



Scrutinizer's Report on remote e-voting in connection with 22nd Annual General Meeting of the Members of Reliance Naval and Engineering Limited held on Saturday, September 28, 2019 at the registered office at Pipavav Port, Post Ucchaiya, Via- Rajula, Dist. Amreli- 365 560, Gujarat.

Shri Debashis Bir
Chairman of 22nd Annual General Meeting
Reliance Naval and Engineering Limited
Pipavav Port, Post Ucchaiya, Via- Rajula,
Dist. Amreli- 365 560, Gujarat.

Dear Sir,

1. The Board of Directors of Reliance Naval and Engineering Limited (the 'Company') has appointed me, Jitendra R Rawal, Practicing Company Secretary, as a scrutinizer for the purpose of scrutinizing the remote e-voting process ('remote e-voting') which has been carried out as per the provisions of Section 108 of the Companies Act, 2013 (the 'Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), on the business contained in the Notice dated August 26, 2019 (the Notice) for the 22nd Annual General Meeting (AGM) of the Members of the Company, held on Saturday, September 28, 2019, at the registered office at Pipavav Port, Post Ucchaiya, Via- Rajula, Dist. Amreli- 365 560, Gujarat.
2. The management of the Company is responsible for ensuring compliances with the requirements of the Act and the Rules made thereunder and SEBI LODR Regulations, in the matter of voting through remote e-voting on the business contained in the Notice of the AGM of the Members of the Company.
3. The Members of the Company as on the "cut-off date" fixed for the purpose i.e. September 21, 2019 were entitled to vote on the business as set out in the Notice of the AGM.
4. The Company had appointed M/s. Karvy Fintech Private Limited ("Karvy"), the Registrar and Transfer Agent, to provide remote e-voting facilities to the Members of the Company from 10:00 A.M. on September 24, 2019 to 5:00 P.M. on September 27, 2019.





5. My responsibility as a scrutinizer for the remote e-voting process is restricted to scrutinize the remote e-voting process in a fair and transparent manner and to prepare Scrutinizer's report of the votes cast "In Favour" or "Against" the resolution stated in the Notice, based on the reports generated from the remote e-voting system provided by Karvy.
6. On the completion of remote e-voting period, in compliance with the Rule 20(4)(xii) of the Rules, after counting the votes cast at the AGM, I unblocked the votes cast through remote e-voting on September 28, 2019, in the presence of two witnesses, who were not in the employment of the Company.
7. I have scrutinized and reviewed the voting through electronic means based on the data downloaded from the Karvy's remote e-voting system.
8. Thereafter, Karvy generated the list of Members, who voted "In Favour" or "Against" each of the resolutions, from the remote e-voting system and based on such list, the result of the remote e-voting is as under:

Item No. 1:-

Ordinary Resolution to consider and adopt:

- a) the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of Board of Directors and Auditors thereon; and
- b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon.

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

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour | % of total number of valid votes cast |
|--|--------------------------------|---------------------------------------|
| 73 | 220461526 | 79.0348 |





(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 07 | 14830 | 0.0053 |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 02 | 58465998 |

Item No. 2:-

Ordinary Resolution for re-appointment of Shri Debashis Bir, a Director retiring by rotation.

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

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour | % of total number of valid votes cast |
|--|--------------------------------|---------------------------------------|
| 68 | 220460469 | 79.0344 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 11 | 15661 | 0.0056 |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 03 | 58466125 |





Item No. 3:-

Ordinary Resolution for appointment of Ms Ankita Tallur as a Director.

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

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour | % of total number of valid votes cast |
|--|--------------------------------|---------------------------------------|
| 68 | 220459995 | 79.0341 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 12 | 16962 | 0.0061 |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 03 | 58466098 |

* One shareholder(s) with 125 share(s) voted "in favour" of, and 125 share(s) "against", the resolution.

Item No. 4:-

Ordinary Resolution for appointment of Ms Shiby Jobby as a Director.

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

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour | % of total number of valid votes cast |
|--|--------------------------------|---------------------------------------|
| 68 | 220460120 | 79.0340 |



(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against | % of total number of valid votes |
|--|------------------------------|----------------------------------|
| 11 | 17036 | 0 |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 03 | 58466098 |

Item No. 5:-

Ordinary Resolution for appointment of Shri Venkata Rachakonda as a Director.

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

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour | % of total number of valid votes cast |
|--|--------------------------------|---------------------------------------|
| 68 | 220460120 | 79.0340 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 11 | 17036 | 0.0061 |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 03 | 58466098 |





Item No. 6:-

Special Resolution for appointment of Shri Pankaj Pandya as an Independent Director.

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

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour | % of total number of valid votes cast |
|--|--------------------------------|---------------------------------------|
| 68 | 220460120 | 79.0340 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 11 | 17036 | 0.0061 |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 03 | 58466098 |

Item No. 7:-

Special Resolution for re-appointment of Shri Debashis Bir as the Whole-time Director.

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

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour | % of total number of valid votes cast |
|--|--------------------------------|---------------------------------------|
| 65 | 220457371 | 79.0333 |



(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 13 | 18659 | 0.0067 |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 04 | 58466225 |

Item No. 8:-

Special Resolution for change of name of the Company

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

| Number of members present and voting (in person or by proxy) | Number of votes cast in favour | % of total number of valid votes cast |
|--|--------------------------------|---------------------------------------|
| 68 | 220462053 | 79.0347 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast against | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 12 | 15203 | 0.0055 |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 02 | 58465998 |



JITENDRA R. RAWAL

Company Secretary

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9. The soft copy containing a list of equity shareholders who voted "FOR" or "AGAINST" and those who "ABSTAINED" together with those whose votes were declared invalid for each resolution is being delivered to the Company Secretary separately.
10. Electronic data and other relevant records relating to remote e-voting has been kept in my safe custody and shall be retained until the minutes of the AGM are approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Jitendra R Rawal
Practicing Company Secretary
Membership No. A54651
COP No.: 20283



Place: Amreli, Gujarat
Date: September 28, 2019

Countersigned by:
For **Reliance Naval and Engineering Limited**




Avinash Godse
Company Secretary