

# RELIANCE NAVAL AND ENGINEERING LIMITED

Pipavav Port, Post - Ucchaiya, Via - Rajula, Dist. - Amreli, PIN - 365 560, Gujarat  
CIN - L35110GJ1997PLC033193 Phone No.: +91 22 4058 7300 Email: rnel@swan.co.in

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SDHIL/SE/47/2024-25

**December 27, 2024**

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400001

**BSE Scrip Code : 533107**

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1,  
G Block, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400051

**NSE Symbol : RNAVAL**

**Sub: Submission of Voting Results and Summary of the Proceedings of the 27<sup>th</sup> Annual General Meeting of Reliance Naval and Engineering Limited.**

The 27<sup>th</sup> Annual General Meeting (“AGM”) of Reliance Naval and Engineering Limited (“Company”) was held on Friday, December 27, 2024, at 01:00 PM (IST). The AGM was conducted through Video Conferencing / Other Audio-Visual Means to transact the business as stated in the Notice dated November 11, 2024, convening the AGM.

In this regard, please find enclosed the following: -

1. Summary of the proceedings of the AGM of the Company – **Annexure A**
2. Voting results of remote e-voting conducted prior to the AGM and during the AGM, in relation to the business transacted at the AGM - **Annexure B**
3. The Scrutinizer's Report dated December 27, 2024, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, each as amended - **Annexure C**

The AGM concluded at 01:31 PM (IST).

The voting results along with the Scrutinizer’s Report will be made available on the website of the Company at [www.rnaval.co.in](http://www.rnaval.co.in) as well as on the website of the KFintech at <https://evoting.kfintech.com>.

These disclosures are being made in terms of Regulation 30 read with Para A of Part A of Schedule III, Regulation 44 (3) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended.

Thanking you,

Yours truly,

For **Reliance Naval and Engineering Limited**

**(Vishant Shetty)**

**Company Secretary**

*Enclosed as above*

# RELIANCE NAVAL AND ENGINEERING LIMITED

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Annexure-A

## Summary of the Proceedings of the 27<sup>th</sup> Annual General Meeting of Reliance Naval and Engineering Limited

The 27<sup>th</sup> Annual General Meeting (“AGM/Meeting”) of the Members of Reliance Naval and Engineering Limited (“Company”) was held today i.e. Friday, December 27, 2024, at 01:00 PM (IST), through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), to transact the business as stated in the Notice dated November 11, 2024, convening the AGM.

Mr. Vishant Shetty, Company Secretary, welcomed the Members to the AGM and briefed them on the details relating to their participation at the Meeting through audio-visual means.

Mr. Nikhil Merchant, Chairman and Managing Director of the Company, chaired the AGM. The Chairman welcomed the Members to the AGM and on requisite quorum being present, called the AGM to order.

All the Directors of the Company, representatives of M/s N. N. Jambusaria & Co., Statutory Auditors, and M/s Jignesh M. Pandya & Co., Mumbai, Secretarial Auditors were present at the Meeting through VC from their respective locations.

The Chairman informed the Members that, the proceedings of the AGM were also being webcast and could be viewed live by Members by logging on to the website of the Kfin Technologies Limited (“KFinTech”). The Company had taken requisite steps to enable Members to participate and vote on the business to be transacted at the AGM.

Since the AGM was held through VC/OAVM, in compliance with the applicable circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, physical attendance of Members was dispensed with. Accordingly, the Members were informed that the requirement of appointing proxies was not applicable.

With the consent of the Members present, the Notice convening the AGM and the Auditor's Report for the financial year ended March 31, 2024 were taken as read. There were no qualifications, observations, or adverse remarks in the Report of the Statutory Auditors.

In terms of the Notice dated November 11, 2024 convening the 27<sup>th</sup> AGM of the Company, the following businesses were transacted at the Meeting through remote e-voting prior to the meeting as well as during the Meeting:

Resolution No	Description of the Resolutions	Ordinary/ Special Resolution
<b>Ordinary Business:</b>		
1	Adoption of Audited Financial Statements (Standalone & Consolidated) for the year ended March 31, 2024	Ordinary

# RELIANCE NAVAL AND ENGINEERING LIMITED

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2	Appointment of Mr. Nikhil Merchant (DIN: 00614790) as a Director, liable to retire by rotation	Ordinary
3	Appointment of Statutory Auditors and fix their remuneration for a term of 5 years	Ordinary
4	Approval of Material Related Party Transactions	Ordinary

Members who attended the meeting were given an opportunity to ask questions and seek clarifications, which were appropriately addressed by the management

The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote(s). Upon completion of the e-voting process, Chairman declared the Meeting closed.

Post the conclusion of the remote e-voting, the Scrutinizers' report was received.

All the Resolutions have been passed with requisite majority.

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## Annexure - B

General information about company	
Scrip code	533107
NSE Symbol	RNAVAL
MSEI Symbol	NOTLISTED
ISIN	INE542F01012
Name of the company	Reliance Naval and Engineering Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	27-12-2024
Start time of the meeting	01:00 PM
End time of the meeting	01:31 PM

### Scrutinizer Details

Name of the Scrutinizer	Mr. Jignesh M. Pandya
Firms Name	M/s. Jignesh M. Pandya & Co
Qualification	CS
Membership Number	7346
Date of Board Meeting in which appointed	11-11-2024
Date of Issuance of Report to the company	27-12-2024

Voting results	
Record date	18-12-2024
Total number of shareholders on record date	102445
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	1
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	0
b) Public	52
<b>No. of resolution passed in the meeting</b>	<b>4</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

## Resolution (1)

**Resolution required: (Ordinary / Special)**

Ordinary

**Whether promoter/promoter group are interested in the agenda/resolution?**

No

**Description of resolution considered**

To receive, consider and adopt the audited Financial Statements (Standaone & Consolidated) of the Company for the Financial Year ended March 31, 2024 together with the reports of the Board of Directors and the Auditors thereon

Category	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
Promoter and Promoter Group	E-Voting		50000000	100.0000	50000000	0	100.0000	0.0000
	Poll	50000000	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	50000000	50000000	100.0000	50000000	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	225541	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	225541	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		530040	21.5761	529996	44	99.9917	0.0083
	Poll	2456609	4	0.0002	2	2	50.0000	50.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	2456609	530044	21.5762	529998	46	99.9913	0.0087
<b>Total</b>		52682150	50530044	95.9149	50529998	46	99.9999	0.0001
<b>Whether resolution is Pass or Not.</b>							Yes	

## Resolution (2)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Appointment of Mr. Nikhil Merchant (DIN: 00614790) who retire by rotation and being eligible, offer himself for re-appointment

Category	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
Promoter and Promoter Group	E-Voting	50000000	50000000	100.0000	50000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		50000000	50000000	100.0000	50000000	0	100.0000
Public-Institutions	E-Voting	225541	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		225541	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2456609	530040	21.5761	529480	560	99.8943	0.1057
	Poll		4	0.0002	2	2	50.0000	50.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		2456609	530044	21.5762	529482	562	99.8940
<b>Total</b>		52682150	50530044	95.9149	50529482	562	99.9989	0.0011
<b>Whether resolution is Pass or Not.</b>							Yes	



### Resolution (3)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Appointment of Statutory Auditors and fix their remuneration for a term of 5 years

Category	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
Promoter and Promoter Group	E-Voting	50000000	50000000	100.0000	50000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		50000000	50000000	100.0000	50000000	0	100.0000
Public-Institutions	E-Voting	225541	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		225541	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2456609	530040	21.5761	529996	44	99.9917	0.0083
	Poll		4	0.0002	2	2	50.0000	50.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		2456609	530044	21.5762	529998	46	99.9913
<b>Total</b>		52682150	50530044	95.9149	50529998	46	99.9999	0.0001
<b>Whether resolution is Pass or Not.</b>							Yes	

## Resolution (4)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

Yes

Description of resolution considered

Approval of Material Related Transaction

Category	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
Promoter and Promoter Group	E-Voting	50000000	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		50000000	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	225541	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		225541	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2456609	530040	21.5761	529518	522	99.9015	0.0985
	Poll		4	0.0002	2	2	50.0000	50.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		2456609	530044	21.5762	529520	524	99.9011
<b>Total</b>		52682150	530044	1.0061	529520	524	99.9011	0.0989
<b>Whether resolution is Pass or Not.</b>							Yes	

Jignesh M. Pandya  
B.Com., A.C.S., LL.B.

Mob.: +91 9819065068  
E-mail: jigneshpandyacs@gmail.com  
jigneshpandyacs@yahoo.co.in



## JIGNESH M. PANDYA & CO.

Company Secretaries

205, Shashi CHS. Ltd., Behind Raghunath Tower, Devidas Road, Borivali (West) Mumbai 400 103.

### Consolidated Scrutinizer's Report of Remote E-Voting and Voting at the AGM

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MGT-13

[Pursuant to section 108 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman  
Reliance Naval and Engineering Limited  
Mumbai

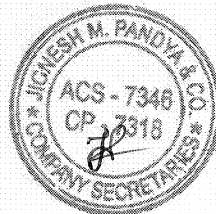
Dear Sir,

**Consolidated Report of the Scrutinizer in respect of the votes cast through remote e-voting and e-voting at the meeting on the resolutions mentioned in the Notice of the 27<sup>th</sup> Annual General Meeting of the Equity Shareholders of Reliance Naval and Engineering Limited held on Friday, December 27<sup>th</sup>, 2024, at 1.00 PM through video conferencing ('VC') / other audio-visual means ('OA VM').**

I, **Jignesh M. Pandya**, Practicing Company Secretary, having office at 205, Shashi Co- Op. HSG Soc, Devidas Road, Borivali (West), Mumbai 400 103 being appointed as the Scrutinizer by the Board of Directors of Reliance Naval and Engineering Limited (Company) at its meeting held on 11<sup>th</sup> November, 2024 to conduct the remote e-voting process (conducted before as well as during the AGM) in respect of the below mentioned resolutions proposed at the 27<sup>th</sup> Annual General Meeting ('AGM') of Reliance Naval And Engineering Limited held today i.e. Friday, 27<sup>th</sup> December, 2024 at 1.00 p.m. (IST) through VC/ OAVM

The notice dated November 11, 2024, convening the AGM along with 27<sup>th</sup> Annual Accounts for the FY 2023-2024, as confirmed by the Company was sent to the shareholders of the Company in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/Depositories/Depository Participants in compliance with the MCA General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (collectively referred to as **MCA Circulars**) and Securities and Exchange Board of India (**SEBI Circulars**) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2022 October 7, 2023 and October 11, 2024, (**SEBI Circulars**).

In accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014, the notice of AGM was published in Financial Express in English and Gujarati edition on December 28, 2024.





## **JIGNESH M. PANDYA & CO.** Company Secretaries

205, Shashi CHS. Ltd., Behind Raghunath Tower, Devidas Road, Borivali (West) Mumbai 400 103.

The Company had availed the e-voting facility offered by **KFin Technologies Limited (KFintech)** for conducting remote e-voting by the Shareholders of the Company prior to the Meeting as well as during the Meeting.

The voting period for remote e-voting prior to the AGM commenced on Tuesday, December 24, 2024, at 9.00 a.m. (IST) and ended on Thursday, December 26, 2024, at 5.00 p.m. (IST) and the KFintech e-voting platform was disabled thereafter.

The Company had also provided an e-voting facility during the AGM to those shareholders who were present at the AGM through VC/OA VM and who had not cast their vote(s) earlier through remote e-voting.

The shareholders of the Company holding shares as on the "Cut Off date" of Wednesday, December 18, 2024 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting process prior to and during the AGM and votes cast therein based on the data downloaded from the KFintech e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting prior to and e-voting during the AGM in respect of the said resolutions.

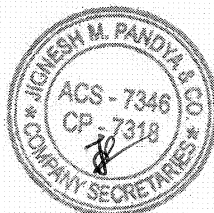
### A. ORDINARY BUSINESS

#### a) RESOLUTION No. 1:

Adoption of Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended March 31<sup>st</sup>, 2024, together with the reports of the Board of Directors and the Auditors thereon- Ordinary Resolution

#### (i) Votes in favour of Resolution:

Particulars	Number of Members voted	No. of shares cast by them	% of Total No. of valid votes cast
Remote E Voting	33	50529996	99.9999
Voted At Meeting	2	2	0
Total	35	50529998	99.9999





## JIGNESH M. PANDYA & CO.

Company Secretaries

205, Shashi CHS. Ltd., Behind Raghunath Tower, Devidas Road, Borivali (West) Mumbai 400 103.

(ii) Votes against Resolution:

Particulars	Number of Members voted	No. of shares cast by them	% of Total No. of valid votes cast
Remote E Voting	4	44	0.0001
Voted At Meeting	1	2	0
Total	5	46	0.0001

(iii) Invalid Votes

Particulars	Number of Members voted	No. of shares cast by them	% of Total No. of valid votes cast
Remote E Voting	0	0	0
Voted At Meeting	0	0	0
Total	0	0	0

(b) RESOLUTION No. 2:

Appointment of Mr. Nikhil Merchant (DIN: 00614790) as Director, liable to retire by rotation

(i) Votes in favour of Resolution:

Particulars	Number of Members voted	No. of shares cast by them	% of Total No. of valid votes cast
Remote E Voting	31	50529480	99.9988
Voted At Meeting	2	2	0
Total	33	50529482	99.9988

(ii) Votes against Resolution:

Particulars	Number of Members voted	No. of shares cast by them	% of Total No. of valid votes cast
Remote E Voting	6	560	0.0012
Voted At Meeting	1	2	0
Total	7	562	0.0012

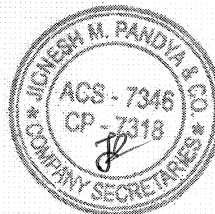
(iii) Invalid Votes

Particulars	Number of Members voted	No. of shares cast by them	% of Total No. of valid votes cast
Remote E Voting	0	0	0
Voted At Meeting	0	0	0
Total	0	0	0

(c) RESOLUTION No. 3:

Appointment of Statutory Auditors and fix their remuneration for a term of 5 years

(i) Votes in favour of Resolution:







## JIGNESH M. PANDYA & CO.

Company Secretaries

205, Shashi CHS. Ltd., Behind Raghunath Tower, Devidas Road, Borivali (West) Mumbai 400 103.

Particulars	Number of Members voted	No. of shares cast by them	% of Total No. of valid votes cast
Remote E Voting	33	50529996	99.9999
Voted At Meeting	2	2	0
Total	35	50529998	99.9999

(ii) Votes against Resolution:

Particulars	Number of Members voted	No. of shares cast by them	% of Total No. of valid votes cast
Remote E Voting	4	44	0.0001
Voted At Meeting	1	2	0
Total	5	46	0.0001

(iii) Invalid Votes

Particulars	Number of Members voted	No. of shares cast by them	% of Total No. of valid votes cast
Remote E Voting	0	0	0
Voted At Meeting	0	0	0
Total	0	0	0

(B) SPECIAL BUSINESS

(d) RESOLUTION No. 4:

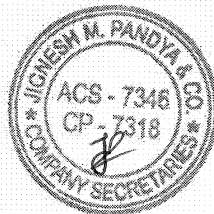
Approval of Material Related Party Transactions

(i) Votes in favour of Resolution:

Particulars	Number of Members voted	No. of shares cast by them	% of Total No. of valid votes cast
Remote E Voting	33	529518	99.9989
Voted At Meeting	2	2	0
Total	35	529520	99.9989

(ii) Votes against Resolution:

Particulars	Number of Members voted	No. of shares cast by them	% of Total No. of valid votes cast
Remote E Voting	4	522	0.0011
Voted At Meeting	1	2	0
Total	5	524	0.0011





# JIGNESH M. PANDYA & CO.

## Company Secretaries

205, Shashi CHS. Ltd., Behind Raghunath Tower, Devidas Road, Borivalli (West) Mumbai 400 103.

(iii) Invalid Votes

Particulars	Number of Members voted	No. of shares cast by them	% of Total No. of valid votes cast
Remote E Voting	0	0	0
Voted At Meeting	0	0	0
Total	0	0	0

In view of the aforesaid voting details, I hereby state that the resolution Item No. 1, 2, 3 and 4 as set out in the Notice of the 27<sup>th</sup> Annual General Meeting has been passed with requisite majority.

All relevant records of vote casted by electronically will remain in my custody until the Chairman considers, approves and signs the minutes of the 27<sup>th</sup> Annual General Meeting and thereafter the said records will be handed over to the Company.

Thanking you,

Yours faithfully,

For JIGNESH M PANDYA & CO.,  
Company Secretaries

Jignesh Pandya  
Proprietor

ACS - 7346, CP - 7318

Peer Review No: 2727/2022

Place : Mumbai  
Date : 27<sup>th</sup> December, 2024  
UDIN: A007346F003506875



Witnesses:

1) Mr. Aditya Pandya

:

A. J. Pandya

2) Mr. Krishna Yadav

:

Krishna L. Yadav

Countersigned by Chairman  
For Reliance Naval & Engineering Limited

Nikhil Merchant  
DIN:00614790