

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L35111WB1934GOI007891

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACG9371K

(ii) (a) Name of the company

GARDEN REACH SHIPBUILDERS

(b) Registered office address

GRSE Bhavan
61, Garden Reach Road
Kolkata
Parganas South
West Bengal
700024

(c) *e-mail ID of the company

co.sec@grse.co.in

(d) *Telephone number with STD code

03324698105

(e) Website

www.grse.in

(iii) Date of Incorporation

26/02/1934

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Union Government Company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U74210DL1991PLC042569

Pre-fill

Name of the Registrar and Transfer Agent

ALANKIT ASSIGNMENTS LIMITED

Registered office address of the Registrar and Transfer Agents

205-208ANARKALI COMPLEX
JHANDEWALAN EXTENSION

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C11	Motor vehicles, trailers, semi trailers and other Transport Vehicles	92.69
2	F	Construction	F2	Roads, railways, Utility projects	4.11
3	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	3.2

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
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1				
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IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	125,000,000	114,552,000	114,552,000	114,552,000
Total amount of equity shares (in Rupees)	1,250,000,000	1,145,520,000	1,145,520,000	1,145,520,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	125,000,000	114,552,000	114,552,000	114,552,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,250,000,000	1,145,520,000	1,145,520,000	1,145,520,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	115	114,551,885	114552000	1,145,520,0	1,145,520,0	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	115	114,551,885	114552000	1,145,520,0	1,145,520,0	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debtentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debtentures	0	0	0
Partly convertible debtentures	0	0	0
Fully convertible debtentures	0	0	0
Total			0

Details of debtentures

Class of debtentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debtentures	0	0	0	0
Partly convertible debtentures	0	0	0	0
Fully convertible debtentures	0	0	0	0

(v) Securities (other than shares and debtentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

17,575,137,000

(ii) Net worth of the Company

12,578,907,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	85,341,240	74.5	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others		0	0	
	Total	85,341,240	74.5	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	11,827,262	10.32	0	
	(ii) Non-resident Indian (NRI)	1,302,926	1.14	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	9,412	0.01	0	

4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	1,779,277	1.55	0	
7.	Mutual funds	12,218,360	10.67	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,961,594	1.71	0	
10.	Others (AIF, Clearing Members, Em	111,929	0.1	0	
	Total	29,210,760	25.5	0	0

Total number of shareholders (other than promoters)

35,805

**Total number of shareholders (Promoters+Public/
Other than promoters)**

35,806

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
LOS ANGELES CITY EM	CITIBANK N.A. CUSTODY SERVICES			6,918	0.01
EMERGING MARKETS S	CITIBANK N.A. CUSTODY SERVICES			32,522	0.03
EMERGING MARKETS C	CITIBANK N.A. CUSTODY SERVICES			52,581	0.05
CITY OF LOS ANGELES	CITIBANK N.A. CUSTODY SERVICES			8,235	0.01
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			26,200	0.02
WORLD EX U.S. TARGE	CITIBANK N.A. CUSTODY SERVICES			6,204	0.01
WORLD EX U.S. CORE I	CITIBANK N.A. CUSTODY SERVICES			13,059	0.01
MORGAN STANLEY AS	CITIBANK N.A. CUSTODY SERVICES			580,569	0.51
EMERGING MARKETS S	CITIBANK N.A. CUSTODY SERVICES			6,759	0.01
THE BOEING COMPAN	CITIBANK N.A. CUSTODY SERVICES			24,016	0.02
DIMENSIONAL WORL	CITIBANK N.A. CUSTODY SERVICES			18,819	0.02
EMERGING MARKETS I	CITIBANK N.A. CUSTODY SERVICES			6,171	0.01
BNS ASIA LIMITED	HSBC SECURITIES SERVICES, MUMI			12,723	0.01

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
AMERICAN CENTURY F	HSBC SECURITIES SERVICES, MUMI			2,741	0.01
CITY OF NEW YORK GF	HSBC SECURITIES SERVICES, MUMI			8,598	0.01
ALASKA PERMANENT	DEUTSCHE BANK AG DB HOUSE, M			6,768	0.01
EMERGING MARKETS T	DEUTSCHE BANK AG DB HOUSE, M			3,146	0
EMERGING MARKETS V	DEUTSCHE BANK AG DB HOUSE, M			16,598	0.01
DIMENSIONAL FUNDS	DEUTSCHE BANK AG DB HOUSE, M			6,525	0.01
EMERGING MARKETS C	DEUTSCHE BANK AG DB HOUSE, M			9,753	0.01
AMERICAN CENTURY F	DEUTSCHE BANK AG DB HOUSE, M			15,433	0.01
AMERICAN CENTURY F	DEUTSCHE BANK AG DB HOUSE, M			5,677	0
DFA INTERNATIONAL	STANDARD CHARTERED BANK SEC			4,020	0
BNP PARIBAS ARBITRA	BNP PARIBAS HOUSE, MUMBAI 400			10,371	0.01
PREMIER INVESTMENT	C/O KOTAK MAHINDRA BANK LIM			154,275	0.13

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	29,025	35,805
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	4	1	2	1	0	0
(i) Non-Independent	4	0	2	0	0	0

(ii) Independent	0	1	0	1	0	0
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	1	0	1	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	4	2	2	2	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

5

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Hari Rukminiamma Pad	08591411	Whole-time director	0	
Ramesh Kumar Dash	08511344	Whole-time director	0	
Surendra Prasad Yadav	02267582	Nominee director	0	23/06/2022
Sanjay Dattatraya Pans	02725875	Additional director	0	
Sandeep Mahapatra	AINPM4092M	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Biswapriya Roychoudhu	08200896	Director	15/08/2021	Cessation
Sanjay Dattatraya Pans	02725875	Additional director	27/12/2021	Appointment
Sanjeev Nayyar	07973950	Whole-time director	01/01/2022	Cessation
Vipin Kumar Saxena	07696782	Managing Director	01/03/2022	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	10/09/2021	35,286	70	74.57

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/05/2021	6	6	100
2	26/07/2021	6	6	100
3	13/08/2021	6	6	100
4	08/10/2021	5	5	100
5	13/11/2021	5	4	80
6	24/12/2021	5	5	100
7	11/02/2022	5	5	100

C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Corporate Soc	04/08/2021	3	3	100
2	Corporate Soc	16/03/2022	3	3	100
3	Stakeholders F	04/08/2021	3	3	100
4	Stakeholders F	16/03/2022	3	3	100
5	Risk Manager	13/08/2021	6	6	100
6	Risk Manager	16/03/2022	5	5	100
7	Procurement C	07/05/2021	4	4	100
8	Procurement C	09/09/2021	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Procurement C	30/12/2021	4	3	75
10	Procurement C	16/03/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	26/09/2022
								(Y/N/NA)
1	Hari Rukminia	7	7	100	7	7	100	Yes
2	Ramesh Kumar	7	7	100	9	9	100	Yes
3	Surendra Prasad	7	6	85.71	2	1	50	Not Applicable
4	Sanjay Dattatraya	1	1	100	4	4	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Vipin Kumar Saxena	Chairman & Mar	4,275,000	0	0	1,868,000	6,143,000
2	Sanjeev Nayyar	Director (Shipbu	2,990,000	0	0	1,012,000	4,002,000
3	Hari Rukminiamma	Director (Person	4,206,000	0	0	1,435,000	5,641,000
4	Ramesh Kumar Das	Director (Financ	3,188,000	0	0	765,000	3,953,000
	Total		14,659,000	0	0	5,080,000	19,739,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Sandeep Mahapatra	Company Secre	2,738,000	0	0	367,000	3,105,000
	Total		2,738,000	0	0	367,000	3,105,000

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Biswapriya Roychow	Part-time Non-O	0	0	0	120,000	120,000
2	Sanjay Dattatraya P	Part-time Non-O	0	0	0	80,000	80,000
	Total		0	0	0	200,000	200,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

During the year, in absence of requisite number of Independent Directors (IDs) on the Board of Directors (BoD) of Company, the composition of the BoD and Committees, and Meeting of the Committees were not in conformity with provisions of the Companies Act, 2013. It is pertinent to note

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

RASHMI MAHESHWARI

Whether associate or fellow

Associate Fellow

Certificate of practice number

3309

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Digitally signed by HARI RUKMINIAMMA PADMANABHAN UNNITHAN
Date: 2022.10.14 16:01:08 +05'30'

DIN of the director

08591411

To be digitally signed by

Digitally signed by SANDEEP MAHAPATRA RA
Date: 2022.10.14 16:01:21 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

10992

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

GRSE_List of Shareholders as on 31 Mar 2
Details of Foreign Institutional Investors An
MGT-8_.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

GARDEN REACH SHIPBUILDERS & ENGINEERS LIMITED

Regd. Office: 61, Garden Reach Road, Kolkata – 700 024

CIN: L35111WB1934GOI007891

Annexure to VI (C)

VI. SHARE HOLDING PATTERN - PROMOTERS

C. DETAILS OF FOREIGN INSTITUTIONAL INVESTORS' (FIIS) HOLDING SHARES OF THE COMPANY

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
MKT CAPITAL LP	C/O KOTAK MAHINDRA BANK LIMITED,CUSTODY SERVS, MUMBAI 400097			650138	0.57
QUADRATURE CAPITAL VECTOR SP LIMITED	JPMORGAN CHASE BANK N.A., INDIA SUB CUSTODY, MUMBAI 400064			31188	0.03
KAPITALFORENINGEN LD GLOBAL QUANT - MANDAT	JPMORGAN CHASE BANK N.A., INDIA SUB CUSTODY, MUMBAI 400064			13576	0.01
SOCIETE GENERALE - ODI	SBI-SG GLOBAL SECURITIES SERVICES, MUMBAI 400054			45694	0.04

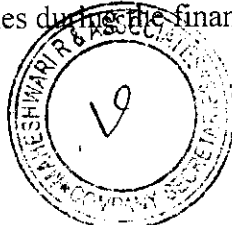

संदीप महापात्रा/Sandeep Mahapatra
कंपनी सचिव/Company Secretary
गार्डन रीच शिपबिल्डर्स एंड इंजीनियर्स लि.
Garden Reach Shipbuilders & Engineers Ltd.
जीआरएसई भवन/GRSE Bhavan
81, गार्डन रीच रोड/ 81, Garden Reach Road
कोलकाता/Kolkata-700024

Form No. MGT-8

[Pursuant to section 92 (2) of the Companies Act, 2013 and Rule 11 (2) of Companies (Management and Administration) Rules, 2014]

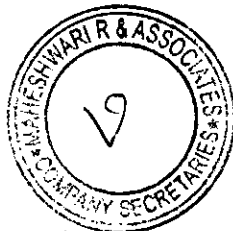
I have examined the registers, records and books and papers of Garden Reach Shipbuilders & Engineers Limited as required to be maintained under the Companies Act, 2013 (‘the Act’) and the rules made thereunder for the financial year ended on 31st March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made thereunder in respect of:
1. its status under the Act;
 2. maintenance of registers/ records & making entries therein within the time prescribed therefore;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Government, the Tribunal, Court or other authorities within the prescribed time;
 4. calling/ convening / holding meetings of Board of Directors and its committees and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book / registers maintained for the purpose and the same have been signed;
 5. closure of Register of Members / Security holders, as the case may be and fixing of record date;
 6. the Company has not advanced any loans to its directors and / or persons or firms or companies referred in section 185 of the Act;
 7. the Company has not entered into any contracts / arrangements with related parties as specified in section 188 of the Companies Act, 2013;
 8. there was no issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities during the financial year



9. the Company, wherever necessary, has kept in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
10. the declaration/ payment of dividend was made as per the provisions of the Act and the rules framed thereunder; there was no requirement for transfer of unpaid/ unclaimed dividend/ other amounts to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
11. the Company has duly complied with the requirement of signing of audited financial statement as per the provisions of section 134 of the Act and Report of Directors is as per sub-sections (3), (4) and (5) thereof;
12. the Board was not being duly constituted due to non-availability of requisite number of Independent Directors including Woman Independent Director, as such appointment/ re-appointments/ filling up casual vacancies of the said directors are made by Govt. of India through Presidential order, are still pending at their end. However, the disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them is as per the provisions of the Act;
13. the appointment of auditors was as per the provisions of section 139 of the Act;
14. the Company was not required to obtain any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under any provisions of the Act;
15. the Company has not invited/ accepted / renewed / repaid deposits during the financial year;
16. the Company has no borrowings from its Directors, members, public, financial institutions. banks or others. The Company has availed working capital facilities from its bankers and the charges created / modified / satisfied in this respect were as per the provisions of the Act;
17. the Company has not made any loans or investments or given guarantees or provided securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;
18. the Company has not altered the provisions of the Memorandum and/ or Articles of Association of the Company.

Place: Kolkata
Date: 8th October, 2022



For Maheshwari R & Associates
Company Secretaries

Rashmi Maheshwari

Rashmi Maheshwari
(C.P. No.: 3309 of ICSI)
UDIN: F005126D001165076