



# 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/AGM/22-23

26 Sep 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, Fort

Mumbai – 400 001

Scrip Code: 542011

**Sub: Voting Results of the 106<sup>th</sup> Annual General Meeting alongwith report of the Scrutinizer**

Dear Sir / Madam,

1. This has reference to our letter No. SECY/GRSE/BD-69/CA/23/22-23 dated 01 Sep 2022 on the subject matter of 'Intimation of 106<sup>th</sup> Annual General Meeting, Book Closure and Dividend'.
2. In this regard, please find enclosed the following:
  - a) Voting Results of the business transacted at the Annual General Meeting (AGM) of the Company held on 26 Sep 2022 as required under Regulation 44 of the SEBI (LODR) Regulations, 2015, as **Annexure-A**.
  - b) The Scrutinizer's Report dated 26 Sep 2022, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure B**.
3. 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: As above

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

GARDEN REACH SHIPBUILDERS & ENGINEERS LIMITED - AGM 2022								
Details of e-Voting AGM Date 26-09-2022								
Total number of shareholders on record date: '40296' No. of Shares: '114552000'								
No. of Shareholders present in the meeting either in person or through proxy: NA								
Promoters and Promoter Group :			1	No. of Shares:		85341240		
Public :			72	No. of Shares:		372577		
Detail of the Agenda:								
Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		( 1 )	( 2 )	(3)= [(2)/(1)]*100	( 4 )	( 5 )	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
<b>1. To consider and adopt the audited financial statements for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon.</b>								
<b>Ordinary Resolution</b>								
Promoter and Promoter Group	E-Voting	85341240	85341240	100.000	85341240	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		85341240	85341240	100.000	85341240	0	100.000
Public – Institutional holders	E-Voting	12269163	10038789	81.821	10038789	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		12269163	10038789	81.821	10038789	0	100.000
Public-Others	E-Voting	16941597	108326	0.639	107891	435	99.598	0.402
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		16941597	108326	0.639	107891	435	99.598
<b>GRAND TOTAL</b>		<b>114552000</b>	<b>95488355</b>	<b>83.358</b>	<b>95487920</b>	<b>435</b>	<b>100.000</b>	<b>0.000</b>
<b>Note : Invalid Votes by one shareholder having 75000 votes all in favour</b>								



2. To confirm the payment of Interim Dividend of Rs 4.95/- per equity share and to declare a Final Dividend of Rs 0.85/- per equity share for the financial year 2021-22 (i.e. total Dividend of Rs 5.80/- per equity share).

**Ordinary Resolution**

Promoter and Promoter Group	E-Voting	85341240	85341240	100.000	85341240	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		85341240	85341240	100.000	85341240	0	100.000
Public – Institutional holders	E-Voting	12269163	10051366	81.924	10051366	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		12269163	10051366	81.924	10051366	0	100.000
Public-Others	E-Voting	16941597	108325	0.639	108051	274	99.747	0.253
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		16941597	108325	0.639	108051	274	99.747
<b>GRAND TOTAL</b>		<b>114552000</b>	<b>95500931</b>	<b>83.369</b>	<b>95500657</b>	<b>274</b>	<b>100.000</b>	<b>0.000</b>

Note : Invalid Votes by one shareholder having 75000 votes all in favour

3. To appoint a Director in place of Shri Ramesh Kumar Dash (DIN: 08511344) who retires by rotation and, being eligible, offers himself for re-appointment

**Ordinary Resolution**

Promoter and Promoter Group	E-Voting	85341240	85341240	100.000	85341240	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		85341240	85341240	100.000	85341240	0	100.000
Public – Institutional holders	E-Voting	12269163	10051366	81.924	9803417	247949	97.533	2.467
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		12269163	10051366	81.924	9803417	247949	97.533
Public-Others	E-Voting	16941597	107710	0.636	106674	1036	99.038	0.962
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		16941597	107710	0.636	106674	1036	99.038
<b>GRAND TOTAL</b>		<b>114552000</b>	<b>95500316</b>	<b>83.369</b>	<b>95251331</b>	<b>248985</b>	<b>99.739</b>	<b>0.261</b>

Note : Invalid Votes by one shareholder having 75000 votes all in favour



**4. To fix the remuneration of Statutory Auditors to be appointed by the Comptroller & Auditor General of India for the financial year 2022-23.**

**Ordinary Resolution**

Promoter and Promoter Group	E-Voting	85341240	85341240	100.000	85341240	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		85341240	85341240	100.000	85341240	0	100.000
Public – Institutional holders	E-Voting	12269163	10051366	81.924	10051366	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		12269163	10051366	81.924	10051366	0	100.000
Public-Others	E-Voting	16941597	107710	0.636	107131	579	99.462	0.538
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		16941597	107710	0.636	107131	579	99.462
<b>GRAND TOTAL</b>		<b>114552000</b>	<b>95500316</b>	<b>83.369</b>	<b>95499737</b>	<b>579</b>	<b>99.999</b>	<b>0.001</b>

**Note : Invalid Votes by one shareholder having 75000 votes all in favour**

**5. To ratify the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2023 and, in this regard, to consider and if thought fit, to pass, the resolution**

**Ordinary Resolution**

Promoter and Promoter Group	E-Voting	85341240	85341240	100.000	85341240	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		85341240	85341240	100.000	85341240	0	100.000
Public – Institutional holders	E-Voting	12269163	10051366	81.924	10051366	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		12269163	10051366	81.924	10051366	0	100.000
Public-Others	E-Voting	16941597	107711	0.636	107135	576	99.465	0.535
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		16941597	107711	0.636	107135	576	99.465
<b>GRAND TOTAL</b>		<b>114552000</b>	<b>95500317</b>	<b>83.369</b>	<b>95499741</b>	<b>576</b>	<b>99.999</b>	<b>0.001</b>

**Note : Invalid Votes by one shareholder having 75000 votes all in favour**



**A. K. LABH**

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)  
DIM, DHRD, PGHDSM, DIRPM  
*Practising Company Secretary*

**A. K. LABH & Co.***Company Secretaries*

40, Weston Street, 3rd Floor, Kolkata - 700 013

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e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : [www.aklabh.com](http://www.aklabh.com)**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

**The Chairman  
of the 106<sup>th</sup> Annual General Meeting of  
Garden Reach Shipbuilders & Engineers Limited  
GRSE Bhavan  
61, Garden Reach Road  
Kolkata – 700024**

*Dear Sir,*

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 106<sup>th</sup> Annual General Meeting (“AGM”) of the members of “**Garden Reach Shipbuilders & Engineers Limited**” (“Company”) held on Monday, the 26<sup>th</sup> day of September, 2022 at 10:30 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 19/2021 dated 8<sup>th</sup> December, 2021, 21/2021 dated 14<sup>th</sup> December, 2021 and 02/2022 dated 5<sup>th</sup> May, 2022 (collectively referred as “MCA Circulars”) for the purpose of scrutinizing the electronic voting (“e-voting”) process through remote e-voting and e-voting at the AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 11<sup>th</sup> day of August, 2022. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM is restricted to make a Scrutinizer’s Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (“NSDL”), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.



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I submit my report as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Wednesday, the 21<sup>st</sup> day of September, 2022 up to 5:00 P.M. IST on Sunday, the 25<sup>th</sup> day of September, 2022.
2. The shareholders holding shares as on the "cut off" date, i.e. the 19<sup>th</sup> day of September, 2022 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the Notice of the AGM dated the 11<sup>th</sup> day of August, 2022.
3. The Company had also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
4. The votes were unblocked on Monday, the 26<sup>th</sup> day of September, 2022 around 12:30 P.M. IST after the completion of the AGM in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711102 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the AGM [EVEN : 121309] are as under:



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### <A> ORDINARY BUSINESS:

#### a) Resolution 1

*To consider and adopt the audited financial statements for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon*

##### (i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	390	95410240	
E-voting at AGM	6	2680	
<b>Total</b>	<b>396</b>	<b>95412920</b>	<b>99.9995%</b>

##### (ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	12	435	
E-voting at AGM	0	0	
<b>Total</b>	<b>12</b>	<b>435</b>	<b>0.0005%</b>

##### (iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	75000



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### b) Resolution 2

*To confirm the payment of Interim Dividend of Rs. 4.95 per equity share and to declare a Final Dividend of Re. 0.85 per equity share for the financial year 2021-22 (i.e. total Dividend of Rs. 5.80 per equity share)*

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	393	95422977	
E-voting at AGM	6	2680	
<b>Total</b>	<b>399</b>	<b>95425657</b>	<b>99.9997%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	9	274	
E-voting at AGM	0	0	
<b>Total</b>	<b>9</b>	<b>274</b>	<b>0.0003%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	75000





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### c) Resolution 3

*To appoint a Director in place of Shri Ramesh Kumar Dash (DIN: 08511344) who retires by rotation and, being eligible, offers himself for re-appointment*

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	359	95173651	
E-voting at AGM	6	2680	
<b>Total</b>	<b>365</b>	<b>95176331</b>	<b>99.7391%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	40	248985	
E-voting at AGM	0	0	
<b>Total</b>	<b>40</b>	<b>248985</b>	<b>0.2609%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	75000



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### d) Resolution 4

*To fix the remuneration of Statutory Auditors to be appointed by the Comptroller & Auditor General of India for the financial year 2022-23*

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	382	95422057	
E-voting at AGM	6	2680	
<b>Total</b>	<b>388</b>	<b>95424737</b>	<b>99.9994%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	17	579	
E-voting at AGM	0	0	
<b>Total</b>	<b>17</b>	<b>579</b>	<b>0.0006%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	75000



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### <B> SPECIAL BUSINESS:

#### e) Resolution 5 : Ordinary Resolution

*To ratify the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2023*

##### (i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	382	95422061	
E-voting at AGM	6	2680	
<b>Total</b>	<b>388</b>	<b>95424741</b>	<b>99.9994%</b>

##### (ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	18	576	
E-voting at AGM	0	0	
<b>Total</b>	<b>18</b>	<b>576</b>	<b>0.0006%</b>

##### (iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	75000



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7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly  
For A. K. LABH & Co.  
*Company Secretaries*



(CS A. K. LABH)  
*Practising Company Secretary*  
FCS : 4848 / CP No. : 3238  
UIN : S1999WB026800  
PRCN : 1038/2020  
UDIN : F004848D001047197

Place : Kolkata  
Dated : 26.09.2022



## A. K. LABH

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DIM, DHRD, PGHDSM, DIRPM  
*Practising Company Secretary*



## A. K. LABH & Co.

*Company Secretaries*

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Received the Report of the Scrutinizer

For Garden Reach Shipbuilders & Engineers Limited

  
Cmde Hari P R, IN (Retd.)  
Chairman & Managing Director  
(DIN: 08591411)

