitute the Audit Committee, HR, Nomination and Remuneration Committee. Thus, there is no aforesaid Committees for the quarter ended 31 March 2022.

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
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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	02725875	SANJAY DATTATRAYA PANSE	Non-Executive - Independent Director	Chairperson	11-02-2022		
2	08591411	HARI P R	Executive Director	Member	11-02-2022		
3	08511344	RAMESH KUMAR DASH	Executive Director	Member	11-02-2022		

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	08591411	HARI P R	Executive Director	Chairperson	11-02-2022		
2	08511344	RAMESH KUMAR DASH	Executive Director	Member	11-02-2022		
3	02725875	SANJAY DATTATRAYA PANSE	Non-Executive-Independent Director	Member	11-02-2022		
4	99999999	SUBRATO GHOSH	Member	Member	11-02-2022		
5	99999999	S GHOSE CHOUDHURY	Member	Member	11-02-2022		

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	02725875	SANJAY DATTATRAYA PANSE	Non-Executive - Independent Director	Chairperson	11-02-2022		
2	08591411	HARI P R	Executive Director	Member	11-02-2022		
3	08511344	RAMESH KUMAR DASH	Executive Director	Member	11-02-2022		

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							Textual Information(1)
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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	08-10-2021				No	5	0
2	13-11-2021		35		No	4	0
3	24-12-2021		40		No	5	0
4		11-02-2022	48		Yes	5	1

Text Block

Textual Information(1)

As on 31 March 2022, present strength of Independent Director is 'One', who was appointed on to the Board of the Company w.e.f. 27 Dec 2021. Further, due to non-availability of Independent Directors (including Independent Woman Director) on the Board of the Company, no Independent Director was present at the Board Meetings held on 08 Oct 2021, 13 Nov 2021 and 24 Dec 2021.

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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Corporate Social Responsibility Committee	16-03-2022				Yes	3	1
2	Stakeholders Relationship Committee	16-03-2022				Yes	3	1
3	Risk Management Committee	16-03-2022				Yes	3	1

Text Block

Textual Information(1)

In the meeting of Risk Management Committee dated 16 March 2022, all five members of the Committee including three 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	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 CPSE, the Directors on the Board are appointed through Presidential Order. As on 31 March 2022, present strength of Independent Director is 'One' in the Company. Accordingly, there is no proper composition of the Board of Directors of the Company, and also there is no Audit Committee and HR, Nomination and Remuneration Committee for the quarter ended 31 March 2022, due to non-availability of adequate Independent Directors.

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		https://www.grse.in/
2	Terms and conditions of appointment of independent directors	Yes		https://grse.in/index.php/investors-corner/board-of-directors-and-committees.html
3	Composition of various committees of board of directors	Yes		https://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		https://grse.in/index.php/investors-corner/policies.html
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://grse.in/index.php/investors-corner/policies.html

6	Criteria of making payments to non-executive directors	Yes		https://grse.in/index.php/investors-corner/board-of-directors-and-committees.html
7	Policy on dealing with related party transactions	Yes		https://grse.in/index.php/investors-corner/policies.html
8	Policy for determining 'material' subsidiaries	Yes		https://grse.in/index.php/investors-corner/policies.html
9	Details of familiarization programmes imparted to independent directors	Yes		https://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		https://grse.in/index.php/investors-corner/investor-grievance.html
11	email address for grievance redressal and other relevant details	Yes		https://grse.in/index.php/investors-corner/investor-grievance.html
12	Financial results	Yes		https://grse.in/index.php/investors-corner/financial-results.html
13	Shareholding pattern	Yes		https://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		https://grse.in/index.php/investors-corner/investor-presentations.html
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://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		https://grse.in/
21	Materiality Policy as per Regulation 30	Yes		https://grse.in/index.php/investors-corner/policies.html

22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://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		https://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 CPSE under the administrative control of Ministry of Defence, 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 Board composition under Regulation 17(1).
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	No	As on 31 March 2022, present strength of Independent Director is 'One', who was appointed on to the Board of the Company w.e.f. 27 Dec 2021. During the year, due to non-availability of Independent Directors (including women Independent Director) on the Board of the Company, no Independent Directors were present at the Board Meetings held on 08 Oct 2021, 13 Nov 2021 and 24 Dec 2021.
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 CPSE under the administrative control of Ministry of Defence, the Directors on the Board are appointed through Presidential Order. As on 31 March 2022, there is only one Independent Director available in the Company since from 27 Dec 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). Moreover, during the year, there was no Audit Committee.
16	Meeting of Audit Committee	18(2)	No	The Company being a CPSE under the administrative control of Ministry of Defence, the Directors on the Board are appointed through Presidential Order. As on 31 March 2022, there is only one Independent Director available in the Company since from 27 Dec 2021. Accordingly, due to non-availability of adequate number of Independent Directors on the Board of the Company, Audit Committee could not be reconstituted during the whole year. Hence, no meeting of Audit Committee could be held during the FY 2021-22.
17	Composition of nomination & remuneration committee	19(1) & (2)	No	The Company being a CPSE under the administrative control of Ministry of Defence, the Directors on the Board are appointed through Presidential Order. As on 31 March 2022, there is only one Independent Director available in the Company since from 27 Dec 2021. Accordingly, due to non-availability of adequate number of Independent Directors (including Women Independent Director) on the Board of the Company, HR, Nomination and Remuneration Committee could not be

				reconstituted during the whole year. Thus, the Company was 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)	No	The Company being a CPSE under the administrative control of Ministry of Defence, the Directors on the Board are appointed through Presidential Order. As on 31 March 2022, there is only one Independent Director available in the Company since from 27 Dec 2021. Accordingly, due to non-availability of adequate number of Independent Directors (including Women Independent Director) on the Board of the Company, HR, Nomination and Remuneration Committee could not be reconstituted during the whole year. Hence, no meeting of HR, Nomination and Remuneration Committee could be held during the FY 2021-22.
19	Meeting of Nomination and Remuneration Committee	19(3A)	No	The Company being a CPSE under the administrative control of Ministry of Defence, the Directors on the Board are appointed through Presidential Order. As on 31 March 2022, there is only one Independent Director available in the Company since from 27 Dec 2021. Accordingly, due to non-availability of adequate number of Independent Directors (including Women Independent Director) on the Board of the Company, HR, Nomination and Remuneration Committee could not be reconstituted during the whole year. Hence, no meeting of HR, Nomination and Remuneration Committee could be held during the FY 2021-22.
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)	No	As on 31 March 2022, present strength of Independent Director is 'One', who was appointed on to the Board of the Company w.e.f. 27 Dec 2021. Further, due to non-availability of Independent Directors (including women Independent Director) on the Board of the Company, no separate meeting of Independent Director was conducted during the FY 2021-22
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 Directors and Senior management personnel	26(3)	Yes	
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.	

Annexure II		
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
(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			
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	12-04-2022		

Signatory Details

Name of signatory	Sandeep Mahapatra
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	12-04-2022