



Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the 22nd Annual General Meeting of Reliance Naval and Engineering Limited (the 'Company') 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 the Company appointed me, Jitendra R Rawal, Practicing Company Secretary as a scrutinizer for the purpose of scrutinizing the:
 - (i) e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations); and
 - (ii) poll conducted under the provisions of Section 109 of the Act read with Rule 21 of the Rules;

on each of the business contained in the Notice dated August 26, 2019 (the "Notice") of the 22nd Annual General Meeting of the Members of Reliance Naval and Engineering Limited (the "Company") held on September 28, 2019 at the registered office at Pipavav Port, Post Ucchaiya, Via- Rajula, Dist. Amreli- 365 560 (AGM).

2. The management of the Company is responsible for ensuring compliances with the requirements of the Act, the Rules and SEBI LODR Regulations relating to voting through remote e-voting and through Poll on the business contained in the Notice of the 22nd AGM of the Members of the Company.
3. The Company has appointed M/s. Karvy Fintech Private Limited ("Karvy"), the Registrar and Transfer Agent, to provide remote e-voting facility to the Members of the Company from 10:00 A.M. on September 24, 2019 to 5:00 P.M. on September 27, 2019.





4. My responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the AGM), was restricted to scrutinize the remote e-voting process and poll at the AGM in a fair and transparent manner and to prepare a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the remote e-voting system provided by Karvy and based on the result of Poll taken at the AGM.
5. Separate Scrutinizer's Reports of even date have been issued on the remote e-voting and on the poll taken at the AGM on the business contained in the Notice to the AGM. I submit a consolidated Scrutinizer's report on the results of voting by remote e-voting and Poll taken at the AGM 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.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll at AGM	Total	Remote e-voting	Poll at AGM	Total	%
In favour	73	39	112	220461526	44563	220506089	99.993
Against	07	Nil	07	14830	Nil	14830	0.007
Total *	80	39	119	220476356	44563	220520919	100
Invalid / Abstained	02	Nil	02	58465998	Nil	58465998	---

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated August 26, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



**Item No. 2:-**

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

	Number of members			Number of votes contained in			
	Remote e-voting	Poll at AGM	Total	Remote e-voting	Poll at AGM	Total	%
In favour	68	39	107	220460469	44563	220505032	99.993
Against	11	Nil	11	15661	Nil	15661	0.007
Total *	79	39	118	220476130	44563	220520693	100
Invalid / Abstained	03	Nil	03	58466125	Nil	58466125	---

Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated August 26, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 3:-

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

	Number of members			Number of votes contained in			
	Remote e-voting	Poll at AGM	Total	Remote e-voting	Poll at AGM	Total	%
In favour	68	39	107	220459995	44563	220504558	99.992
Against	12	Nil	12	16962	Nil	16962	0.008
Total *	80	39	119	220476957	44563	220521520	100
Invalid / Abstained	03	Nil	03	58466098	Nil	58466098	---

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

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated August 26, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.





Item No. 4:-

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

	Number of members			Number of votes contained in			
	Remote e-voting	Poll at AGM	Total	Remote e-voting	Poll at AGM	Total	%
In favour	68	39	107	220460120	44563	220504683	99.992
Against	11	Nil	11	17036	Nil	17036	0.008
Total *	79	39	118	220477156	44563	220521719	100
Invalid / Abstained	03	Nil	03	58466098	Nil	58466098	---

Based on the aforesaid results, Special Resolution No. 4 of the Notice dated August 26, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 5:-

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

	Number of members			Number of votes contained in			
	Remote e-voting	Poll at AGM	Total	Remote e-voting	Poll at AGM	Total	%
In favour	68	39	107	220460120	44563	220504683	99.992
Against	11	Nil	11	17036	Nil	17036	0.008
Total *	79	39	118	220477156	44563	220521719	100
Invalid / Abstained	03	Nil	03	58466098	Nil	58466098	---

Based on the aforesaid results, Ordinary Resolution No. 5 of the Notice dated August 26, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.





Item No. 6:-

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

	Number of members			Number of votes contained in			
	Remote e-voting	Poll at AGM	Total	Remote e-voting	Poll at AGM	Total	%
In favour	68	39	107	220460120	44563	220504683	99.992
Against	11	Nil	11	17036	Nil	17036	0.008
Total *	79	39	118	220477156	44563	220521719	100
Invalid / Abstained	03	Nil	03	58466098	Nil	58466098	---

Based on the aforesaid results, Special Resolution No. 6 of the Notice dated August 26, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 7:-

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

	Number of members			Number of votes contained in			
	Remote e-voting	Poll at AGM	Total	Remote e-voting	Poll at AGM	Total	%
In favour	65	39	104	220457371	44563	220501934	99.992
Against	13	Nil	13	18659	Nil	18659	0.008
Total *	78	39	117	220476030	44563	220520593	100
Invalid / Abstained	04	Nil	04	58466225	Nil	58466225	---

Based on the aforesaid results, Special Resolution No. 7 of the Notice dated August 26, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 8:-

Special Resolution for change of name of the Company

	Number of members			Number of votes contained in			
	Remote e-voting	Poll at AGM	Total	Remote e-voting	Poll at AGM	Total	%
In favour	68	38	106	220462053	34552	220496605	99.989
Against	12	01	13	15203	10011	25214	0.011
Total *	80	39	119	220477256	44563	220521819	100
Invalid / Abstained	02	Nil	02	58465998	Nil	58465998	---

Based on the aforesaid results, Special Resolution No. 8 of the Notice dated August 26, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

- In terms of the Notice of the AGM dated August 26, 2019, the Members who have already voted through remote e-voting were not entitled to vote at the AGM through poll. Hence, votes cast by such Members at the AGM through poll were treated as invalid.
- The poll papers, Electronic data and other relevant records relating to remote e-voting and Poll has been kept in my safe custody and shall be retained until the minutes of the AGM is approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Jitendra Rawal

Jitendra R Rawal

Practicing Company Secretary
Membership No. A54651



Place: Amreli, Gujarat

Date: September 29, 2018

Countersigned by:
For Reliance Naval and Engineering Limited



Avinash Godse
Avinash Godse
Company Secretary