

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L35110GJ1997PLC033193

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCP1491C

(ii) (a) Name of the company

RELIANCE NAVAL AND ENGINE

(b) Registered office address

Pipavav Shipyard Limited
Pipavav Port, Post Ucchaya, Via Rajula
Rajual
Gujarat
365560

(c) *e-mail ID of the company

paresh.rathod@relianceada.co

(d) *Telephone number with STD code

02233031000

(e) Website

www.rnaval.co.in

(iii) Date of Incorporation

17/10/1997

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	The National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2003PTC041636

Pre-fill

Name of the Registrar and Transfer Agent

KARVY COMPUTERSHARE PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

46,,AVENUE, 4TH STREET,NO.1, BANJARA HILLS,
HYDERABAD.

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C11	Motor vehicles, trailers, semi trailers and other Transport Vehicles	80

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	E COMPLEX PRIVATE LIMITED	U63000GJ1995PTC026113	Subsidiary	100
2	RMOL ENGINEERING AND OFF	U35100GJ2012PLC070568	Subsidiary	100

3	RELIANCE LIGHTER THAN AIR S	U29241GJ2013PTC077604	Subsidiary	100
4	REDS MARINE SERVICES LIMITE	U29219GJ2012PLC070565	Subsidiary	100
5	RELIANCE TECHNOLOGIES ANI	U29248MH2013PTC247148	Subsidiary	100
6	CONCEPTIA SOFTWARE TECHN	U72900KA2004PTC034151	Associate	25.5
7	PDOC Pte Limited		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	11,000,000,000	737,591,263	737,591,263	737,591,263
Total amount of equity shares (in Rupees)	110,000,000,000	7,375,912,630	7,375,912,630	7,375,912,630

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	11,000,000,000	737,591,263	737,591,263	737,591,263
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	110,000,000,000	7,375,912,630	7,375,912,630	7,375,912,630

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	4,000,000,000	42,245,764	42,245,764	42,245,764
Total amount of preference shares (in rupees)	40,000,000,000	422,457,640	422,457,640	422,457,640

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	4,000,000,000	42,245,764	42,245,764	42,245,764
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	40,000,000,000	422,457,640	422,457,640	422,457,640

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	736,206,269	7,362,062,690	7,362,062,690	
Increase during the year	1,384,994	13,849,940	13,849,940	49.35
i. Public Issues	0	0	0	
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	1,384,994	13,849,940	13,849,940	49.35
v. ESOPs	0	0	0	
vi. Sweat equity shares allotted	0	0	0	
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	
NA				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
NA				
At the end of the year	737,591,263	7,375,912,630	7,375,912,630	
Preference shares				
At the beginning of the year	0	0	0	

Increase during the year	42,245,764	422,457,640	422,457,640	0
i. Issues of shares	42,245,764	422,457,640	422,457,640	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
NA				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
NA				
At the end of the year	42,245,764	422,457,640	422,457,640	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

22/08/2017

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	24,231,000	100	2,423,100,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			75,461,327,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			27,620,571,000
Deposit			0
Total			105,504,998,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	2,423,100,000	0	2,423,100,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

3,351,710,007

(ii) Net worth of the Company

2,229,045,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	220,103,025	29.84	0	0
10.	Others	0	0	0	0
	Total	220,103,025	29.84	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	95,105,946	12.89	0	0
	(ii) Non-resident Indian (NRI)	2,619,047	0.36	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0

2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	58,465,899	7.93	0	0
4.	Banks	720,040	0.1	42,245,764	100
5.	Financial institutions	805,704	0.11	0	0
6.	Foreign institutional investors	37,431,333	5.07	0	0
7.	Mutual funds	17,946,000	2.43	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	272,447,183	36.94	0	0
10.	Others Overseas Bodies Corporate	31,947,086	4.33	0	0
	Total	517,488,238	70.16	42,245,764	100

Total number of shareholders (other than promoters)

144,679

**Total number of shareholders (Promoters+Public/
Other than promoters)**

144,680

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
BNP PARIBAS ARBITRA				2,052,000	0.28
CIMB BANK BERHAD				36,000	0
CITIGROUP GLOBAL M				1,089,000	0.15
CITY OF LOS ANGELES				24,117	0
COLUMBIA INDIA SMA				332,928	0.05
CREDIT SUISSE (SINGA				12,780	0
DIMENSIONAL EMERG				22,287	0
EG SHARES INDIA SMA				125,088	0.02

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ELM PARK FUND LIMIT				1,560,000	0.21
EMERGING MARKETS C				48,566	0.01
EMERGING MARKETS C				1,191,243	0.16
EMERGING MARKETS S				43,598	0.01
GOLDMAN SACHS INV				859,335	0.12
INTEGRATED CORE ST				486,955	0.07
JOHN HANCOCK FUNI				37,992	0.01
LTS INVESTMENT FUN				437,650	0.06
MACQUARIE EMERGIN				63,000	0.01
MORGAN STANLEY (FI				88,317	0.01
MORGAN STANLEY MA				22,468,405	3.05
MV SCIF MAURITIUS				962,605	0.13
SOCIETE GENERALE				2,573,000	0.35
SPDR S AND P EMERG				340,290	0.05
T.A. WORLD EX U.S. CC				41,874	0.01
THE EMERGING MARK				855,404	0.12
UBS PRINCIPAL CAPIT,				369,000	

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	130,627	144,679
Debenture holders	0	20

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	1	0	1	0	0
B. Non-Promoter	1	10	1	9	0	0
(i) Non-Independent	1	3	1	2	0	0
(ii) Independent	0	7	0	7	0	0
C. Nominee Directors representing	0	2	0	2	0	0
(i) Banks & FIs	0	2	0	2	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	13	1	12	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

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(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ANIL D AMBANI	00004878	Director	0	25/08/2018
KARTIK SUBRAMANIA	01957227	Whole-time director	0	
SATEESH SETH	00004631	Director	0	
RAJESH KUMAR DHIN	03612092	Additional director	0	10/08/2018
RAJ NARAIN BHARDW	01571764	Director	0	
COMAL RAMACHANDR	02872723	Director	0	
SYED ATA HASNAIN	07257757	Director	0	10/08/2018
RAHUL SARIN	02275722	Director	0	10/08/2018

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAVIKUMAR KRISHNA	00119753	Director	0	
RANA RANJIT RAI	01625853	Director	0	
RYNA ZAIWALLA KARV	00116930	Director	0	
RAJEEV KUMAR	01879049	Nominee director	0	22/09/2018
RAJ KUMAR	06627311	Nominee director	0	
NIKHIL JAIN	AFJPJ9833N	CFO	5	
KARTIK SUBRAMANIA	AFMPS2310G	CEO	0	
AJIT DHABOLKAR	AAZPD0776B	Company Secretar	2	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
RAJ KUMAR	06627311	Nominee director	15/03/2018	APPOINTMENT
RAJESH KUMAR DHIN	03612092	Additional director	20/02/2018	APPOINTMENT
RAJ NARAIN BHARDW	01571764	Additional director	30/01/2018	APPOINTMENT
RAVIKUMAR KRISHNA	00119753	Additional director	29/09/2017	APPOINTMENT
RANA RANJIT RAI	01625853	Additional director	29/09/2017	APPOINTMENT
RAJEEV KUMAR	01879049	Nominee director	08/09/2017	APPOINTMENT
FALI HOMI MAJOR	07257757	Director	30/01/2018	CESSATION
HARISIMRAN SINGH M	02388929	Whole-time directo	11/04/2017	CESSATION
AJOY NATH JHA	03567844	Nominee director	08/09/2017	CESSATION
AJAI VIKRAM SINGH	02184840	Director	29/09/2017	CESSATION
RAJENDRA CHITALE	00116930	Director	29/09/2017	CESSATION
KARTIK SUBRAMANIA	AFMPS2310G	CEO	31/03/2018	CESSATION
KARTIK SUBRAMANIA	01957227	Whole-time directo	31/03/2018	CESSATION
NIKHIL GANDHI	00030560	Director	11/02/2018	CESSATION
BHAVESH GANDHI	00030623	Director	24/03/2018	CESSATION
PADMAJA BHASKARA	05264282	Nominee director	15/03/2018	CESSATION
MADAN PENDSE	ABCPP5625R	CFO	01/08/2017	CESSATION
AJIT DHABOLKAR	AAZPD0776B	Company Secretar	31/03/2018	CESSATION
NIKHIL JAIN	AFJJP9833N	CFO	02/08/2017	APPOINTMENT

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	22/08/2017	136,095	38	30.89

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/04/2017	14	8	57.14
2	01/08/2017	14	10	71.43
3	13/10/2017	14	10	71.43
4	30/01/2018	14	10	71.43
5	20/02/2018	13	9	69.23
6	15/03/2018	13	5	38.46

C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	10/04/2017	4	2	50
2	AUDIT COMM	19/06/2017	4	3	75
3	AUDIT COMM	31/07/2017	4	3	75
4	AUDIT COMM	13/10/2017	4	4	100
5	AUDIT COMM	29/01/2018	4	3	75
6	AUDIT COMM	15/03/2018	4	2	50
7	NOMINATION	11/04/2017	3	2	66.67
8	NOMINATION	31/07/2017	3	2	66.67
9	NOMINATION	30/01/2018	4	3	75
10	NOMINATION	20/02/2018	4	3	75

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/09/2018
								(Y/N/NA)
1	ANIL D AMBA	6	1	16.67	0	0	0	Not Applicable
2	KARTIK SUBF	6	5	83.33	10	8	80	Not Applicable
3	SATEESH SE	6	6	100	1	1	100	No
4	RAJESH KUM	1	0	0	0	0	0	Not Applicable
5	RAJ NARAIN	3	3	100	1	1	100	No
6	COMAL RAMA	6	3	50	4	3	75	No
7	SYED ATA HA	6	5	83.33	4	4	100	Not Applicable
8	RAHUL SARIN	6	3	50	3	1	33.33	Not Applicable
9	RAVIKUMAR	4	4	100	3	3	100	Yes
10	RANA RANJIT	4	3	75	5	4	80	No
11	RYNA ZAIWA	6	5	83.33	17	12	70.59	No
12	RAJEEV KUM	4	3	75	1	0	0	Not Applicable
13	RAJ KUMAR	0	0	0	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KARTIK SUBRAMA	WHOLE-TIME D	7,774,862	0	0	9,137	7,783,999
2	HARISIMRAN SING	WHOLE-TIME D	0	0	0	0	0
	Total		7,774,862	0	0	9,137	7,783,999

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MADAN PENDSE	CFO	745,510	0	0	0	745,510
2	NIKHIL JAIN	CFO	3,158,338	0	0	0	3,158,338
3	AJIT DABHOLKAR	COMPANY SEC	9,216,065	0	0	12,035	9,228,100
	Total		13,119,913	0	0	12,035	13,131,948

Number of other directors whose remuneration details to be entered

19

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ANIL D AMBANI	NON-EXECUTIV	0	0	0	40,000	40,000
2	SATEESH SETH	NON-EXECUTIV	0	0	0	240,000	240,000
3	NIKHIL GANDHI	NON-EXECUTIV	0	0	0	0	0
4	BHAVESH GANDH	NON-EXECUTIV	0	0	0	200,000	200,000
5	RAJESH KUMAR D	NON-EXECUTIV	0	0	0	0	0
6	RAJEEV KUMAR	NON-EXECUTIV	0	0	0	120,000	120,000
7	RAJ KUMAR	NON-EXECUTIV	0	0	0	0	0
8	AJOY NATH JHA	NON-EXECUTIV	0	0	0	40,000	40,000
9	PADMAJA BHASKA	NON-EXECUTIV	0	0	0	80,000	80,000
10	AJAI VIKRAM SING	INDEPENDENT	0	0	0	160,000	160,000
11	COMAL R GAYATH	INDEPENDENT	0	0	0	240,000	240,000
12	FALI HOMI MAJOR	INDEPENDENT	0	0	0	160,000	160,000
13	RAVIKUMAR KRIS	INDEPENDENT	0	0	0	280,000	280,000
14	RAHUL SARIN	INDEPENDENT	0	0	0	160,000	160,000
15	RAJ NARAIN BHAR	INDEPENDENT	0	0	0	120,000	120,000
16	RAJENDRA CHITA	INDEPENDENT	0	0	0	200,000	200,000
17	RANA RANJIT RAI	INDEPENDENT	0	0	0	280,000	280,000
18	RYNA KARANI	INDEPENDENT	0	0	0	640,000	640,000
19	SYED ATA HASNA	INDEPENDENT	0	0	0	360,000	360,000
	Total		0	0	0	3,320,000	3,320,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

ASHITA KAUL

Whether associate or fellow

Associate Fellow

Certificate of practice number

6529

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Debashis
Niharkumar
Bir

DIN of the director

01932925

To be digitally signed by

Paresh
Purushotta
mial Rathod

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

RNVAVL-MGT-7 Annex Point IX C.pdf
FII.pdf
MGT 8_Rnaval_2017-18.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**C. COMMITTEE MEETINGS**

Continued.....

Sr. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11	Stakeholders Relationship Committee Meeting	11/04/2017	3	2	66.66666667
12	Stakeholders Relationship Committee Meeting	31/07/2017	3	2	66.66666667
13	Corporate Social Responsibility Committee Meeting	11/04/2017	4	2	50
14	Resolution Plan Committee Meeting	24/03/2018	4	3	75
15	Securities Allotment and Transfer Committee Meeting	11/04/2017	4	4	100
16	Securities Allotment and Transfer Committee Meeting	04/05/2017	4	3	75
17	Securities Allotment and Transfer Committee Meeting	20/06/2017	4	2	50

RELIANCE NAVAL AND ENGINEERING LIMITED**Shareholding of Foreign Institutional Investors(FIIs) as on 31.03.2018****VI.(c) Details of Foreign institutional investors' (FIIs) holding shares of the company**

Sr. No.	Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
1	BNP PARIBAS ARBITRAGE				2052000	0.28
2	CIMB BANK BERHAD				36000	0.00
3	CITIGROUP GLOBAL MARKETS MAURITIUS PRIVATE LIMITED				1089000	0.15
4	CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN				24117	0.00
5	COLUMBIA INDIA SMALL CAP ETF				332928	0.05
6	CREDIT SUISSE (SINGAPORE) LIMITED				12780	0.00
7	DIMENSIONAL EMERGING MARKETS VALUE FUND				22287	0.00
8	EG SHARES INDIA SMALL CAP MAURITIUS				125088	0.02
9	ELM PARK FUND LIMITED				1560000	0.21
10	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC				48566	0.01
11	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)				1191243	0.16
12	EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.				43598	0.01
13	GOLDMAN SACHS INVESTMENTS (MAURITIUS) I LTD				859335	0.12
14	INTEGRATED CORE STRATEGIES ASIA PTE LTD				486955	0.07
15	JOHN HANCOCK FUNDS II EMERGING MARKETS FUND				37992	0.01
16	LTS INVESTMENT FUND LTD				437650	0.06
17	MACQUARIE EMERGING MARKETS ASIAN TRADING PTE. LTD.				63000	0.01
18	MORGAN STANLEY (FRANCE) S.A.				88317	0.01
19	MORGAN STANLEY MAURITIUS COMPANY LIMITED				22468405	3.05
20	MV SCIF MAURITIUS				962605	0.13
21	SOCIETE GENERALE				2573000	0.35
22	SPDR S AND P EMERGING MARKETS SMALL CAP ETF				340290	0.05
23	T.A. WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.				41874	0.01
24	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY				855404	0.12
25	UBS PRINCIPAL CAPITAL ASIA LTD				369000	0.05
26	UTAH STATE RETIREMENT SYSTEMS				15390	0.00
27	VALIANT INDIA OPPORTUNITIES LTD				570474	0.08
28	VALIANT MAURITIUS PARTNERS OFFSHORE LIMITED				674321	0.09
29	WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.				36617	0.00
30	WORLD EX U.S. TARGETED VALUE PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.				13097	0.00
	TOTAL				37431333	5.07

Form No. MGT-8
[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies
(Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Reliance Naval and Engineering Limited** (formerly known as Reliance Defence and Engineering Limited (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2018. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately;
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. Its status under the Act;
 2. Maintenance of registers / records and making entries therein within the time prescribed therefor.
 3. The Company has duly filed the forms and returns as stated in the Annual Return, with the Registrar of Companies and/or Central Government within and beyond the prescribed time. No forms and returns were filed with the Regional Director, Tribunal, Court or other Authorities.
 4. Calling/ convening/ holding meetings of Board of Directors or its Committees and the meetings of the Members of the Company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book / Registers maintained for the purpose and the same have been signed;
 5. Register of Members and Share Transfer Books were closed from August 16, 2017 to August 22, 2017 (both days inclusive) for the purpose of the Annual General Meeting for the year ended March 31, 2017 after giving due notice in newspapers;
 6. The Company has not provided any loans/advances to its Directors and /or persons or firms or companies referred in Section 185 of the Act;



ASHITA KAUL & ASSOCIATES

Company Secretaries

**303, 3rd Floor, Anant Laxmi Chambers, Shivaji Nagar, Off Gokhale Road,
Opp Vaman Hari Pethe Jewellers, Naupada, Thane West 400602**

Tel. No. 022 41232128/9892332128

7. The contracts/arrangements entered into by the Company during the financial year with related parties were on an arm's length basis and in the ordinary course of business, hence, does not fall under the purview of Section 188 of the Act;
8. During the financial year under review:
 - a) the Company has allotted by way of preferential issue 13,84,994 Equity Shares of Rs. 10 each at a price of Rs. 59.35 per share, 4,22,45,764 Compulsory Redeemable Preference Shares of Rs. 10 each at par and 2,42,31,000 Secured, Redeemable, Unlisted, Non Convertible Debentures (NCD's) at an issue price of Rs.100 each.
 - b) there were no instances of Transfer or Transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates.
9. There were no instances of the Company keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
10. There were no instances of declaration/payment of dividend, transfer of unpaid/unclaimed dividend/ other amounts to the Investor Education and Protection Fund. There were no amount required to be transferred to the Investor Education and Protection Fund in accordance with Section 125 of the Act during the financial year;
11. The Company has duly signed the audited Financial Statement as per the provisions of Section 134 of the Act and Report of Directors is as per sub - Sections (3), (4) and (5) thereof;
12. Constitution / appointment / re-appointments / retirement / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them. There were no instances of filling-up of casual vacancy during the year under review;
13. The Company has duly ratified the appointed M/s Pathak H.D. & Associates (Firm Registration Number- 107783W), Chartered Accountants as the Auditors of the Company as per the provisions of Section 139 of the Act;
14. The Company has obtained approval of Central Government for change of its name. Except as mentioned above, no approvals were required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act as may be applicable to the Company;



15. During the year the Company has not accepted/ renewed public deposits. There were no public deposit laying with the Company which was pending for repayment;
16. Borrowings from public financial institutions, banks and others and creation and satisfaction of charges in that respect, wherever applicable. No money has been borrowed from its directors and members.
17. Loans and investments or guarantees given falling under the provisions of Section 186 of the Act. No fresh investments and acquisition of securities of other body corporate were made.
18. The Company has altered the provisions of Memorandum and Articles of Association during the financial year under review only relating to change of its name vide special resolution passed at its Annual General Meeting held on August 22, 2017.

Date: 23 November 2018

Place: Mumbai



For Ashita Kaul & Associates
Company Secretaries



Proprietor
FCS 6988/CP 6529