

L. P. Naval and Engineering Limited

(Formerly known as Siddhi Vinayak Shipping Corporation Limited)

NOTICE

Notice is hereby given that the 7th Annual General Meeting of the Members of **L. P. NAVAL AND ENGINEERING LIMITED** will be held on Monday, 30th July, 2018 at 11.00 A.M. at the Registered Office of the Company at Office Block, First Floor, Pl. No. 237/2 & 3, Sub Pl. No. A/25, Central Park Soc., GIDC, Pandesara, Surat, Gujarat - 394 221 to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 and Profit & Loss Account for the year ended on that date together with the report of the Board of Directors & Auditors' thereon.
- To appoint a Director in place of Mr. Sanjaykumar Govind Prasad Sarawagi, Executive Director (DIN: 00005468), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks reappointment.
 - "RESOLVED THAT in accordance with the provision of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Sanjaykumar Govind Prasad Sarawagi, Director (DIN: 00005468), who retires by rotation at this annual general meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation."
- 3. To Re-appoint Auditors and Authorize the Board of Directors to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, M/s. R. Kejriwal & Co., Chartered Accountants (FRN No. 133558W) be and are hereby re-appointed as statutory auditors of the company, to hold office from the conclusion of 7th Annual General Meeting until the conclusion of the 12th Annual General Meeting of the Company as per the provisions of the Companies Act, 2013, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. To Re-appoint Mr. Maheshkumar Hariram Saboo as an Independent Director of the Company:

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Maheshkumar Hariram Saboo (DIN: 01616969), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed to hold office for five consecutive years from this AGM, and whose office shall not be liable to retire by rotation."

For and on behalf of the Board of Directors

L. P. NAVAL AND ENGINEERING LIMITED

Date: 28th June, 2018

Pace: Surat

Kaushik Haribhai Vegad Company Secretary

NOTES:

- 1. A member entitled to attend and vote at the annual general meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy, duly completed, must be deposited at the company's registered office not less than 48 hours before the commencement of the meeting (on or before 28th July, 2018, 11:00 A.M. IST). A person can act as a 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. 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 person or shareholder. A proxy form for the AGM is enclosed.
- 2. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting.
- 4. Members/Proxy holders/ Authorized representatives are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
- 5. Members are requested to quote Folio number in all their correspondences.
- 6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 7. The Register of Contracts & arrangements in which director are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 8. The Register of Members and the Share Transfer Books of the Company will remain closed from 25th July, 2018 to 30th July, 2018 (both days inclusive).
- 9. The Shareholders are requested to direct change of address notifications and updates details to their respective Depository Participant(s).
- 10. Equity shares of the Company are under compulsory demat trading by all Investors.
- 11. The Annual Report 2017-18, the Notice of the 7th AGM and instructions for e-voting along with the Attendance Slip and Proxy form, are being sent by electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a physical copy of documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
- 12. Members may also note that the Notice of the 7th AGM and the Annual Report 2017-18 will be available on Company's website, www.sivishipping.com.
- 13. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their queries to RTA or Company.
- 14. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the AGM hall.
- 15. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re- appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules there under.
- 16. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 23rd July, 2018.
- 17. Information and other instructions relating to e-voting are as under:
 - I. Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by CDSL. The facility available for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise the right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
 - II. The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'polling paper'.
 - III. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - IV. Shri Ranjit Kejriwal, Practicing Company Secretary has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper, in a fair and transparent manner.

- V. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the cut-off date i.e. July 23, 2018.
- VI. A person, whose name is recorded in the register of members as on the cut-off date, i.e. July 23, 2018 only shall be entitled to avail the facility of remote e-voting / voting.
- VII. The Scrutinizer, after scrutinising the votes cast at the meeting (polling paper) and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company. The results shall be communicated to the Stock Exchanges.
- VIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. July 30, 2018.

IX. Instructions to Members for e-voting are as under:

- i. The voting period starts on Friday 27th July, 2018 on open of working hours (i.e 9:30 hours) and ends on the close of working hours (i.e. 05:00 hours), Sunday, 29th July, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.07.2018 may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Log on to the e-voting website: www.evotingindia.com
- iii. Click on "Shareholders" tab
- iv. Now Enter your User ID (For CDSL: 16 digits beneficiary ID; For NSDL: 8 Characters DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Image Verification Code as displayed and Click on Login).
- v. If you are holding shares in Demat form and had logged on to e-voting platform and casted your vote earlier for any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both
PAN	demat shareholders as well as physical shareholders)
	 Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is 3 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login
Bank Details	define account of in the company records in order to login
OR Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly the "L. P. NAVAL AND ENGINEERING LIMITED" screens. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for evoting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN ----- for L. P. NAVAL AND ENGINEERING LIMITED on which you choose to vote.
- xi. In the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolutions and option NO implies that you dissent to the Resolution.
- xii. Click on the "Resolutions File Link" if you wish to view the entire Resolution.
- xiii. After selecting the resolution you have decided to vote on, click on 'SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK" else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then enter the User ID and Image verification Code and click on Forgot Password & enter the details as prompted by the system.

- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. Note for Non Individual Shareholders and Custodians
 - Institutional shareholders (i.e. other than individuals, HUF, NRI, etc) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they
 have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify
 the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

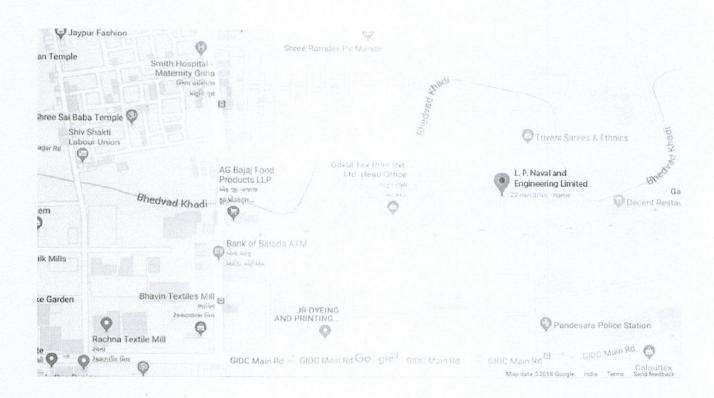
For and on behalf of the Board of Directors

L. P. NAVAL AND ENGINEERING LIMITED

Kaushik Haribhai Vegad Company Secretary

Date: 28th June, 2018 Pace: Surat

Route Map to the Venue of the 7th Annual General Meeting of the Company



ANNEXURE TO NOTICE:

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING (Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Mr. Sanjaykumar Govind Prasad Sarawagi, is to be re- appointed as Director, who is liable to retire by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations And Disclosure Requirements), Regulations 2015 his details are as under:

Name of Director	Mr. Sanjaykumar Govind Prasad Sarawagi
DIN No.	00005468
Date of Birth	01/07/1970
Qualification	B.Com
Expertise in specific functional areas	Finance
List of Companies in which directorship is held as on 31st March, 2018	As attached below
Chairman / Member of the Committee of other Company	Siddhi Vinayak Knots & Prints Private Limited (Member of CSR Committee)

List of Companies in which Mr. Sanjaykumar Govind Prasad Sarawagi holds directorship as on 31st March, 2018:

S. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Vertex Fabtex (India) Private Limited	Director	Nil	24/03/2017
2.	Siddhi Vinayak Knots & Prints Private Limited	Wholetime Director	8000	05/08/2008
3.	Krishnakali Couture Private Limited	Director	5000	03/01/2014
4.	Shahlon Textile Park Private Limited	Director	548000	13/04/2015
5.	L. P. Naval and Engineering Limited (Formerly known as Siddhi Vinayak Shipping Corporation Limited)	Director	303000	07/02/2012
6.	Siddhi Vinayak Trendz Private Limited (Under Process of Striking Off)	Director	15000	17/08/2015
7.	Siddhi Vinayak Knight Riders Private Limited	Director	5000	16/08/2017

Mr. Rakeshkumar Govind Prasad Sarawagi & Mr. Manojkumar Govind Prasad Sarawagi being relatives of director are concerned or interested in this resolution.

2. Mr. Maheshkumar Hariram Saboo, is to be re- appointed as an Independent Director, and as per the Regulation 36(3) of SEBI (Listing Obligations And Disclosure Requirements), Regulations 2015 his details are as under:

Name of Director	Mr. Maheshkumar Hariram Saboo		
DIN	01616969		
Date of Birth	20/10/1974		
Qualification	B.Com		
Expertise in specific functional areas	Textile		
Relationship with other Directors	Not related to any Director		
List of Companies in which directorship is held as or 31st March, 2018	As attached below		
Chairman / Member of the Committee of other Company	 L. P. Naval and Engineering Limited (Formerly known as Siddhi Vinayak Shipping Corporation Limited) Audit Committee - Member Nomination and Remuneration Committee - Chairman/Member Stakeholders Relationship Committee - Chairman/Member 		

List of Companies in which Mr. Maheshkumar Hariram Saboo holds directorship as on 31st March, 2018:

S. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	L. P. Naval and Engineering Limited (Formerly known as Siddhi Vinayak Shipping Corporation Limited)	Independent Director	Nil	21/12/2013
2.	Heenon Texturisers Pvt. Ltd.	Director	11220	04/05/1995
3.	Mudra Rayons Pvt. Ltd.	Director	29100	22/05/2007
4.	Mahavir Synthetics Pvt. Ltd.	Director	27500	25/06/2007

The Board of Directors recommends the proposed resolutions for acceptance by member.

For and on behalf of the Board of Directors

Kaushik Haribhai Vegad Company Secretary

Date: 28th June, 2018

Pace: Surat

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

ITEM NO 4

As per Section 149(10) of the Companies Act, 2013 (Companies Act, 2013), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Maheshkumar Hariram Saboo, it is proposed to re-appoint him for the second term as an independent director on the Board of L. P. Naval and Engineering Limited for a period of five years from this AGM. In the opinion of the Board, Mr. Maheshkumar Hariram Saboo fulfills the conditions specified in the Act.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Maheshkumar Hariram Saboo as an Independent Director. Accordingly, the Board recommends passing of the Resolution at Item No. 4 of the Notice as a Special Resolution.

Except Mr. Maheshkumar Hariram Saboo, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.



L. P. Naval and Engineering Limited (Formerly known as Siddhi Vinayak Shipping Corporation Limited) Regd Office: Office Block, First Floor, PI No.237/2&3 Sub PL No. A/25 Central Park Society, GIDC, Pandesara, Surat-394221.

Web:- www.sivishipping.com, Email:- cs@lpnaval.com, Contact No.:- 0261-2894415/16. CIN: L35111GJ2012PLC068922

Attendance Slip

Record of Attendance at the ANNUAL GENERAL MEETING held on Monday, 30th July, 2018 at 11:00 am at Office Block, First Floor, Pl No.237/2 & 3 Sub PL No. A/25 Central Park Society, GIDC, Pandesara, Surat-394221

Please complete this attendance slip and Handover at the Entrance of the meeting Venue.

TO BE USED ONLY WHEN	THE FIRST NAMED SHAR	EHOLDER ATTENDS	
PLEASE GIVE NAME OF TH	HE FIRST NAMED SHARE	HOLDER :	
NAME OF THE SHAREHOLD	DER OR PROXY OR REPR	ESENTATIVE ATTENDING T	HE MEETING :
Mr./Mrs./Ms. (In Capitals) Members' Folio No. (in case the shares are held in Do	Signature emat Mode))	
DP ID			Client
Mr./Mrs./Ms	No. of Shares Held		Members' Folio
	Form	No. MGT-11	
[Pursuant to section 105(6) of th		roxy form le 19(3) of the Companies (Manag	ement and Administration) Rules, 2014
CIN: L35111GJ2012PLC06892 Name of the company: L. P. NA Registered office: Office Block,	VAL AND ENGINEERING		k Soc., GIDC, Pandesara, Surat-3942
Name of the member(s): Registered address:			
E-mail Id: Folio No/ Client Id: DP ID:			
I/We, being the member (s) of	shares of the above	e named company, hereby appo	int
1. Name: Address: E-mail Id: Signature: or failing him			
2. Name: Address: E-mail Id: Signature:			
be held on the 30th day of July.	, 2018 at 11.00 a.m. at Office	d on my/our behalf at the Annua Block First Floor Pl. No.237/2 & ereof in respect of such resolution	Il General Meeting of the company, to & 3 Sub Pl.No.A/25 Central Park Soc ons as are indicated below:
Resolution No. 1			Affix a Re. 1 Revenue Stamp
Signed this day of	2018		
Signature of shareholder			

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Form No. MGT-12 Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name	e of the Company: L. P. NAVAL AND EN	GINEERI	NG LIMITED		
	tered Office: Office Block First Floor Pl. 1			25 Central Park S	oc. G.I.D.C
	Pandesara Surat 394221				
CIN:	L35111GJ2012PLC068922				
		LLOT PA	PER		
S No	Particulars	Details			
1.	Name of the first named Shareholder (In Block Letters)				
2.	Postal address				
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)				
4.	Class of Share	Equity Sh			
the Re Centra consid dissen	hereby exercise my/our vote in respect of al General Meeting of Company schedule egistered Office of the Company at Office al Park Soc., GIDC, Pandesara, Surat, deration of members at the aforesaid AC at to the said Resolution(s) in the relevant by	d to be he e Block, Fi Gujarat - GM of the	ld on Monday, 3 first Floor, Pl. No 394221, which Company, by c	30 th July, 2018 at b. 237/2 & 3, Sub is proposed to onveying my/our	11:00 A.M. at Pl. No. A/25, be placed for
No.	Item No.		No. of Shares held by me	I assent to the resolution	I dissent from the r esolution
Ordin	ary Businesses				1
1.	Adoption of Accounts				
	Appointment of Director Mr. Sanjaykumar Orasad Sarawagi liable to retire by rotation	Govind			
3.	Reappointment of Auditor				
Specia	al Business			I.	
	Re-appointment of Mr. Maheshkumar Harinas an Independent Director of the Company	ram Saboo			
Place: Date:	: EUCTIONS		(Signature	e of the sharehold	er)

- 1. This Ballot Paper is provided to enable the shareholder(s) or their proxy(ies) for voting by way of Ballot Paper(s), who does not have access to e-voting facility and /or who have not voted through e-voting, so that they can also participate in voting through this physical Ballot Paper.
- 2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot paper if a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting by Ballot paper shall be treated as invalid.

ELECTRONIC VOTING PARTICULAR

EVSN (E VOTING SEQUENCE NUMBER)	USER ID	PASSWORD/PIN

e-Voting shall remain open till Sunday, 29th July, 2017 till the close of working hours (i.e.17:00 hours). Note: Please read the instructions printed overleaf carefully before exercising your vote.