

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

Date: December 12, 2024

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”) for the proposed Scheme of Arrangement and Amalgamation between Triumph Offshore Private Limited (“the Transferor Company” or “TOPL”) and Reliance Naval and Engineering Limited (“the Transferee Company” or “RNEL”) and their respective shareholders and creditors (“the Scheme”).

Dear Sir/Madam,

It is hereby certified that the proposed scheme of arrangement and amalgamation of Triumph Offshore Private Limited with Reliance Naval and Engineering Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including the following:

Sl.	Reference	Particulars	Remarks(If not applicable, mention for which financial year)
1	Regulations 17 to 27 of SEBI LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of SEBI LODR Regulations	Compliance with securities laws	Complied
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted	Complied

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(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance	Complied
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Will be complied

Vishant Shetty
Company Secretary

Nikhil Merchant
Managing Director

Certified that the transactions/ accounting treatment provided in the draft scheme of arrangement and amalgamation between Triumph Offshore Private Limited and Reliance Naval and Engineering are in compliance with all the Accounting Standards applicable to a listed entity.

Rajesh Bharadwaj
Chief Financial Officer



Nikhil Merchant
Managing Director

Date: December 12, 2024