

Date: 16/08/2023

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

BSE Scrip Code: 533107

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra Kurla Complex,
Bandra (E) Mumbai - 400 051

NSE Symbol: RNaval

Sub: Annual Secretarial Compliance Report for the Financial Year ended on March 31, 2021.

Dear Sir(s),

In Compliance of Regulation 24A (2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, read with SEBI Circular CIR/CFO/CMDI/27 /2019 dated February 8, 2019, we are submitting herewith Annual Secretarial Compliance Report of the Company issued by Jignesh M. Pandya & Co (Membership No.: A7346) (PR No. 2727/2022), Company Secretaries for the Financial Year ended on March 31, 2021.

Kindly take the above information in your records.

**Yours faithfully,
For Reliance Naval & Engineering Limited**



Sudip Bhattacharya - Chairman
On Behalf of Monitoring Committee
Reliance Naval & Engineering Limited
IBBI-Reg. No. IBBI/IPA03/N-00080/10703

Sudip Bhattacharya

On Behalf of the Monitoring Committee

Project E-mail: mc.rnel@kroll.com

IBBI Registration no.: IBBI/IPA-003/IP-N00080/2017-18/10703

IBBI Registered Address: 903 Queensgate CHS, Hiranandani Estate,
Off Ghodbander Road. Thane-West, Mumbai – 400607

IBBI Registered E-mail: resolutionsudip@gmail.com



JIGNESH M. PANDYA & CO.

Company Secretaries

205, Shashi CHS. Ltd., Behind Raghunath Tower, Devidas Road, Borivali (W) Mumbai 400 103.
Tel. : +91 22 28084509 • Mob.: +91 9819065068 • E-mail: jigneshpandyacs@gmail.com

**Secretarial Compliance Report of Reliance Naval and Engineering Limited for the year ended 31st March, 2021
(Pursuant to Reg. 24 A (2) of SEBI (LODR) regulations, 2015 as amended)**

The Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT"), vide its order dated January 15, 2020 ("Insolvency Commencement Date") admitted Reliance Naval and Engineering Limited (RNEL/Company), to Corporate Insolvency Resolution Process under the provisions of the Insolvency and Bankruptcy Code, 2016 (Code) and appointed Mr. Rajeev Bal Sawangikar as the Interim Resolution Professional ("IRP") in accordance with Section 16 of the Code. Subsequently, pursuant to the meeting held on March 13, 2020, the Committee of Creditors (the "CoC") had replaced the said IRP with Mr. Sudip Bhattacharya as Resolution Professional ("RP") for the Company. Upon the application filed by CoC, the NCLT has approved the appointment of RP vide its order dated 5th May, 2020.

The Resolution Plan submitted by Hazel Mercantile Limited (Resolution Applicant) in the CIRP of the Company was approved by the members of the Committee of Creditors ("CoC") in their meeting, subsequently, the Hon'ble NCLT vide order dated 23rd December, 2022, accorded its approval on the said Resolution Plan as approved by the CoC. . With the approval of the Resolution Plan, the CIRP of the Company has concluded and Mr. Sudip Bhattacharya ceased to be the resolution professional of the Company, effective on and from December, 23, 2022. Further, as per the terms of the approved Resolution Plan, a monitoring committee was constituted (to oversee the implementation of the Resolution Plan, day-to-day operations) and the management of the Company shall be carried out by the Monitoring Committee until the closing date as defined in the Resolution Plan).

Further, we state that as the Company was undergoing with insolvency process during the review period, the provisions as specified in regulations 17 to 21 (all inclusive) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall not be applicable, in view of suspension of Board's power during insolvency process.

Considering above facts, I, Jignesh Pandya have examined:

- (a) the filing/submissions made by the listed entity to the stock exchanges,
- (b) website of the listed entity,
- (c) any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder: and





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- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
Not Applicable during the review period.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable during the review period.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the review period.**
- (g) Securities and Exchange Board of India (Issue and Listing Obligations of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the review period.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/guidelines issued there under:

and circulars/ guidelines issued thereunder and SEBI Circular in respect of "Resignation of statutory auditors from listed entities and their material subsidiaries" and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there under, except in respect of matters specified below:-





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Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
01	Reg. 7(3) of SEBI (LODR) Regulations, 2015 Compliance Certificate for the financial year ended 31 st March, 2020	Delay in submission to both the Stock Exchanges,	Submitted on 8 th August, 2022
02	Regulation 23(9) of SEBI (LODR) Regulations, 2015 Related Parties disclosure For half year ended September, 2020, March, 2021.	Delay in submission to both the Stock Exchanges,	Submitted on 24 th August, 2022
03	Regulation 31 of SEBI (LODR) Regulations, 2015 Shareholding pattern for quarter ended 31-03-2020, Dec. 2020	Delay in submission to both the stock exchanges	For quarter ended 31-03-2020 -submitted on 08-06-2020 For quarter ended 31-12-2020 - submitted on 22-03-2021
04	Reg. 33 of SEBI (LODR) Regulations, 2015 Financial Results in XBRL mode For quarter ended September 2020, December 2020, March 2021.	Submitted to both the stock exchanges	Submitted on 31 st March, 2023
05	Reg. 76 of SEBI (Depositories and Participants) Regulations, 2018 for quarter ended 30 th June, 2020, December, 2020, March 21 quarter.	Submitted to both the stock exchanges	Submitted For quarter ended 30 th June, 2020, December 2020 and March 2021 - 07/09/2022
06	Reg. 74(5) of SEBI (Depositories and Participants) Regulations 2018 Confirmation pertaining to share certificates have been dematerialized For all quarters of financial year 2020-21.	Submitted to both the stock exchanges	Submitted For all quarters of FY 2020-21 -08/08/2022





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07	SEBI Circular SEBI/HO/DDHS/CIRRJP/2018/144 dated 26 th November, 2018 read with BSE Circular No. LIST/COMP/05/2019-20 dated April 11, 2019 Fund raising by issuance of Debt securities by large entity For financial year ended 31 st March, 2021	Submitted to both the stock exchanges	Submitted on 11 th April, 2023
08	Reg. 34 of SEBI (LODR) Regulations, 2015 Annual Report for the financial year 2019-20	Delay in Submission to the exchanges	Submitted on 19 th October, 2020

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.

No documents, data or other requisite documents/ information's/ details/records were available for our verification for this item and accordingly we cannot comment on it.

- (c) The following are the details of actions taken against the listed entity /its promoters/ directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/guidelines issued there under:

No documents, data or other requisite documents/ information's/ details/records were available for our verification for this item and accordingly we cannot comment on it.

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any
	N. A.	N.A.	N.A.	N. A.





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- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31/03/2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity

No documents, data or other requisite documents/ information's/ details/records were available for our verification for this item and accordingly we cannot comment on it.

For Jignesh M. Pandya & Co.
Practicing Company Secretary

Proprietor
ACS 7346/ CP 7318
Peer Review No: 2727/2022



Place: Mumbai
Date: 10/08/2023
UDIN: A007346E000779887