



गार्डन रीच शिपबिल्डर्स एण्ड इंजीनियर्स लिमिटेड **Garden Reach Shipbuilders & Engineers Ltd.**

(भारत सरकार का उपक्रम, रक्षा मंत्रालय)
(A Government of India Undertaking, Ministry of Defence)

CIN NO. : L35111WB1934GOI007891

SECY/GRSE/BD-69/CA/18/2022-23

30 Jul 2022

To,

National Stock Exchange of India Limited

Exchange Plaza,

Bandra Kurla Complex, Bandra (E),

Mumbai – 400 051

Symbol: GRSE

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai – 400 001

Scrip Code: 542011

Sub: Intimation of Notice of Postal Ballot dated 26 July 2022 – Reg. 30

Dear Sir / Madam,

1. In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), we wish to inform you that a Notice of Postal Ballot dated 26th July, 2022 ("Postal Ballot Notice") has been issued to the Members of the Company as on the cut-off date i.e. **Wednesday, 27th July, 2022** to seek approval of the Members for the resolution(s) mentioned therein.

2. In compliance with General Circulars issued by Ministry of Corporate Affairs, the Postal Ballot Notice was sent by e-mail only on 29 July 2022 to those Members whose names appear in the Register of Members/list of Beneficial Owners as received from Depositories/ Registrar and Transfer Agent ('RTA') of the Company as on Wednesday, 27th July, 2022 (i.e. cut-off date) and whose e-mail addresses are registered with the Company/RTA/Depositories. In this regard, the physical copy of Notice of Postal Ballot will not be sent to the Members.

3. The Company has engaged the services of NSDL for providing remote e-voting facilities to the Members, enabling them to cast their vote electronically and in a secure manner. The e-voting period will commence at **9.00 a.m. on Sunday, 31st July, 2022** and will end at **5.00**

पंजीकृत एवं निगमित कार्यालय : जी आर एस ई भवन, 61, गार्डन रीच रोड, कोलकाता - 700 024

Registered & Corporate Office : GRSE Bhavan, 61, Garden Reach Road, Kolkata - 700 024

फैक्स/ Fax : 033-2469 8150, दूरभाष/ Telephone : 033-2469 8105 - 108

Web : www.grse.in, E-mail : co.sec@grse.co.in

p.m. on Monday, 29th August, 2022. During this period, Members of the Company holding shares as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled thereafter. Once the vote on the resolution is cast by a Member, the same will not be allowed to be changed subsequently. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Members are requested to record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than **5.00 p.m. on Monday, 29th August, 2022.**

4. A copy of the Notice of Postal Ballot and the copies of the newspaper clippings of the advertisement published on **30 July 2022** are enclosed herewith for your information and records.

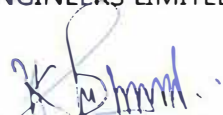
5. The Notice of Postal Ballot is available on the website of the Company at www.grse.in, website of stock exchanges i.e. National Stock exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively, and on the website of NSDL at <https://evoting.nsdl.com>.

6. This is for your information and record.

Thanking You,

Yours faithfully,

For GARDEN REACH SHIPBUILDERS & ENGINEERS LIMITED


Sandeep Mahapatra

Company Secretary and Compliance Officer
ICSI Membership No. ACS 10992

Encl: Notice of Postal Ballot dated 26 July 2022



GARDEN REACH SHIPBUILDERS & ENGINEERS LIMITED

Registered and Corporate Office: GRSE Bhavan, 61, Garden Reach Road, Kolkata-700024

Ph: (033)-24698105-108, Fax: (033)-24698150

Website: www.grse.in Email: investor.grievance@grse.co.in

CIN: L35111WB1934GOI007891

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rule, 2014 as amended, and applicable circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

Dear Members,

Notice is hereby given pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 03/2022 dated May 05, 2022, issued by Ministry of Corporate Affairs ('MCA') (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to transact the special businesses as set out hereunder by passing the following Resolutions by way of Postal Ballot.

Members are requested to record their assent or dissent only by means of remote e-voting system provided by the Company.

SPECIAL BUSINESS:

Item No. 1 – Confirmation of the Appointment of Cdr. Shantanu Bose, IN (Retd.) (DIN: 09631817) as Whole Time Director designated as Director (Shipbuilding) of the Company

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161, 196, 203 and all other applicable provisions of the Companies Act, 2013 (the 'Act') (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules made thereunder, the Articles of Association of the Company, Regulation 17(1C) and other

applicable provisions of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, as amended, and further on recommendations of HR, Nomination and Remuneration Committee of the Board of Directors of the Company, Cdr. Shantanu Bose, IN (Retd.) (DIN: 09631817), Whole Time Director, who was appointed as an Additional Director of the Company w.e.f. 08 Jun 2022 in terms of letter no. 1/1(1) 2020/ D(NS) dated 07 Jun 2022 issued by Ministry of Defence, Govt. of India (on behalf of President of India) and positioned as Director (Shipbuilding), the consent of the Members be and is hereby accorded for confirmation of the appointment of Cdr. Shantanu Bose, IN (Retd.) (DIN: 09631817) as Whole Time Director designated as Director (Shipbuilding) of the Company and to hold office for a period of 5 (five) years effective from 08 Jun 2022 or till the date of his superannuation and on such terms & conditions as stipulated by the President of India, and shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings, as may be required and to delegate all or any of its powers herein conferred to any committee of Directors or to any Director or to any employee of the Company to give effect to the aforesaid resolution.”

Item No. 2 – Confirmation of the Appointment of Cmde Hari P R, IN (Retd.) (DIN: 08591411) as Chairman & Managing Director of the Company

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161, 196, 203 and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules made thereunder, the Articles of Association of the Company, Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, as amended, and further on recommendations of HR, Nomination and Remuneration Committee of the Board of Directors of the Company, Cmde Hari P R, IN (Retd.) (DIN: 08591411) who was appointed as an Additional Director of the Company w.e.f. 10 Jun 2022 in terms of letter no. 1/1(1)/2021/D(NS) dated 07 June 2022 issued by Ministry of Defence, Govt. of India (on behalf of President of India), and designated as Chairman & Managing Director of the Company, the consent of the Members be and is hereby accorded for the confirmation of appointment of Cmde Hari P R, IN (Retd.) (DIN: 08591411), as Chairman & Managing Director of the Company to hold office for a period of 5 (five) years effective from 10 Jun 2022 or till the date of his superannuation and on such terms & conditions as stipulated by the President of India, and shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings, as may be required and to delegate all or any of its powers herein conferred to any committee of Directors or to any Director or to any employee of the Company to give effect to the aforesaid resolution.”

Item No. 3 – Confirmation of the Appointment of Shri Rajeev Prakash (DIN: 08590061) as Government Nominee Director of the Company

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules made thereunder, the Articles of Association of the Company, Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, as amended, and further on recommendations of HR, Nomination and Remuneration Committee of the Board of Directors of the Company, Shri Rajeev Prakash (DIN: 08590061) who was appointed as an Additional Director (Government Nominee Director) of the Company w.e.f. 23 June 2022 in terms of letter no. 8(32)/2019-D(Coord/DDP) dated 23 June 2022 issued by Ministry of Defence, Govt. of India (on behalf of President of India), the consent of the Members of the Company be and is hereby accorded for the appointment of Shri Rajeev Prakash (DIN: 08590061) as Government Nominee Director of the Company on such terms, conditions and tenure as may be determined by the President of India, and shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings, as may be required and to delegate all or any of its powers herein conferred to any committee of Directors or to any Director or to any employee of the Company to give effect to the aforesaid resolution.”

Item No. 4 – Borrowing Powers of the Company

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, to the extent applicable, the Article 129 of the Articles of Association of the Company, as amended and other applicable laws including any amendments thereto re-enactment, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’) to borrow from time to time such sum or sums of money as it may deem requisite for the purpose of the business of the Company, inter alia, by way of loans, advances, issue of debentures/bonds or other debt instruments, financial assistance (including fund based and/or non-fund based facilities) etc., from various bank(s), financial institution(s) and/or other lender(s), with or without security, whether in India or abroad, on such terms and conditions as the Board at its sole discretion may deem fit, notwithstanding that the moneys so borrowed together with moneys already borrowed by the Company (excluding the temporary loans obtained / to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium of the Company, provided that the total amount up to which moneys may be borrowed or raised by the Board shall not exceed the sum of ₹10,000 crore (Rupees Ten Thousand Crore only) at any point of time.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all necessary steps and do all necessary things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things as may be necessary to give effect to the aforesaid resolution and matters related thereto.”

Item No. 5 – Creation of Security / Charge on the Company’s Assets with respect to Borrowing

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section, 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, to the extent applicable, the Article 261 of the Articles of Association of the Company, as amended and other applicable laws, rules and regulations including any amendments thereto or re-enactment thereof, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’), to create mortgage(s), charge(s), lien(s), pledge(s), hypothecation and/or floating charge or any other encumbrances whatsoever, on such terms and conditions and at such time(s) and in such form and manner, on all or any of the immovable and/or movable assets or properties of the Company, both present and future, constituting of every nature, including the whole or substantially the whole of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of events of defaults, in favour of the bank(s), financial institution(s), and/or other lender(s), agent(s), trustee(s) etc., as may be agreed by the Board of the Company to secure loans and/or borrowings, financial assistances including fund based and non-fund based facilities etc., issue of debentures or bonds or other instruments issued to the public and/or on private placement basis and/or in any other manner, in foreign currency or in Indian rupees, from to time, the aggregate of which shall not, at any point of time, exceed the limit of ₹10,000 crore (Rupees Ten Thousand Crore only) together with interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption, costs, charges already created or to be created in future by the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements / undertakings as may be required and do all such acts, deeds or things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge / pledge / hypothecation as mentioned aforesaid.”

By Order of the Board
Garden Reach Shipbuilders & Engineers Limited
Sd/-

(Sandeep Mahapatra)

Company Secretary and Compliance Officer

Membership No.: ACS 10992

Date: 26 July, 2022

Place: Kolkata

Notes:

1. An explanatory statement pursuant to Section 102 and other applicable provisions of the Act and Secretarial Standard (SS-2), setting out the material facts relating to aforesaid resolutions and reasons thereof is appended herein below and forms part of this Notice of Postal Ballot.
2. The Postal Ballot is to be conducted as per the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars issued from time to time.
3. In accordance with MCA circulars, the Company is sending this notice only by electronic mode to those Members whose names appear in the Register of Members/list of Beneficial Owners as received from Depositories/ M/s Alankit Assignments Limited, Registrar and Transfer Agent ('RTA') of the Company as on **Wednesday, 27 July 2022 (i.e. cut-off date)** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. In this regard, the physical copy of Notice of Postal Ballot will not be sent to the Members. Further, a person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
4. Additionally, in compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 Dec 2020 in relation to e-voting facility provided by listed entities, the company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The company has engaged the services of NSDL to provide remote e-voting facility to its Members. The Members can only vote through remote e-voting process.
5. The e-voting period commences on **Sunday, 31 July, 2022 (9.00 a.m.) and ends on Monday, 29 August, 2022 (5.00 p.m.)**. During this period, Members of the Company holding shares as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled thereafter. Once the vote on the resolution is cast by a Member, the same will not be allowed to be changed subsequently. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, 27 July 2022. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.
6. Members are requested to read the instructions as stated in this Notice under the section *"Instructions relating to Voting through Electronic Means"*.
7. Only those Members whose names are appearing in the Register of Members/list of Beneficial Owners as on the cut-off date shall be eligible to cast their votes through Postal Ballot by remote e-voting. It is however, clarified that all Members of the company as on the cut-off date (including

those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

8. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the depository through their Depository Participant(s) and in respect of shares held in physical form by writing to M/s Alankit Assignments Limited, RTA of the Company at rta@alankit.com/ investor.grievance@grse.co.in, for receiving communication(s) in electronic form.
9. The Board of Directors of the Company has appointed Mr. A. K. Labh, Practising Company Secretary (FCS: 4848 / CP No.: 3238) of M/s. A. K. Labh & Co., Company Secretaries, Kolkata as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
10. Members may please note that the Notice of Postal Ballot will also be available on the Company's website at www.grse.in, website of stock exchanges .i.e. BSE Limited and National Stock exchange of India Limited at www.bseindia.com, and www.nseindia.com respectively, and on the website of NSDL at <https://evoting.nsdl.com>.
11. Resolutions, if passed by the requisite majority through Postal Ballot, are deemed to have been passed as if they have been passed at a General Meeting of the Shareholders. Further, subject to receipt of requisite number of votes, the resolutions in this Notice shall be deemed to be passed on Monday, 29 August, 2022 i.e. last day of the e-voting period.
12. The Scrutinizer will submit his report to the Chairman & Managing Director of the Company (the "Chairman") or any other duly authorized person of the Company after completion of the scrutiny of the votes cast in the Postal Ballot process. The result of the Postal Ballot shall be declared by the Chairman or any other duly authorized person of the Company on or before Wednesday, 31 August, 2022 at the Registered Office of the Company by placing the same along with the Scrutinizer's Report on the website of the Company at www.grse.in. The voting results will be communicated to the stock exchanges where the shares of the Company are listed, Depositories, RTA and shall also be displayed on the website of NSDL i.e. <https://evoting.nsdl.com>.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of sending of Postal Ballot Notice until the last date for receipt of votes by e-voting. Further, Members seeking to inspect such documents may also send an email to investor.grievance@grse.co.in from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID.
14. In case of any query or clarification, the Members of the Company may contact the Company Secretary and Compliance Officer of the Company at investor.grievance@grse.co.in.

Instructions relating to Voting through Electronic Means

In compliance with Regulation 44 of SEBI Listing Regulations and Sections 108, 110 and other applicable provisions of the Act, read with the related rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The detail instructions and the way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will

Type of shareholders	Login Method
	<p>open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="829 695 1203 879" data-label="Image"> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
5. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to evoting@grse.co.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in. Members may also write to the Company Secretary at the Company’s email address investor.grievance@grse.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.grievance@grse.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.grievance@grse.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

Your Company being a Government Company, the Directors on the Board are appointed by the Government of India (on behalf of the President of India).

The Ministry of Defence, Government of India vide its letter no. 1/1(1) 2020/ D(NS) dated 07 Jun 2022 appointed Cdr. Shantanu Bose, IN (Retd.) (DIN: 09631817), as Director (Shipbuilding) on the Board of the Company for a period of 5 (five) years effective from 08 Jun 2022 or till the date of his superannuation and on such terms & conditions as stipulated by the Government of India, and shall be liable to retire by rotation.

Pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 (the 'Act') and Articles 195 & 196 of the Articles of Association of the Company, the Company appointed Cdr. Shantanu Bose, IN (Retd.) as Additional Director to hold office pursuant to Section 160 of the Act, and further the Company has received a notice from Cdr. Shantanu Bose, IN (Retd.) who proposed himself for directorship. Further, his appointment was recommended by the HR, Nomination and Remuneration Committee of the Company under Section 160 of the Act.

Regulation 17 (1C) of the SEBI Listing Regulations provides that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the ensuing general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Brief resume of Cdr. Shantanu Bose, IN (Retd.) *inter-alia*, giving nature of expertise in specific functional areas and experience, skills and capabilities, Directorship in listed entities and other

companies, Membership/ Chairmanship of Committees, shareholding in the Company and other particulars are enclosed with this notice.

The Board accordingly recommends the passing of the resolution proposed at Item No.1 of the Notice as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Cdr. Shantanu Bose, IN (Retd.), is in any way concerned or interested in the resolutions set out at Item No. 1 of this Notice.

Item No. 2

Your Company being a Government Company, the Directors on the Board are appointed by the Government of India (on behalf of the President of India).

The Ministry of Defence, Government of India vide its letter no. 1/1(1)/2021/D(NS) dated 07 June 2022 appointed Cmde Hari P R, IN (Retd.) (DIN: 08591411) as Chairman & Managing Director on the Board of the Company for a period of 5 (five) years effective from 10 Jun 2022 or till the date of his superannuation and on such terms & conditions as stipulated by the Government of India, and shall not be liable to retire by rotation.

Pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 (the 'Act') and Articles 195 & 196 of the Articles of Association of the Company, the Company appointed him as Additional Director to hold office pursuant to Section 160 of the Act, and further the Company has received a notice from Cmde Hari P R, IN (Retd.) who proposed himself for directorship. Further, his appointment was recommended by the HR, Nomination and Remuneration Committee of the Company under Section 160 of the Act.

Regulation 17 (1C) of the SEBI Listing Regulations provides that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the ensuing general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Brief resume of Cmde Hari P R, IN (Retd.) *inter-alia*, giving nature of expertise in specific functional areas and experience, skills and capabilities, Directorship in listed entities and other companies, Membership/ Chairmanship of Committees, shareholding in the Company and other particulars are enclosed with this notice.

The Board accordingly recommends the passing of the resolution proposed at Item No.2 of the Notice as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Cmde Hari P R, IN (Retd.), is in any way concerned or interested in the resolutions set out at Item No. 2 of this Notice.

Item No. 3

Your Company being a Government Company, the Directors on the Board are appointed by the Government of India (on behalf of the President of India).

The Ministry of Defence, Government of India vide its letter no. 8(32)/2019-D(Coord/DDP) dated 23 June 2022 appointed Shri Rajeev Prakash (DIN: 08590061) as Government Nominee Director on the Board of the Company with effect from 10 Jun 2022 and on such terms, conditions and tenure as may be determined by the President of India, and shall be liable to retire by rotation.

Pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 (the 'Act') and Articles 195 & 196 of the Articles of Association of the Company, the Company appointed him as Additional Director to hold office pursuant to Section 160 of the Act, and further the Company has received a notice from Shri Rajeev Prakash who proposed himself for directorship. Further, his appointment was recommended by the HR, Nomination and Remuneration Committee of the Company under Section 160 of the Act.

Regulation 17 (1C) of the SEBI Listing Regulations provides that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the ensuing general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Brief resume of Shri Rajeev Prakash *inter-alia*, giving nature of expertise in specific functional areas and experience, skills and capabilities, Directorship in listed entities and other companies, Membership/ Chairmanship of Committees, shareholding in the Company and other particulars are enclosed with this notice.

The Board accordingly recommends the passing of the resolution proposed at Item No. 3 of the Notice as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Rajeev Prakash, is in any way concerned or interested in the resolutions set out at Item No. 3 of this Notice.

Item No. 4 & 5

Garden Reach Shipbuilders & Engineers Limited ("GRSE" or the "Company") is required to make regular arrangements for fund based and non-fund based facilities for working capital requirements and bank guarantees, from time to time, for supporting its ongoing business operations. The Board of Directors of the Company, from time to time, approve borrowings including credit facility / working capital requirements under the overall limits as prescribed under Section 180(1)(c) of the Companies Act, 2013 and the Company has been judiciously utilizing these limits through its Board / Committee.

Your Company's order book position has increased substantially after two orders of Survey Vessel Large (SVL), four nos. of Anti-Submarine Warfare Shallow Water Craft (ASW SWC) awarded by the Indian Navy for a total value of ₹8,746.47 crore, in addition to the existing projects. With these two

orders, the total order book position of the Company as on 31 Mar, 2022 stands at ₹24,104 crore (approx.).

In this context, the previous practice of submission of Indemnity Bonds to the Government of India for contracts was replaced with submission of Bank Guarantees in recent years. This has given phenomenal rise to the Bank Guarantee requirements as they would be required for claiming each of the stage payment and for the Performance cum Warranty clause compliance.

Accordingly, considering the Company's existing and future projects and its financial requirements to support its business operations including the fund requirements for fund based and non-fund based facilities, the Company expects additional fund requirements to meet its working capital needs and for deployment of resources on capital expenditure for strengthening/expanding capacity and/or maintenance etc. Based on these projections, the Board of Directors of the Company at its meeting held on 26 July 2022, proposed to raise the borrowing limit to ₹10,000 Crore (Rupees Ten Thousand crore) subject to the approval of the Shareholders of the Company as per Section 180(1)(c) of the Act.

Further, these borrowings may be secured by way of charge, mortgage, lien, pledge and/or hypothecation on the Company's assets, both movable and immovable in favour of the banks, financial institutions and/or other lender(s). This may give the lenders the power to take over the management of the Company in certain events, in terms of the charge created, which may be regarded as disposal of undertaking(s) under Section 180(1)(a) of the Act. Accordingly, the Board of Directors of the Company at its meeting held on 26 July 2022, proposed to create charge, mortgage, lien, pledge and/or hypothecation on any movable or immovable assets of the Company for amounts not exceeding the limit of ₹10,000 Crore (Rupees Ten Thousand Crore) at any point of time, subject to the approval of the Shareholders of the Company as per Section 180(1)(a) of the Act.

The Board accordingly recommends the passing of the resolution proposed at Item No. 4 & 5 of the Notice as Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolutions set out at Item No. 4 & 5 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

Additional information on Directors being appointed as required under Regulation 36(3) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, is as under:

Cdr Shantanu Bose, IN (Retd.) (DIN: 09631817)	
Date of Birth	10 Apr 1968
Date of Appointment	08 Jun 2022
Qualifications	<ul style="list-style-type: none"> ▪ Bachelor of Technology in Naval Architecture & Shipbuilding from Cochin University of Science and Technology ▪ Diploma from Indian Institute of Technology, Delhi ▪ Post Graduate Diploma in Management from Jamnalal Bajaj Institute of Management Studies, University of Mumbai
Experience and Expertise in specific functional areas	<p>Cdr. Shantanu Bose, IN (Retd.), has served in the Indian Navy for 23 years, where he was Officer-in-Charge of the Navy Shipwright School INS Vishwakarma in Visakhapatnam. During this period, he trained officers and sailors of the Indian Navy as well as foreign navies in naval architecture while carrying out coordination and planning.</p> <p>In 2013, Cdr. Shantanu Bose, IN (Retd.) has joined Garden Reach Shipbuilders & Engineers Limited (GRSE) as Deputy General Manager. He was then hull in-charge of Project 28 ships at GRSE's Fitting Out Jetty (FOJ) Unit and responsible for the successful delivery of Anti-Submarine Warfare Corvettes INS Kamorta and INS Kadmatt.. In 2016, he was elevated to the position of Additional General Manager and took charge of the Central Design Office.</p> <p>He has assumed charge as Director (Shipbuilding) of the Company w.e.f. on 08 June 2022. Cdr Bose is a highly qualified and experienced naval architect who has been in charge of several projects undertaken by GRSE since 2013. Before assuming charge as Director (Shipbuilding), he was working as General Manager (MW & P17A). P17A stands for Project 17A of the Indian Navy under which three advanced guided missile stealth frigates are being built by the company.</p> <p>He has more than 32 years of experience in naval and shipbuilding activities. He has deep technical insight and hands on working experience in all aspects of Ship Building, managing men, and motivating them to take on new challenges has been his forte. In GRSE, he has been the forefront of adoption of the Integrated Construction (IC) methodology, usage of the Virtual Reality Laboratory (VRL) for design and the Product Data Model (PDM) & Product Life Cycle Management (PLM). His current focus areas include R&D Projects and greater thrust towards Indigenization. The infrastructure upgradation planning, execution and exploitation of the RBD Unit of GRSE has been done under his oversight. It is now being exploited gainfully for the construction of ongoing projects.</p> <p>He holds membership of the Institution of Engineering (India) and Institution of Naval Architecture.</p>

Listed entities in which the person also holds the directorship and the membership of Committees of the Board.	Garden Reach Shipbuilders & Engineers Limited
Resignation from the directorship of the listed companies in the past three years	NIL
Membership / Chairmanship of Committees across all listed companies	<u>Garden Reach Shipbuilders & Engineers Limited</u> <ul style="list-style-type: none"> ▪ Audit Committee – Member ▪ CSR & Sustainability Committee – Member ▪ Procurement Committee – Member ▪ Stakeholder Relationship Committee - Member ▪ Risk Management Committee - Member
Directorship held in other unlisted companies	NIL
Membership / Chairmanship of Committees of other unlisted Companies	NIL
Terms and Conditions of Appointment	The Company being a Government Company under the administrative control of the Ministry of Defence, the power to appoint Directors and the terms and conditions of such appointment, vests with the Government of India.
Number of meetings of the Board attended since the date of appointment	1
Relationship with other Directors / Key Managerial Personnel	NIL
Number of shares held in the Company (self and as a beneficial owner)	NIL

Cmde Hari P R, IN (Retd.) (DIN: 08591411)	
Date of Birth	31 May 1967
Date of Appointment	10 Jun 2022
Qualifications	<ul style="list-style-type: none"> ▪ Bachelors' degree in Mechanical Engineering from Jawaharlal Nehru University, New Delhi ▪ Master of Science in Defence and Strategic Studies from University of Madras
Experience and Expertise in specific functional areas	Cmde Hari P R, IN (Retd.) has over 31 years of experience, prior to joining GRSE he has put in over 28 years of commissioned service in the Indian Navy with varied experience onboard warships, Naval repair Organizations' and various Staff appointments. He is also an alumnus of the Defence Services Staff College, Wellington, the officer has undergone the 5th Higher Defence

	<p>Orientation Course at AWC Mhow, and the prestigious Naval Higher Command Course at the Naval War College, Goa.</p> <p>Comde Hari P R, IN (Retd.) has joined the Company as Chief General Manager in 2016 and has been in charge of Production Planning of all the new construction ships built at the shipyard. Thereafter, Further, he was elevated/ appointed for the post of Director (Personnel) of the Company w.e.f. 21 Oct 2019 where he headed the Human Resources & Administration, Corporate Planning and technical functions of the Company.</p> <p>He has assumed the charge of the C&MD of the Company w.e.f. 10 Jun 2022.</p>
Listed entities in which the person also holds the directorship and the membership of Committees of the Board.	Garden Reach Shipbuilders & Engineers Limited
Resignation from the directorship of the listed companies in the past three years	Comde Hari P R, IN (Retd.) relinquished his Position as Director (Personnel) of the Company (GRSE) after assumption of Charge as C&MD of the Company w.e.f. 10 Jun 2022.
Membership / Chairmanship of Committees across all listed companies	<u>Garden Reach Shipbuilders & Engineers Limited</u> <ul style="list-style-type: none"> ▪ Procurement Committee - Chairperson
Directorship held in other unlisted companies	NIL
Membership / Chairmanship of Committees of other unlisted Companies	NIL
Terms and Conditions of Appointment	The Company being a Government Company under the administrative control of the Ministry of Defence, the power to appoint Directors and the terms and conditions of such appointment, vests with the Government of India.
Number of meetings of the Board attended since the date of appointment	1
Relationship with other Directors / Key Managerial Personnel	NIL
Number of shares held in the Company (self and as a beneficial owner)	NIL

Shri Rajeev Prakash (DIN: 08590061)	
Date of Birth	21 Oct 1969
Date of Appointment	23 Jun 2022
Qualifications	<ul style="list-style-type: none"> Indian Post & Telecommunication Accounts and Finance Service Officer (IP&TAFS) - 1995 batch B.A. Honors in English from St. Stephen's College, University of Delhi M.A. in Development Studies from the Institute of Social Studies, Erasmus University.
Experience and Expertise in specific functional areas	<p>Shri Rajeev Prakash (DIN: 08590061), Joint Secretary (Naval System), aged 53 years' appointed as Part-Time Official Director (Government Nominee Director) of Garden Reach Shipbuilders & Engineers Limited by the Department of Defence Production, Ministry of Defence, Government of India, and assumed the position of Government Nominee Director in the Company w.e.f. 23 Jun 2022.</p> <p>Shri Rajeev Prakash has a vast experience in the field of finance and held various important posts in the Government of India. Prior to joining as Joint Secretary (Naval System) in Department of Defence Production, Ministry of Defence, Govt. of India in June 2022, he has worked as Deputy Director General (Wireless Planning & Finance), Department of Telecommunication, Ministry of Communication. Further, he was also a Government Nominee Director on the Board of Bharat Broadband Network Limited for more than 2.5 years.</p>
Listed entities in which the person also holds the directorship and the membership of Committees of the Board.	Garden Reach Shipbuilders & Engineers Limited
Resignation from the directorship of the listed companies in the past three years	NIL
Membership / Chairmanship of Committees across all listed companies	<u>Garden Reach Shipbuilders & Engineers Limited</u> <ul style="list-style-type: none"> HR, Nomination and Remuneration Committee - Member
Directorship held in other unlisted companies	Shri Rajeev Prakash was a Government Nominee Director on the Board of Bharat Broadband Network Limited (BBNL) for the period from 14 Oct 2019 to 21/06/2022.
Membership / Chairmanship of Committees of other unlisted Companies	NIL
Terms and Conditions of Appointment	The Company being a Government Company under the administrative control of the Ministry of Defence, the power to appoint Directors and the terms and conditions of such appointment, vests with the Government of India.

Number of meetings of the Board attended since the date of appointment	1
Relationship with other Directors / Key Managerial Personnel	NIL
Number of shares held in the Company (self and as a beneficial owner)	NIL

By Order of the Board
Garden Reach Shipbuilders & Engineers Limited

Sd/-
(Sandeep Mahapatra)
Company Secretary and Compliance Officer
Membership No.: ACS 10992

Date: 26 July, 2022
Place: Kolkata



गार्डन रीच शिपबिल्डर्स एण्ड इंजीनियर्स लिमिटेड Garden Reach Shipbuilders & Engineers Limited

(भारत सरकार का उपक्रम / A Govt. of India Undertaking), रक्षा मंत्रालय / Ministry of Defence

Regd and Corp Office: GRSE BHAVAN, 61, Garden Reach Road, Kolkata - 700 024

Phone: 033-2469-8545, Fax: 033-2469-8150

Web: www.grse.in, E-mail: investor.grievance@grse.co.in (CIN: L35111WB1934GOI007891)



NOTICE TO POSTAL BALLOT

NOTICE is hereby given that pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 03/2022 dated May 05, 2022, issued by Ministry of Corporate Affairs ('MCA') (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for seeking the approval of the Members of the Company to transact the Business as set out in the Notice of Postal Ballot dated 26th July 2022 ("Postal Ballot Notice"), by passing the resolutions through Postal Ballot, only by way of remote e-voting process.

In this connection, the Company has completed the dispatch of Postal Ballot Notice on Friday, 29th July 2022, in electronic mode to those Members whose names appear in the Register of Members/list of Beneficial Owners as received from Depositories/ M/s. Alankit Assignments Limited, Registrar and Transfer Agent ('RTA') of the Company as on **Wednesday, 27th July 2022 (i.e. cut-off date)** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository. In this regard, the physical copy of Postal Ballot Notice will not be sent to the Members. Further, a person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purpose only.

The Company has engaged the services of NSDL for providing remote e-Voting facilities to the Members, enabling them to cast their vote electronically and in a secure manner. **The e-voting period will commence at 9.00 a.m. on Sunday, 31st July, 2022 and will end at 5.00 p.m. on Monday, 29th August, 2022.** During this period, Members of the Company holding shares as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled thereafter. Once the vote on the resolution is cast by a Member, the same will not be allowed to be changed subsequently. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Members are requested to record their assent (FOR) or dissent (AGAINST) through the e-Voting process not later than **5.00 p.m. on Monday, 29th August, 2022.**

The Board of Directors of the Company has appointed Mr. A. K. Labh, Practicing Company Secretary (FCS: 4848 / CP No.: 3238) of M/s. A. K. Labh & Co., Company Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's RTA, M/s Alankit Assignments Limited at rta@alankit.com or to the Company at investor.grievance@grse.co.in.

The Postal Ballot Notice is available on the website of the Company at www.grse.in, website of stock exchanges i.e. National Stock exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively, and on the website of NSDL at <https://evoting.nsdl.com>.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 / 1800 224 430 or send a request at evoting@nsdl.co.in. Members may also write to the Company Secretary at the Company's email address at investor.grievance@grse.co.in.

The result of the Postal Ballot shall be declared on or before Wednesday, 31 August, 2022. The said results along with the Scrutinizer's Report will be available website of the Company at www.grse.in. The results will also be intimated to the Stock Exchanges where the shares of the Company are listed, Depositories, RTA and shall also be displayed on the website of NSDL i.e. www.evoting.nsdl.com.

For Garden Reach Shipbuilders & Engineers Limited
Sd/-

Place : Kolkata
Date : 29th July, 2022

Sandeep Mahapatra
Company Secretary and Compliance Officer



गार्डन रीच शिपबिल्डर्स एण्ड इंजीनियर्स लिमिटेड Garden Reach Shipbuilders & Engineers Limited

(भारत सरकार का उपक्रम / A Govt. of India Undertaking), रक्षा मंत्रालय / Ministry of Defence

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Web: www.grse.in, E-mail: investor.grievance@grse.co.in (CIN: L35111WB1934GOI007891)



पोस्टल बैलेट की सूचना

एतद्वारा सूचना दी जाती है कि कंपनी अधिनियम, 2013 ("अधिनियम") की धारा 108 और 110 एवं अन्य लागू प्रावधानों, यदि कोई हो, (किसी भी वैधानिक संशोधन या उस समय लागू होने वाले पुनः अधिनियमन सहित) जो कंपनी (प्रबंधन और प्रशासन) नियम, 2014 ("नियम") के नियम 20 और 22 के साथ पठित है, निगमित मामलों के मंत्रालय ("एमसीए") द्वारा जारी परिपत्र सं. 14/2020 दिनांक 8 अप्रैल, 2020, 17/2020 दिनांक 13 अप्रैल, 2020, 22/2020 दिनांक 15 जून, 2020, 33/2020 दिनांक 28 सितंबर, 2020, 39/2020 दिनांक 31 दिसंबर, 2020, 10/2021 दिनांक 23 जून, 2021, परिपत्र सं. 20/2021 दिनांक 8 दिसंबर, 2021 और परिपत्र सं. 03/2022 दिनांक 05 मई, 2022, (इसके बाद समग्र रूप से "एमसीए परिपत्र" के रूप में संदर्भित), सेबी (सूचीयन दायित्व और प्रकटीकरण आवश्यकताएं) विनियम, 2015 के विनियम 44 और भारतीय कंपनी सचिव संस्थान द्वारा जारी सामान्य बैठकों पर सचिबीय मानक ("एसएस-2") और कोई अन्य लागू कानून, नियम और विनियम (उस समय के लिए कोई भी वैधानिक संशोधन या पुनः अधिनियमन सहित) के अनुसरण में पोस्टल बैलेट सूचना दिनांक 26 जुलाई 2022 ("पोस्टल बैलेट सूचना") में निर्धारित व्यवसाय के लेनदेन हेतु कंपनी के सदस्यों का अनुमोदन प्राप्त करने के लिए, केवल रिमोट ई-वोटिंग प्रक्रिया द्वारा पोस्टल बैलेट के माध्यम से उक्त प्रस्तावों को पारित करते हुए।

इस संबंध में, कंपनी ने पोस्टल बैलेट की सूचना शुक्रवार, 29 जुलाई 2022 को इलेक्ट्रॉनिक साधन के जरिए उन सदस्यों के पास भेजने का कार्य पूरा कर लिया है, जिनके नाम बुधवार, 27 जुलाई 2022 (अर्थात कट-ऑफ तिथि) को सदस्यों के रजिस्टर/डिपॉजिटरीज/कंपनी के रजिस्ट्रार और ट्रांसफर एजेंट ("आरटीए"), मेसर्स अलंकित असाइनमेंट्स लिमिटेड से प्राप्त लाभार्थी मालिकों की सूची में दर्ज हैं और जिनके ई-मेल पते कंपनी/आरटीए/डिपॉजिटरीज/डिपॉजिटरी के साथ पंजीकृत हैं। इस विषय में पोस्टल बैलेट सूचना की भौतिक प्रति सदस्यों के पास नहीं भेजी जाएगी। इसके अलावा, जो व्यक्ति कट-ऑफ तिथि को सदस्य नहीं हैं, वे इस पोस्टल बैलेट सूचना को केवल जानकारी के प्रयोजन के रूप में लेंगे।

कंपनी ने सदस्यों को रिमोट ई-वोटिंग की सुविधाएं प्रदान करने के लिए एनएसडीएल की सेवाएं ली हैं, ताकि वे इलेक्ट्रॉनिक रूप से और सुरक्षित तरीके से अपना वोट डाल सकें। ई-वोटिंग की अवधि रविवार, 31 जुलाई, 2022 को सुबह 9.00 बजे शुरू होगी और सोमवार, 29 अगस्त, 2022 को शाम 5.00 बजे समाप्त होगी। इस अवधि के दौरान, कट-ऑफ तिथि को शेयर रखने वाले कंपनी के सदस्य इलेक्ट्रॉनिक माध्यम से अपना वोट डाल सकते हैं। इसके बाद रिमोट ई-वोटिंग मांड्यूल को निष्क्रिय कर दिया जाएगा। एक बार किसी सदस्य द्वारा प्रस्ताव पर वोट डालने के बाद उसे बाद में बदलने की अनुमति नहीं दी जाएगी। सदस्यों का वोटिंग अधिकार कट-ऑफ तिथि को कंपनी की प्रदान इक्विटी शेयर पूंजी में उनके शेयर के अनुपात में होगा। सदस्यों से अनुरोध किया जाता है कि वे अपनी सहमति (पक्ष में) या असहमति (विपक्ष में) को ई-वोटिंग प्रक्रिया के माध्यम से सोमवार, 29 अगस्त, 2022 को शाम 5.00 बजे तक दर्ज करें।

कंपनी के निदेशक मंडल ने मेसर्स ए.के. लाभ एंड कंपनी, कंपनी सेक्रेटरीज के श्री ए.के. लाभ, अभ्यासगत कंपनी सचिव (एफसीएस: 4848/सीपी सं.: 3238) को निष्पक्ष और पारदर्शी तरीके से पोस्टल बैलेट प्रक्रिया को संचालित करने के लिए संवीक्षक के रूप में नियुक्त किया है।

इलेक्ट्रॉनिक रूप में शेयर रखने वाले जिन सदस्यों ने अपना ई-मेल पता पंजीकृत नहीं किया है, उनसे अनुरोध किया जाता है कि वे अपने डिपॉजिटरी पार्टिसिपेंट के माध्यम से डिपॉजिटरी के पास और भौतिक रूप में शेयर रखने वाले सदस्य कंपनी के आरटीए, मेसर्स अलंकित असाइनमेंट्स लिमिटेड के पास rta@alankit.com या कंपनी के पास investor.grievance@grse.co.in पर लिखित रूप में इसे पंजीकृत करें।

पोस्टल बैलेट सूचना कंपनी की वेबसाइट www.grse.in, स्टॉक एक्सचेंज की वेबसाइट अर्थात नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड की वेबसाइट और बीएसई लिमिटेड की वेबसाइट क्रमशः www.nseindia.com और www.bseindia.com पर और एनएसडीएल की वेबसाइट <https://evoting.nsdl.com> पर उपलब्ध है।

किसी प्रकार की पूछताछ के लिए, आप www.evoting.nsdl.com के डाउनलोड प्रभाग पर उपलब्ध शेयरधारकों के लिए बार-बार पूछे जाने वाले प्रश्न (एफएक्यू) और शेयरधारकों के लिए ई-वोटिंग यूजर मैनुअल देख सकते हैं या टोल फ्री नं.: 1800 1020 990/1800 224 430 पर कॉल कर सकते हैं या evoting@nsdl.co.in पर अनुरोध भेज सकते हैं। सदस्यगण कंपनी सचिव को भी कंपनी के ई-मेल पता investor.grievance@grse.co.in पर लिख सकते हैं।

पोस्टल बैलेट का परिणाम बुधवार, 31 अगस्त, 2022 को या उससे पहले घोषित किया जाएगा। उक्त परिणाम के साथ संवीक्षक की रिपोर्ट कंपनी की वेबसाइट www.grse.in पर उपलब्ध होगी। ये परिणाम स्टॉक एक्सचेंजों जहाँ कंपनी के शेयर सूचीबद्ध हैं, डिपॉजिटरीज, आरटीए को भी सूचित किए जाएंगे और साथ ही एनएसडीएल की वेबसाइट अर्थात www.evoting.nsdl.com पर भी प्रदर्शित किए जाएंगे।

कृते गार्डन रीच शिपबिल्डर्स एण्ड इंजीनियर्स लिमिटेड

हस्ताक्षर

संदीप महापात्र

कंपनी सचिव एवं अनुपातन अधिकारी

स्थान: कोलकाता

तिथि: 29 जुलाई, 2022



গার্ডেন রীচ শিপবিল্ডার্স এন্ড ইঞ্জিনিয়ার্স লিমিটেড Garden Reach Shipbuilders & Engineers Limited

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Phone: 033-2469-8545, Fax: 033-2469-8150

Web: www.grse.in, E-mail: investor.grievance@grse.co.in (CIN: L35111WB1934GOI007891)



পোস্টাল ব্যালটের বিজ্ঞপ্তি

কোম্পানি আইন, ২০১৩ ("দ্যা আইন")-এর সেকশন ১০৮ এবং ১১০ এবং অন্যান্য প্রযোজ্য প্রক্টিশনস্, যদি থাকে (আপাতত বলবৎ কোনও সংবিধিবদ্ধ পরিবর্তন বা পুনঃপ্রণয়ন সহ) তৎসহ কোম্পানিজ (মানেজমেন্ট অ্যান্ড অ্যাডমিনিস্ট্রেশন) রুলস্, ২০১৪ ("রুলস্")-এর রুল ২০ এবং ২২, কর্পোরেট বিষয়ক মন্ত্রক ('এমসিএ') কর্তৃক ইস্যুকৃত সার্কুলার নং ১৪/২০২০ তারিখ এপ্রিল ৮, ২০২০, ১৭/২০২০ তারিখ এপ্রিল ১৩, ২০২০, ২২/২০২০ তারিখ জুন ১৫, ২০২০, ৩৩/২০২০ তারিখ সেপ্টেম্বর ২৮, ২০২০, ৩৯/ ২০২০ তারিখ ডিসেম্বর ৩১, ২০২০, ১০/২০২১ তারিখ জুন ২৬, ২০২১, সার্কুলার নং ২০/২০২১ তারিখ ডিসেম্বর ৮, ২০২১ এবং সার্কুলার নং ০৩/২০২২ তারিখ মে ০৫, ২০২২ (অতঃপর সম্মিলিতভাবে "এমসিএ সার্কুলারস্" হিসাবে উল্লিখিত), সেবি (লিস্টিং অবলিগেশনস্ অ্যান্ড ডিসক্লোজার রিকোয়ারমেন্টস্) রেগুলেশনস্ ২০১৫-এর রেগুলেশন ৪৪ এবং ইনস্টিটিউট অফ কোম্পানি সেক্রেটারিজ অফ ইন্ডিয়া কর্তৃক ইস্যুকৃত সেক্রেটারিয়াল স্ট্যান্ডার্ড অন জেনারেল মিটিংস ('এসএস-২') এবং যে কোনও অন্য প্রযোজ্য আইন, রুলস্ এবং রেগুলেশনস্ (আপাতত বলবৎ কোনও সংবিধিবদ্ধ পরিবর্তন অথবা পুনঃপ্রণয়ন সহ) অনুযায়ী কেবলমাত্র রিমোট ই-ভোটিং পদ্ধতির দ্বারা পোস্টাল ব্যালটের মাধ্যমে রেজোলিউশনের পাসিং দ্বারা ২৬ জুলাই ২০২২ তারিখের পোস্টাল ব্যালটের বিজ্ঞপ্তিতে ("পোস্টাল ব্যালট বিজ্ঞপ্তি") নির্ধারিত অনুযায়ী ব্যবসা পরিচালনা করতে কোম্পানির সদস্যদের অনুমোদন প্রাপ্তির জন্য এতদ্বারা বিজ্ঞপ্তি জানানো হচ্ছে।

এই সম্পর্কে, বুধবার, ২৭ জুলাই ২০২২ তারিখ (অর্থাৎ নির্ধারিত তারিখ) অনুযায়ী ডিপোজিটরি/মেসার্স অলংকিত অ্যাসাইনমেন্টস লিমিটেড, কোম্পানির রেজিস্টার অ্যান্ড ট্রান্সফার এজেন্ট ('আরটিএ') থেকে প্রাপ্ত অনুযায়ী বেনিফিসিয়াল ওনারদের তালিকা/সদস্যদের রেজিস্টারে নাম আছে এবং কোম্পানি/আরটিএ/ডিপোজিটরিজ/ডিপোজিটরির সাথে যাদের ই-মেল অ্যাড্রেস রেজিস্টার্ড আছে এমন সদস্যদের ইলেকট্রনিক মাডে শুক্রবার, ২৯ জুলাই, ২০২২ তারিখে পোস্টাল ব্যালট বিজ্ঞপ্তি পাঠানোর কাজ কোম্পানি সম্পূর্ণ করেছে। এই বিষয়ে, সদস্যদের পোস্টাল ব্যালট বিজ্ঞপ্তির ফিজিক্যাল কপি পাঠানো হবে না। আরও জানানো হচ্ছে, নির্ধারিত তারিখ অনুযায়ী যে ব্যক্তি সদস্য নন তিনি এই পোস্টাল ব্যালট বিজ্ঞপ্তি কেবলমাত্র তথ্যের উদ্দেশ্যে ব্যবহার করবেন।

কোম্পানি সদস্যদের রিমোট ই-ভোটিং সুবিধা প্রদানের জন্য এনএসডিএল-এর পরিষেবা গ্রহণ করছে যাতে সদস্যরা তাঁদের ভোট ইলেকট্রনিক্যালি এবং নিরাপদে দিতে সক্ষম হয়। ই-ভোটিং সময়সীমা শুরু হবে রবিবার, ৩১ জুলাই, ২০২২ তারিখ সকাল ৯টায় এবং শেষ হবে সোমবার, ২৯ আগস্ট, ২০২২ তারিখ বিকেল ৫টায়। এই সময়সীমার নির্ধারিত তারিখে শেয়ারধারকারী কোম্পানির সদস্যরা তাঁদের ভোট ইলেকট্রনিক্যালি দিতে পারবেন। এর পরে রিমোট ই-ভোটিং মডিউল বন্ধ করে দেওয়া হবে। একজন সদস্য রেজোলিউশনে একবার ভোটদান করে দিলে পরবর্তীকালে তিনি তা পরিবর্তন করতে পারবেন না। সদস্যদের ভোটাধিকার নির্ধারিত তারিখ অনুযায়ী কোম্পানির প্রদত্ত ইকুইটি শেয়ার কাপিটালে তাঁদের শেয়ারের অনুপাতে হবে। ই-ভোটিং পদ্ধতির মাধ্যমে নিজেদের সম্মতি (পক্ষে) অথবা অসম্মতি (বিপক্ষে) সোমবার, ২৯ আগস্ট, ২০২২ তারিখ বিকেল ৫টার মধ্যে রেকর্ড করে নিতে সদস্যদের অনুরোধ করা হচ্ছে।

কোম্পানির বোর্ড অফ ডিরেক্টরস্ ন্যায্য এবং স্বচ্ছ পদ্ধতিতে পোস্টাল ব্যালট পদ্ধতি পরিচালনার জন্য ফুটিনাইজার হিসাবে শ্রী এ.কে.লাভ, প্র্যাকটিসিং কোম্পানি সেক্রেটারি (এফসিএস: ৪৮৪৮/সিপি নং: ৩২৬৮), মেসার্স এ.কে.লাভ অ্যান্ড কোং, কোম্পানি সেক্রেটারিজ-কে নিযুক্ত করেছেন।

নিজেদের ই-মেল অ্যাড্রেস রেজিস্টার্ড নেই এমন সদস্যদের অনুরোধ করা হচ্ছে যে তাঁরা তা ইলেকট্রনিক ফর্মে থাকা শেয়ারের ক্ষেত্রে নিজেদের ডিপোজিটরি পার্টিসিপ্যান্টের মাধ্যমে ডিপোজিটরির সাথে এবং ফিজিক্যাল ফর্মে থাকা শেয়ারের ক্ষেত্রে rtat@alankit.com -তে কোম্পানির আরটিএ, মেসার্স অলংকিত অ্যাসাইনমেন্টস লিমিটেডের কাছে অথবা investor.grievance@grse.co.in-তে কোম্পানির কাছে লিখিতভাবে আবেদন করে রেজিস্টার করে নিন।

পোস্টাল ব্যালট বিজ্ঞপ্তি কোম্পানির ওয়েবসাইট www.grse.in, স্টক এক্সচেঞ্জ অর্থাৎ ন্যাশনাল স্টক এক্সচেঞ্জ অফ ইন্ডিয়া লিমিটেড এবং বিএসই লিমিটেড-এর ওয়েবসাইট যথাক্রমে www.nseindia.com এবং www.bseindia.com এবং এনএসডিএল-এর ওয়েবসাইট <https://evoting.nsdl.com>-তে পাওয়া যাবে।

যে কোনও জিজ্ঞাসার জন্য, আপনারা www.evoting.nsdl.com-এর ডাউনলোড সেকশনে উপলব্ধ শেয়ারহোল্ডারদের জন্য ই-ভোটিং ইউজার ম্যানুয়াল এবং শেয়ারহোল্ডারদের জন্য ক্রিকোয়েস্টলি আসকড্ কোস্চেল (এফএকিউ) দেখে নিতে পারেন অথবা টোল ফ্রি ১৮০০ ১০২০ ২২০/১৮০০ ২২৪ ৪৩০ নম্বরে কল করতে পারেন অথবা evoting@nsdl.co.in -তে অনুরোধ পাঠাতে পারেন। সদস্যরা কোম্পানির ইমেল অ্যাড্রেস investor.grievance@grse.co.in-তে কোম্পানির সেক্রেটারির কাছেও লিখতে পারেন।

পোস্টাল ব্যালটের ফলাফল বুধবার, ৩১ আগস্ট, ২০২২ তারিখে বা তার পূর্বে ঘোষিত হবে। ফুটিনাইজারের রিপোর্ট সহ উক্ত ফলাফল কোম্পানির ওয়েবসাইট www.grse.in-তে পাওয়া যাবে। স্টক এক্সচেঞ্জ যেখানে কোম্পানির শেয়ার তালিকাভুক্ত রয়েছে, ডিপোজিটরিজ, আরটিএ-কেও ফলাফল জানিয়ে দেওয়া হবে এবং এনএসডিএল-এর ওয়েবসাইট অর্থাৎ www.evoting.nsdl.com-তেও প্রদর্শিত হবে।

গার্ডেনরীচ শিপবিল্ডার্স অ্যান্ড ইঞ্জিনিয়ার্স লিমিটেড-এর পক্ষে
স্বা/-

সন্দীপ মহাপাত্র

কোম্পানি সেক্রেটারি অ্যান্ড কমপ্লায়েন্স অফিসার

স্থান: কলকাতা

তারিখ: ২৯ জুলাই, ২০২২