गार्डन रीच शिपबिल्डर्स एण्ड इंजीनियर्स लिमिटेड
Garden Reach Shipbuilders & Engineers Limited
(भारत सरकार का उपक्रम , रक्षा मंत्रालय)
(A GOVERNMENT OF INDIA UNDERTAKING, MINISTRY OF DEFENCE)
CIN NO. : L35111WB1934GOI007891

SECY/GRSE/BD-69/CA/9/19-20 27 Aug 2019

To,

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051
Symbol: GRSE

BSE Limited
Floor-25, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400 001
Scrip Code: 542011

Dear Sir / Madam,

Sub: Intimation of 103rd Annual General Meeting, Book Closure and Dividend

1. This is to inform that the 103rd Annual General Meeting ('AGM') of the Company will be held on **Friday, 20th September, 2019 at 1030 hours** at Bhasha Bhawan Auditorium, National Library, Belveria Road, Block A, Alipore, Kolkata – 700 025 to transact the business as set out in the AGM Notice dated 11th July, 2019, as enclosed herewith.

2. Further, in terms of Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Register of Members and Share Transfer Books of the Company shall remain closed from 14th September, 2019 to 20th September, 2019 (both days inclusive) for the purpose of 103rd AGM of the Company and payment of final dividend.

3. The final dividend for financial year 2018-19, if declared at the 103rd AGM, will be payable within 30 days from the date of declaration, to those members whose names appear on the Company's Register of Members / Beneficial Owners as at the closure of business hours on 13th September, 2019.

4. We have uploaded a copy of our Annual Report 2018-19 together with the Notice convening the 103rd AGM of the Company on Listing Portals of the exchanges, for your records.

5. This is for your information and record.

Thanking You,

Yours faithfully,
For GARDEN REACH SHIPBUILDERS & ENGINEERS LIMITED

Sandeep Mahapatra
Company Secretary and Compliance Officer

Encl: AGM Notice dated 11th July, 2019

GARDEN REACH SHIPBUILDERS & ENGINEERS LTD.

Registered Office: 43/46, Garden Reach Road, Kolkata-700024

Ph: (033)-24698100-13, Fax: (033)-24698150

Website: www.grse.in Email: co.sec@grse.co.in

CIN: L35111WB1934GOI007891

NOTICE OF 103RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 103rd Annual General Meeting of the Shareholders of Garden Reach Shipbuilders & Engineers Limited will be held on **Friday, the 20th September, 2019 at 1030 hours at Bhasha Bhawan Auditorium, National Library, Belveria Road, Block A, Alipore, Kolkata – 700 025** to transact the following businesses:

ORDINARY BUSINESS:

(1) To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.

(2) To approve the payment of interim dividend of ₹1.85/- per equity share and declare final dividend of ₹5.10/- per equity share (face value ₹10/-) for the financial year 2018-19 (i.e. total Dividend of ₹6.95/- per equity share).

(3) To appoint a director in place of Shri Sarvjit Singh Dogra (DIN: 07052300), who retires by rotation and being eligible, offers himself for re-appointment.

(4) To fix the remuneration of Statutory Auditors to be appointed by the Comptroller & Auditor General of India for the financial year 2019-20.

SPECIAL BUSINESS:

(5) To ratify the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) therein or re-enactment thereof, for the time being in force), remuneration of ₹69,000/- payable to the Cost Auditors appointed by the Board of Directors of the Company to conduct audit of the cost records of the Company for the financial year ending 31st March, 2020, be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
Garden Reach Shipbuilders & Engineers Limited

Sd/-
(Sandeep Mahapatra)
Company Secretary and Compliance Officer

Date: 11th July, 2019
Place: Kolkata

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (the 'Act'), relating to the Special Business to be transacted at the Annual General Meeting (the "Meeting" or "AGM") is annexed.

2. **A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.**

   The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting (i.e. on or before 18th September, 2019, 10:30 Hrs.). A proxy form for the AGM is enclosed.

   Corporate Members are required to send a certified copy of the Board resolution to the Company or upload it on the e-voting portal, authorising their representatives to attend and vote at the AGM.

   A person can act as a proxy on behalf of a maximum of fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy, provided that the person does not act as proxy for any other person or shareholder.

3. Members / proxies / authorised representatives should bring the duly filled-in attendance slip enclosed herewith to attend the Meeting.

4. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and also e-voting at the AGM venue, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of NSDL. The Board has appointed Mr. A. K. Labh, Practising Company Secretary (FCS: 4848 / CP No.: 3238) of M/s. A. K. Labh & Co., Company Secretaries, as the Scrutinizer for this purpose.

5. The facility for e-voting will be available at the AGM venue to those Members who did not cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting, may attend the AGM but will not be entitled to cast their votes once again.

6. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **13th September, 2019**

("cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting at the AGM venue. A person who is not a Member on the cut-off date should accordingly treat this Notice for information purposes only.

7. The remote e-voting shall commence on **Tuesday, 17th September, 2019 (9:00 a.m.) and end on Thursday, 19th September, 2019 (5.00 p.m.)**. During this period, Members holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 13th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change the vote subsequently. E-voting cannot be exercised by a proxy, though corporate and institutional investors shall be entitled to vote through their authorised representatives with proof of their authorisation.

8. Shareholders are requested to read the instructions as stated in the Notes under the section "*Instructions relating to Voting through Electronic Means*".

9. Dividend, if declared at the AGM, will be paid within 30 days from the date of declaration, to those Members whose names appear on the Register of Members as at the end of 13th September, 2019.

10. Members are requested to claim any money lying in the Unpaid Dividend Account with the Company since the Company is obliged to transfer any money lying in such Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Account, to the credit of the Investor Education and Protection Fund established by the Central Government.

11. This Notice of AGM alongwith the Annual Report 2018-19 is being sent to all the Shareholders whose names appear in the Register of Members / list of Beneficial Owners on the cut-off date, as received from NSDL / CDSL. For Shareholders whose e-mail IDs are not registered, physical copies are being sent through permitted modes. Shareholders wishing to obtain a physical copy of the Notice and Annual Report may send an e-mail to the Company's Registrar and Transfer Agent ("RTA"), M/s. Alankit Assignments Limited, at rta@alankit.com or to the Company at evoting@grse.co.in, duly quoting their Demat account details.

12. The Annual Report 2018-19 alongwith this AGM Notice is also being uploaded on the Company's website at www.grse.in and on the website of NSDL at https://evoting.nsdl.com.

13. The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be placed on the Company's website www.grse.in under the section 'Investors Corner'. 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. www.nsdl.co.in.

14. Members may visit the Company's website to view the Financial Statements or access information pertaining to the Company. Queries, if any, should be sent at least seven (7) days before the AGM to the Company Secretary at co.sec@grse.co.in.

15. In case of any query or clarification, the Members are requested to address all correspondence, including on dividends, to the RTA at rta@alankit.com.

16. 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, during business hours up to the date of the Meeting.

17. The route map to reach the venue of the AGM including prominent land mark for easy location forms part of the Notice.

18. Shareholders, who are holding the shares in electronic form are requested to update their email IDs with the concerned demat account, to enable the Company / RTA to send communications through e-mail in support of our commitment to the environment.

Instructions relating to Voting through Electronic Means

In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Section 108 and other applicable provisions of the Act, read with the related rules, the Company is pleased to provide e-voting facility to all its Shareholders, to enable them to cast their votes electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Shareholders.

The instructions for e-voting are as follows:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

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

Step 1: Log-in to NSDL e-Voting system

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 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. 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 Shareholders 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 Shareholders 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 Shareholders 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***

5. Your password details 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 e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click here for "Forgot User Details/Password" (If you are holding shares in your demat account with NSDL or CDSL)

   b) Click here for "Physical User Reset Password?" (If you are holding shares in physical mode)

   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.

   d) You can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. 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.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. 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

2. Persons who acquire shares and become Members of the Company after the dispatch of Notice and hold shares as on cut-off date i.e. 13th September, 2019, may obtain the login ID and password by sending request at evoting@nsdl.co.in or to the RTA at their e-mail id rta@alankit.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting your vote.

3. 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.

4. 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.:1800-222-990 or send a request at evoting@nsdl.co.in.

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

Item No. (5)

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s. Mou Banerjee & Co., Cost Accountants as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020 at an audit fees of ₹ 69,000/- plus taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. (5) of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. (5) of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. (5) of the Notice for approval of the Shareholders.

By Order of the Board
Garden Reach Shipbuilders & Engineers Limited

Sd/-
(Sandeep Mahapatra)
Company Secretary and Compliance Officer

Date: 11th July, 2019
Place: Kolkata

GARDEN REACH SHIPBUILDERS & ENGINEERS LTD.

Registered Office: 43/46, Garden Reach Road, Kolkata-700024

Ph: (033)-24698100-13, Fax: (033)-24698150

Website: www.grse.in Email: co.sec@grse.co.in

CIN: L35111WB1934GOI007891

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 – Form MGT-11]

103rd Annual General Meeting – September 20, 2019

Name of the Member(s)

Registered Address

Registered E-mail

Folio No. / Client Id

DP ID

I/We, being a member holding ..... shares of the above-named company, hereby appoint

1. Name .....
   Address .....
   E-Mail ID .....
   Signature ....., or failing him/her

2. Name .....
   Address .....
   E-Mail ID .....
   Signature ....., or failing him/her

3. Name .....
   Address .....
   E-Mail ID .....
   Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 103rd Annual General Meeting of the Company, to be held on Friday, the 20th day of September, 2019 at 1030 Hrs. at Bhasha Bhawan Auditorium, National Library, Belveria Road, Block A, Alipore, Kolkata – 700 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote*	
		For	Against
Ordinary Business			
1.	To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.		
2.	To approve the payment of interim dividend of ₹1.85/- per equity share and declare final dividend of ₹5.10/- per equity share (face value ₹10/-) for the financial year 2018-19 (i.e. total Dividend of ₹6.95/- per equity share).		
3.	To appoint a director in place of Shri Sarvjit Singh Dogra (DIN: 07052300), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To fix the remuneration of Auditors to be appointed by the Comptroller & Auditor General of India for the financial year 2019-20.		
Special Business			
5.	To ratify the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020.		

Signed this ……day of ……. 2019.

Affix Revenue Stamp

……..

Signature of Shareholder

……..

Signature of Proxy holder(s)

Notes:

1. This Form of Proxy, in order to be effective, should be duly completed, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

*2. It is optional to indicate your preference. If you leave 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote (on poll) at the meeting in the manner he/she thinks appropriate.

3. Appointing Proxy does not prevent a Member from attending the AGM in person if he/she so wishes. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy will stand automatically revoked.

4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

GARDEN REACH SHIPBUILDERS & ENGINEERS LTD.
Registered Office: 43/46, Garden Reach Road, Kolkata-700024
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CIN: L35111WB1934GOI007891

ATTENDANCE SLIP

(Please Fill Attendance Slip and Hand It Over at the Entrance of the Meeting Venue)

103rd Annual General Meeting

DP ID* ..... **Client ID*/ Folio No.** ..... **No. of Shares Held** .....

* *Applicable only for members holding shares in electronic form.*

Name of Member(s) **:** .....

Name of Proxyholder, if any: .....

I hereby record my presence at the 103rd Annual General Meeting of the Company on Friday, 20th September, 2019 at 10:30 a.m. at Bhasha Bhawan Auditorium, National Library, Belveria Road, Block A, Alipore, Kolkata – 700 025.

.....

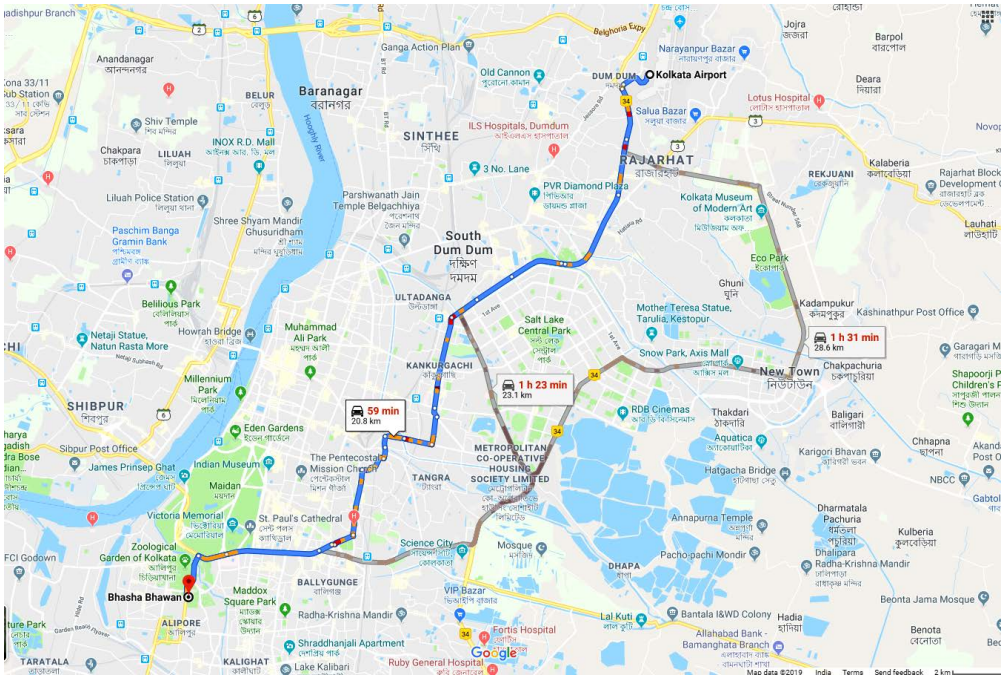
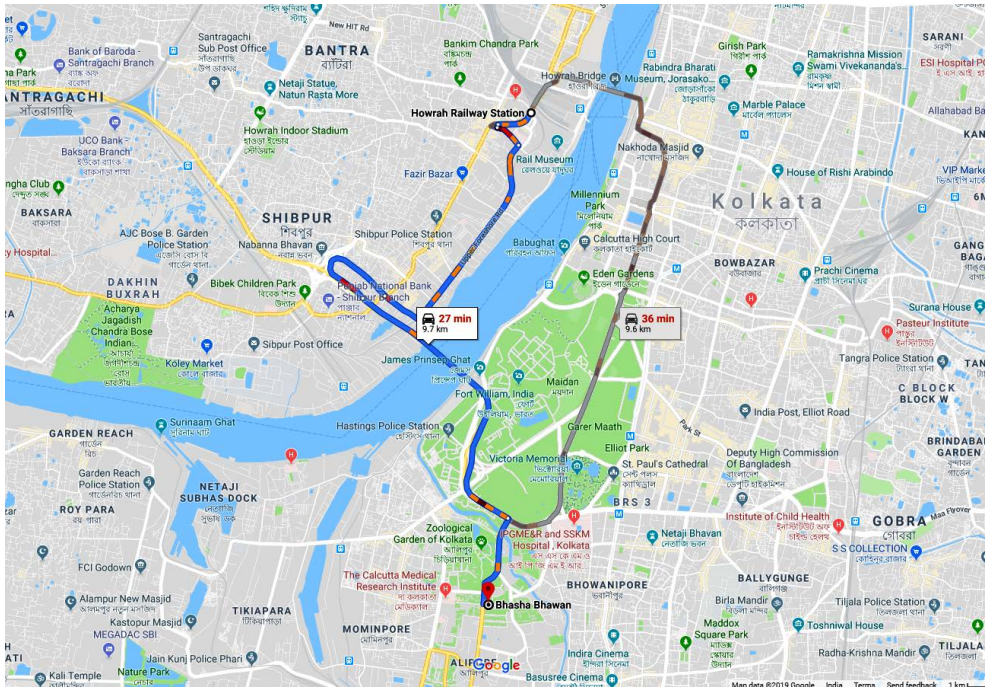
Signature of Member / Proxy

Notes:

1. Only Member / Proxyholder can attend the Meeting.
2. Authorised Representatives of Corporate members shall produce proper authorisation issued in their favour.
3. Members are requested to bring their copies of the Annual Report 2018-19 to the AGM.

103RD ANNUAL GENERAL MEETING VENUE

Direction to the AGM venue from Airport



Directction to the AGM venue from Howrah Railway Sation