

**RELIANCE**

Naval and Engineering

# Annual Report 2018-19

# Profile

Reliance Naval and Engineering Limited (RNaval) (formerly Reliance Defence and Engineering Limited) has the largest engineering infrastructure in India and is one of the largest in the world. RNaval is the first private sector company in India to obtain the licence and contract to build warships.

RNaval operates India's largest integrated shipbuilding facility with 662M x 65M Dry dock. The facility houses the only modular shipbuilding facility with a capacity to build fully fabricated and outfitted blocks. The fabrication facility is spread over 2.1 million sq.ft. The Shipyard has a pre-erection berth of 980 meters length and 40 meters width, and two Goliath Cranes with combined lifting capacity of 1,200 tonnes, besides outfitting berths length of 780 meters.

## Mission:

- Meet and exceed customer expectations with a collaborative approach
- Consistently enhance competitiveness and deliver profitable growth
- Adopt global best practices and create a culture of quality to be the Industry leader
- Achieve excellence in project execution in maritime domain ensuring quality, reliability, safety and operational efficiency
- Relentlessly pursue new opportunities and technologies
- Encourage ideas, talent and value systems
- Promote a work culture that fosters learning, individual growth and team building
- Practice high standards of corporate governance and be a financially sound organization
- Earn the trust and confidence of stakeholders, exceeding their expectations
- Be a partner in nation building and contribute towards the country's economic growth.

# Reliance Naval and Engineering Limited

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<b>Key Managerial Personnel</b>		
Shri Madan Pendse – Chief Financial Officer		
Shri Avinash Godse – Company Secretary & Compliance Officer		
<b>Auditors</b>		
M/s. Pathak H. D. & Associates		
<b>Registered Office &amp; EOU</b>		
Pipavav Port, Post Ucchhaiya, Via-Rajula, District Amreli 365 560, Gujarat Tel No. +91 2794 305000 Fax no. +91 2794 305100 E-mail: rdel.investors@relianceada.com Website: www.rnaval.co.in		
<b>Registrar and Transfer Agent</b>		
Karvy Fintech Private Limited Karvy Selenium Tower – B, Plot No. 31 & 32 Survey No. 116/22, 115/24, 115/25 Financial District, Nanakramguda, Hyderabad 500 032 Website: www.karvyfintech.com		
<b>Investor Helpdesk</b>		
Toll free no (India) : 1800 4250 999		
Tel. : + 91 40 6716 1500		
Fax : + 91 40 6716 1791		
E-mail : ris.rdel@karvy.com		

**22<sup>nd</sup> Annual General Meeting on Saturday, September 28, 2019 at 10.30 A.M.  
at Pipavav Port, Post Ucchhaiya, Via-Rajula, District Amreli, Gujarat – 365 560.**

This Annual Report can be accessed at [www.rnaval.co.in](http://www.rnaval.co.in)

# Reliance Naval and Engineering Limited

## Letter to Shareholders

My dear fellow Shareholders,

India is undergoing a major transformation under the leadership of Hon'ble Prime Minister. The Indian economy has continued its high growth momentum. According to the International Monetary Fund, India is forecast to grow at 7.3% in 2019 and continuing to be amongst the fastest-growing economies in the world. A series of new initiatives initiated by the Government have moved India into world's top countries towards ease of doing business. The global economy is also growing at a fast pace of 3.3% and is expected to strengthen further in years to come.

India's defence budget for the financial year 2019-20 has been increased by 2.03% to Rs. 3.01 lakh crore over last year's Rs. 2.95 lakh crore allocation.

With its long coastline and strategic geographic positioning, and particularly with the increasing dominance of other powers in the Indian Ocean, India critically needs a strategic Naval presence for ensuring its territorial as well as security and economic interests. The Shipbuilding Industry directly and indirectly impacts the country's security i.e. National security, Energy, Food, trade & Commodity security, etc.

The Defence and the Strategic Sectors (like Oil & Gas) of India have a very large requirement of ships for the Indian Navy, Indian Coast Guard and Oil & Gas majors. It is essential that such strategic sector of Maritime Security is fully dependent on domestic capability both in the Private and Public Sectors, under 'Make in India' initiative, rather than relying on Imports.

In spite of the military threats to India from multiple fronts, the defence outlay is unlikely to completely meet the operational requirements and Defence Equipment requirements of the defence services and there is an urgent need for indigenisation in the manufacture of defence equipment. India despite having the fifth largest defence budget in the world, procures 60% of its weapon systems from foreign markets.

The many policy level changes brought about by the Government to enhance Defence production, have not led to any significant increase in shipbuilding orders for the private sector, as many of these orders have gone to PSUs/DPSUs on nomination basis.

The commercial shipbuilding industry also continues to be impacted by the Global slowdown with the Global Active Fleet growing by only 3% last year. Further, the Maritime Trade growth through Dry bulk, Tankers, & Container throughput dropped in 2018, in contrast to growth in 2017.

Consequently, many Indian Shipyards in the Private Sector are financially stressed and two of them are facing liquidation. This has adversely impacted the lenders, employees and also the economic growth.

In fact the financial stress of the shipyards is an international phenomenon and Not restricted to India. Major Shipbuilding Countries such as Japan, China and Korea have poured in over ten billion US Dollars, (US\$ 10.0 bn), to support and revive their respective shipyards in his period of downtime of the Shipbuilding Industry worldwide.

### Performance Review

The Company is India's leading private sector defence & Shipbuilding Company with gross non-current assets as on March

31, 2019 of Rs. 168,327 lakhs as against Rs. 994,266 lakhs a year before. During the financial year 2018-19, the Company reported aggregate revenue of about Rs. 18,463 lakhs against Rs. 41,384 lakhs in the previous year and incurred a loss of Rs. 10,48,104 lakhs as compared to loss of Rs. 95,608 lakhs in the previous year.

While the Shipbuilding Industry is a Cyclic one, the current Global downturn is a prolonged one, further exacerbated by most of the Defence Ship Building orders going to PSUs/DPSUs on nomination basis.

The Company is also facing several challenges which are impacting its operations. There is an acute cash flow crunch as the expected Debt Resolution is yet to be actualized. This is impacting the progress of the existing projects leading to extended timelines and thereby leading to erosion of confidence amongst clients.

This lack of new orders has led to the significant reduction in the Company's current level of operations as compared to its capacity. Considering this and based on the valuation report taken from an independent expert, the Company during the year has made provision for impairment of property, plant and equipments and capital work in progress of Rs. 813,289 lakhs and of advances and receivables for Rs. 88,320 lakhs.

Our Company is currently engaged in fulfilling multiple contracts for supply of new vessels to the Indian Navy and Indian Coast Guard and maintenance / upgrade of Oil & Gas platforms.

It is currently engaged in construction of twenty ships for Indian Navy and Indian Coast Guard. The first of the five, Naval Offshore Patrol Vessels (NOPV) has been launched and is currently undergoing trials before delivery; the second NOPV has been launched and is in advanced stage of systems integration. The other three NOPVs are under different stages of erection and assembly. Substantial progress has been made on Coast Guard Training Ship and it is being readied for Basin trials, and the three out of the fourteen, Fast Patrol Vessels (FPVs) are at an advanced stage of construction.

During the year under review, our Company launched first-of-its-kind the largest next generation training ship for Indian Coast Guard (ICG) entirely designed by the Design Bureau of the Company. The training ship has the primary role to impart sea training to cadets, including an all-round exposure to the lives of ICG officers. The vessel is 105 meters long, with a capacity of accommodating 242 personnel. The vessel is powered by twin diesel engines of 10,400KW and can move at a speed of 20knots. The vessel is also equipped with weapons systems and is capable of policing maritime zones of the country as well as for search and rescue missions. The vessel's capability also includes operating a twin-engine helicopter for undertaking maritime reconnaissance.

Our Shipyard is also certified by the US Navy for servicing of warships from the US Navy's Seventh fleet. Currently, it is the only Indian Shipyard to achieve this landmark.

### Industry and Business Opportunities

In the Defence ship production multiple projects are envisaged for issue of RFP's (Request for Proposals), which are likely to fructify as new building contracts.

## Letter to Shareholders

In case of the refit of ships and floating platforms, there is huge demand due to non availability of ship repair facility such as Dry docks, ship-lifts and floating docks in the country. Ship repairs being applicable for maintenance of existing ships, require extensive ship repair facilities for multiple areas of engineering such as hull repairs, system repairs, electrical repairs, instrumentation, machinery repairs, joinery repairs, domestic system repairs etc. over and above the requirement of dry dock / ship-lift/ floating dock for underwater hull and machinery maintenance. This is one of the major areas of business opportunities for the Company.

### Corporate Governance

Our Company has always maintained the highest governance standards and practices by adopting the "Corporate Governance Policies and Code of Conduct". These policies and Code prescribe a set of systems, processes and principles, which conform to the highest international standards and are reviewed periodically to ensure their continuing relevance, effectiveness and responsiveness to the needs of investors, both local and global, and all other stakeholders.

### Social Commitments

We are committed to enhancing scale, competitiveness, efficiency and productivity of our businesses, benchmarked to global standards of excellence, which shall be a discipline to be pursued at all levels in our Company. Our projects require substantial use of natural resources such as land, water and minerals. We take adequate care in designing of our projects in a manner that ensure optimum utilization of natural resources. The interests of all stakeholders have always been our prime focus.

### Our commitment

We remain committed to uphold stakeholders' value. Thank you stakeholders, for your continued support in our pursuit of achieving positive transform.

Yours faithfully,

**Debashis Bir**  
**Whole-time Director and CEO**

# Reliance Naval and Engineering Limited

## Notice

Notice is hereby given that the 22<sup>nd</sup> Annual General Meeting of the Members of **Reliance Naval and Engineering Limited** (formerly known as Reliance Defence and Engineering Limited) will be held on Saturday, September 28, 2019 at 10.30 A.M. at the registered office of the Company i.e. Pipavav Port, Post Uchhaiya, Via-Rajula, Dist. Amreli, 365 560, Gujarat, to transact the following business:

### Ordinary Business:

1. 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.
2. To appoint a Director in place of Shri Debashis Bir (DIN: 01932925), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

### Special Business:

#### 3. Appointment of Ms. Ankita Tallur as a Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, Ms. Ankita Tallur (DIN: 08350243), who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. February 02, 2019 pursuant to the provisions of Section 161 of the Act and who holds office as such up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for appointment as a Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

#### 4. Appointment of Ms. Shiby Jobby as a Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, Ms. Shiby Jobby (DIN: 08350238), who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. March 30, 2019 pursuant to the provisions of Section 161 of the Act and who holds office as such up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member

under Section 160 of the Act proposing her candidature for appointment as a Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

#### 5. Appointment of Shri Venkata Rachakonda as a Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, Shri Venkata Rachakonda (DIN: 07014032), who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. March 30, 2019 pursuant to the provisions of Section 161 of the Act and who holds office as such up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for appointment as a Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

#### 6. Appointment of Shri Pankaj Pandya as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Shri Pankaj Pandya (DIN: 00005701), who was appointed as an Additional Director by the Board pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for appointment as a Director and who has attained the age of seventy five years and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from March 30, 2019.

#### 7. Re-appointment of Shri Debashis Bir as the Whole-time Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

## Notice

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, in accordance with the recommendation of the Nomination and Remuneration Committee, and subject to the approval of concerned authority and such other sanctions as may be necessary, approval of the Members be and is hereby accorded to the re-appointment of Shri Debashis Bir (DIN: 01932925), as a Whole-time Director for a further period of three years from the expiry of his present term of office, i.e. w.e.f. April 1, 2020 on the terms and conditions including remuneration as shall be decided from time to time by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall include any committee which the Board may have constituted or hereinafter constituted, to exercise its powers, including the power conferred by this resolution) and that the Board be and is hereby authorised to alter and vary terms and conditions including the remuneration payable to him during the tenure of his appointment such that the remuneration payable to him shall not exceed the limits specified in the Act read with Schedule V, as amended from time to time.

**RESOLVED FURTHER THAT** the Board, based on the recommendations of the Nomination and Remuneration Committee of the Board, be and is hereby authorised to provide annual increases in the remuneration payable to the Whole-time Director during his above tenure of appointment, subject to such increases being within the limits specified in the Act read with Schedule V thereto, as amended from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard without requiring the Board to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

### 8. Change of name of the Company

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 4, 5, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approvals, consents, sanctions and permissions of the Central Government / Stock Exchange(s) / appropriate authorities / departments or bodies as may be necessary, the approval of the members of the Company be and is hereby accorded for changing the name of the Company from "Reliance Naval and Engineering Limited" to "NEL Shipyard Limited".

**RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent to change of name, the old name "Reliance Naval and Engineering Limited" as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name "NEL Shipyard Limited".

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard without requiring the Board to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**By Order of the Board of Directors**

**Avinash Godse**  
Company Secretary and Compliance Officer

Registered Office:  
Pipavav Port, Post Ucchaiya,  
Via- Rajula, Dist. Amreli, PIN 365 560,  
Gujarat, India  
CIN: L35110GJ1997PLC033193  
Website: www.naval.co.in

August 26, 2019

### Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act'), relating to items of Special Business to be transacted at the Annual General Meeting ('the Meeting') in annexed hereto.
2. **A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of herself/ himself, and the proxy need not be a Member of the Company. The instrument appointing the proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before commencement of the Meeting.**
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Shareholder. The holder of proxy shall prove his identity at the time of attending the meeting.
4. Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company, a certified true copy of their Board



# Reliance Naval and Engineering Limited

## Notice

Resolution authorizing their representative(s) together with their specimen signature(s) to attend and vote on their behalf at the Meeting.

5. Attendance slip, proxy form and the route map of the venue of the meeting are annexed at the end of the report.
6. Members/ Proxies are requested to bring their duly filled attendance slip sent herewith, along with their copy of the annual report to the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. Members who hold share(s) in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their folio number in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
9. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays between 11.00 A.M. and 1.00 P.M. up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
10. For securities reasons, no gadgets, mobile phones, cameras, article / baggage shall be allowed at the venue of the Meeting. If any such gadgets are brought by any member, the same shall be deposited with the security personnel at the risk of such Member / attendee.
11. Non-Resident Indian Members are requested to inform Karvy Fintech Private Limited (Karvy), Company's Registrar and Transfer Agent immediately on:
  - a. the change in the residential status on return to India for permanent settlement; and
  - b. the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.

12. Re-appointment and appointment of Directors:

At the ensuing Annual General Meeting, Shri Debashis Bir, Whole-time Director and CEO of the Company retires by rotation under the provisions of the Companies Act, 2013 (the Act) and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the re-appointment.

Shri Debashis Bir, 64 years, is a Science Graduate and has a bachelor degree in Science (Hons.) from Calcutta University and B.Tech (Hons.) in Naval Architecture from IIT, Kharagpur. Shri Debashis Bir has over 41 years of experience in Ship Design and Construction, Ship Repairs, Design & Development and Customer Management at Global platform.

He was appointed by the Board as a Director of the Company with effect from April 01, 2018. In terms

of section 152(6) of the Act, he was appointed as Whole-time Director at the Annual General Meeting held on September 29, 2018, liable to retire by rotation.

Shri Debashis Bir is not related to any other Director and Key Managerial Personnel of the Company. He does not hold any share in the Company.

At the ensuing Annual General Meeting Shri Debashis Bir, is being re-appointed as a Whole-time Director. Ms Ankita Tallur, Shri Venkata Rachakonda and Ms Shiby Jobby as Non-Executive Non-Independent Directors and Shri Pankaj Pandya as Independent Directors are being appointed.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended their respective appointment. The details pertaining to them pursuant to the requirements of Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meeting are furnished in statement pursuant to Section 102(1) of the Act accompanying this Notice and in the Corporate Governance Report forming part of this Annual Report.

13. Members are advised to refer to the section titled 'Investor Information' provided in this Annual Report.
14. **SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.**
15. Members are requested to fill in and submit online the Feedback Form provided in the 'Investor Relations' section on the Company's website i.e. [www.rnaval.co.in](http://www.rnaval.co.in) in order to aid the Company in its constant endeavor to enhance the standards of service to investors.
16. Member holding shares in physical mode:
  - a. are required to submit their Permanent Account Number (PAN) and bank account details to the Company/ Karvy, if not registered with the Company as mandated by SEBI.
  - b. are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is put on the Company's website and can be accessed at link <http://www.rnaval.co.in/web/rnaval/shareholder-services>.
  - c. are requested to register/update their e-mail address with the Company/ Karvy for receiving all communications from the Company electronically.
17. Members holding shares in electronic mode:
  - a. are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
  - b. are advised to contact their respective DPs for registering the nomination.
  - c. are requested to register/update their e-mail address with their respective DPs for receiving all communications from the Company electronically.



## Notice

18. With a view to address the difficulties in transfer of shares, faced by non-residents and foreign nationals, the Securities and Exchange Board of India vide its circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2019/30 dated February 11, 2019, has decided to grant relaxations to non-residents from the requirement to furnish PAN and permit them to transfer equity shares held by them in listed entities to their immediate relatives subject to the following conditions:
  - a. The relaxation shall only be available for transfers executed after January 01, 2016.
  - b. The relaxation shall only be available to non-commercial transactions, i.e. transfer by way of gift among immediate relatives.
  - c. The non-resident shall provide copy of an alternate valid document to ascertain identity as well as the non-resident status.
19. Members who hold shares in physical form, in multiple folios, in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Transfer Agent for consolidation into a single folio.
20. The Annual Report 2018-19, the Notice of the AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, in physical form are being sent to those shareholders whose e-mail addresses are not registered with the Company and by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless a member has requested for a physical copy of the documents. All the above documents are also available on the website of the Company i.e. [www.rnaval.co.in](http://www.rnaval.co.in).
21. Members whose application money due for refund has been transferred to the Investor Education and Protection Fund (IEPF), may claim the same by submitting an online application in Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in), along with fee specified therein.
22. In compliance with the provisions of Section 108 of the Act read with Rules made thereunder and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company through Notice dated August 26, 2019 (remote e-voting). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the depositories as on the cut-off date i.e. Saturday, September 21, 2019 only shall be entitled to avail the facility of remote e-voting / voting. Karvy Fintech Private Limited will be facilitating remote e-voting to enable the Members to cast their votes electronically. The Members can cast their vote online from Tuesday, September 24, 2019 at 10:00 A.M. (IST) to Friday, September 27, 2019 at 5:00 P.M. (IST). The Members shall refer to the detailed procedure on remote e-voting given in the e-voting instruction slip. The facility for voting shall also be available at the Meeting. The Members who have cast their votes by remote e-voting prior to the Meeting may also attend the Meeting, but shall not be entitled to cast their votes again at the Meeting. The Board of Directors has appointed Shri Jitendra R. Rawal, Practicing Company Secretary as the Scrutiniser to scrutinise the voting process in a fair and transparent manner.

The Scrutiniser will submit his report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the Meeting of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at [www.rnaval.co.in](http://www.rnaval.co.in) and also on the website of Karvy Fintech Private Limited.

## Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated August 26, 2019

### Item No. 3, 4 and 5: Appointment of Directors

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ('the Act'), recommendation of the Nomination and Remuneration Committee and the Articles of Association of the Company, Ms. Ankita Tallur on February 02, 2019 and Shri Venkata Rachakonda and Ms. Shiby Jobby on March 30, 2019, have been appointed as Additional Directors of the Company. Pursuant to the provisions of Section 161 of the Act, above named directors will hold office upto the date of the ensuing Annual General Meeting.

Ms. Ankita Tallur, Shri Venkata Rachakonda and Ms. Shiby Jobby are not disqualified from being appointed as Directors in terms of Section 164 of the Act and they have given consent to act as Director.

As required under Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Ms. Ankita Tallur, Shri Venkata Rachakonda and Ms. Shiby Jobby for the office of Directors of the Company.

Ms. Ankita Tallur, age 30 Years, holds bachelor's Degree in Industrial and Production Engineering from Visvesvariah Technological University, Belgaum, Karnataka. She has got a total work experience of 8 years in the areas of system integration, human resources, out of which she is associated with Reliance Group for more than 5 years.

Ms. Shiby Jobby, aged 40 years, is a P.G.D.B.A (Human Resources). She has 17 years of rich experience in the area of human resources. She is associated with Reliance group since August 2005 and at present, an employee of Reliance Defence Limited. She is also on the Board of subsidiary companies of the Company, as non-executive and non independent director.

Shri Venkata Rachakonda, aged 54 years, is a MBA (International Marketing). He has 25 years of rich experience in the area of Import-Export, Customs and Foreign Trade Policies. He is associated with Reliance group since December 2003. He currently serves as a director on the Board of REDS Marine Services Limited, RMOL Engineering and Offshore Limited, E Complex Private Limited, Jayamkondam Power Limited, Reliance Energy Limited, Reliance Energy Trading Limited, Independent TV Limited and CBD Tower Private Limited.

# Reliance Naval and Engineering Limited

## Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated August 26, 2019

In terms of provisions of Section 152 and other applicable provisions, if any, of the Act read with rules made thereunder, the appointment of director would require approval of members by way of Ordinary Resolution.

The relatives of Ms. Ankita Tallur, Shri Venkata Rachakonda and Ms. Shiby Jobby, may be deemed to be interested in the respective resolution set out in Item No. 3, 4 and 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

None of Ms. Ankita Tallur, Shri Venkata Rachakonda and Ms. Shiby Jobby, are related to any other Director or Key Managerial Personnel of the Company. They also does not hold any share in the Company.

Save and except Ms. Ankita Tallur, Shri Venkata Rachakonda and Ms. Shiby Jobby and their relatives, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in these resolutions.

The Board accordingly recommends the Ordinary Resolutions set out at Item No.'s 3, 4 and 5 of the accompanying Notice for the approval of the Members.

### Item No. 6: Appointment of Shri Pankaj Pandya as an Independent Director

Pursuant to the provisions of Section 161 read with section 149 and Schedule IV of the Act and as per the recommendations of Nomination and Remuneration Committee and subject to the approval of the members, the Board of Directors has appointed Shri Pankaj Pandya as an Additional Director in the capacity of Independent Director of the Company for a term of 5 (five) consecutive years effective from March 30, 2019.

Shri Pankaj Pandya is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given consent to act as Independent Director. The Company has also received declaration from Shri Pankaj Pandya that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The Listing Regulations prescribes that no person shall be appointed as independent director who has attended the age of Seventy Five years unless special resolution is passed to that effect. Considering the expertise possess by Shri Pankaj Pandya the Board recommends his appointment for members approval.

In the opinion of the Board, Shri Pankaj Pandya fulfills the conditions for appointment as Independent Director as specified in the Act and Listing Regulations and he is independent of the management.

As required under Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Shri Pankaj Pandya for the office of the Director of the Company.

Copy of draft letter of appointment of Shri Pankaj Pandya as an Independent Director of the Company setting out the terms and conditions of appointment is available for inspection by the Members at the Company's registered office.

Shri Pankaj Pandya, aged 77 years holds a postgraduate degree in Power Engineering. He is also a Law graduate and holds Diploma in Computer Management. He has rich experience of 55 years in the engineering, commercial issues, legal matters, regulatory & tariff fixation, public relations, etc. He is a member of Institution of Engineers and a fellow member of the Indian Council of Arbitration. He has been associated with the Reform process in power Sector since conception till making of legislation. He was also part of delegation of Senior Officials of Government and Industry to USAID to study on Clean Development Mechanism, Efficient Energy use, SO2 Emission, etc.

Shri Pankaj Pandya is not related to any other Director and Key Managerial Personnel of the Company. He does not hold any share in the Company.

The relatives of Shri Pankaj Pandya may be deemed to be interested in the resolutions set out at Item No. 6 of the Notice, to the extent of their equity shareholding interest, if any, in the Company.

Save and except Shri Pankaj Pandya and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board accordingly recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

### Item No. 7: Re-appointment of Shri Debashis Bir as the Whole-time Director

The members at their Annual General Meeting held on September 29, 2018, had approved the appointment of Shri Debashis Bir, as Whole-time Director for a period of 2 years effective from April 1, 2018. The term of appointment as Whole-time Director shall expire on March 31, 2020. The Nomination and Remuneration Committee has recommended for re-appointment of Shri Debashis Bir as Whole-time Director, further period of 3 years effective from April 01, 2020.

Pursuant to the provisions of Section 196 of the Companies Act, 2013, re-appointment of whole-time director shall be made not earlier than one year before the expiry of his term.

Based on the recommendation of the Nomination and Remuneration Committee, the Board has also approved the remuneration payable to him subject to approval of the shareholders and such other sanctions as may be necessary.

Shri Debashis Bir has given consent for re-appointment and has also confirmed that he is not in any way disqualified from re-appointment as per the provisions of the Act.

Shri Debashis Bir is not related to any other Director or Key Managerial Personnel of the Company.

Shri Debashis Bir is functioning in a professional capacity and he does not have any interest in the capital of the Company or in any of its subsidiary companies either directly or indirectly or through any other statutory structures. He is not related to any Promoter / other Directors of the Company or any of its subsidiaries at any time during the last two years before his re-appointment. He possesses B.Tech. qualifications in Naval Architecture from IIT Kharagpur. He has rich and diversified experience of over 41 years in the shipbuilding industry, having acquitted himself creditably by holding senior positions.