



## L. P. Naval and Engineering Limited

(Formerly known as Siddhi Vinayak Shipping Corporation Limited)

Date: 25/09/2019

To,  
**BSE LIMITED**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001.

Script Code : 537669  
Subject : Voting Results of 08<sup>th</sup> Annual General Meeting of the Company held as on September 24, 2019  
Reference No. : Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Pursuant to Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Voting Results of the businesses transacted at the 08<sup>th</sup> Annual General Meeting of the Members of L. P. Naval and Engineering Limited held on Tuesday, September 24, 2019 at 11:00 a.m. at the Registered address of the Company situated at Office Block, First Floor, Pl. No. 237/2 & 3, Sub Pl. No. A/25, Central Park Soc., G.I.D.C, Pandesara, Surat, Gujarat - 394221.


Further, Pursuant to the provisions of the Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, Report of the Scrutinizer dated September 25, 2019 is also enclosed herewith.

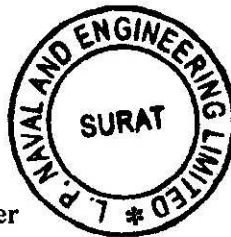
You are requested to kindly take the same on record.

Yours Faithfully,

Thanking You.

For L. P. Naval and Engineering Limited

  
Kaushik Vegad  
Company Secretary and Compliance Officer



Place: Surat

Encl: Voting Result  
Scrutinizer Report

**Regd Office :** Office Block, First Floor, Plot No. 237/2 & 3, Sub Plot No. A/25, Central Park Soc. GIDC, Pandesara, Surat-394221

**E-mail :** [admin@lpnaval.com](mailto:admin@lpnaval.com), **Website :** [www.lpnaval.com](http://www.lpnaval.com), **Tel. No.:** 0261-2894415/16, **Fax No.:** 0261- 2894419  
**: cs@lpnaval.com**

**CIN :** L35111GJ2012PLC068922

### Voting Results

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

L. P. Naval and Engineering Limited | 08<sup>th</sup> Annual General Meeting | September 24, 2019

Date of AGM	September 24, 2019
Book Closure Date	18 <sup>th</sup> September, 2019 to 24 <sup>th</sup> September, 2019
Total Number of Shareholders as on cut off date: (17 <sup>th</sup> September, 2019, cut-off date for E-voting)	90
Number of shareholders present in meeting either in person or through proxy:	
Promoters & Promoter Group	2
Public	5
Number of shareholders attended the meeting through Video Conferencing	
Promoters & Promoter Group	No video conferencing facility was made available to the shareholders.
Public	

### Agenda-wise

Given below is the agenda wise combined result of E-voting and votes polled at the meeting.

#### Resolution No.1

To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31<sup>st</sup> March, 2019 together with the report of the Board of Directors & Auditors' thereon  
(Ordinary Resolution)

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3)= {(2)/(1)} *100	No. of Votes- in Favour (4)	No. Of Votes- Against (5)	%of Votes in favour on votes polled (6)= {(4)/(2)} *100	%of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter & Promoter Group	Remote E- Voting	4168000	4168000	100	4168000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
Public Institutions	Remote E- Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
Public-Non Institutions	Remote E- Voting	1584000	0	0	0	0	0	0
	Poll		213000	13.45	213000	0	100	0
	Postal Ballot		0	0	0	0	0	0
<b>Total</b>		<b>5752000</b>	<b>4381000</b>	<b>76.16</b>	<b>4381000</b>	<b>0</b>	<b>100</b>	<b>0</b>

Detail of Invalid votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non-Institutions	0

The Resolution was passed as Ordinary Resolution

#### Resolution No. 2

To appoint a Director in place of Mr. Manojkumar G Sarawagi, Executive Director (DIN: 00005447), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment. (Ordinary Resolution)

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3)= {(2)/(1)} *100	No. of Votes- in Favour (4)	No. Of Votes- Against (5)	%of Votes in favour on votes polled (6)= {(4)/(2)} *100	%of Votes against on votes polled (7)= {(5)/(2)} *100
Promoter & Promoter Group	Remote E- Voting	4168000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public Institutions	Remote E- Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public-Non Institutions	Remote E- Voting	1584000	0	0	0	0	0	0
	Poll		213000	13.45	213000	0	100	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
<b>Total</b>		<b>5752000</b>	<b>213000</b>	<b>3.70</b>	<b>213000</b>	<b>0</b>	<b>100</b>	<b>0</b>

Detail of Invalid votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non-Institutions	0

The Resolution was passed as Ordinary Resolution

### Resolution No. 3

To Appoint Mr. Girish Umesh Srivastava (DIN: 03017032) as an independent director. (Ordinary Resolution)

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3)= {(2)/(1)} *100	No. of Votes- in Favour (4)	No. Of Votes- Against (5)	%of Votes in favour on votes polled (6)= {(4)/(2)} *100	%of Votes against on votes polled (7)= {(5)/(2)} *100
<b>Promoter &amp; Promoter Group</b>	Remote E- Voting	<b>4168000</b>	<b>4168000</b>	<b>100</b>	<b>4168000</b>	<b>0</b>	<b>100</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public Institutions</b>	Remote E- Voting	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public-Non Institutions</b>	Remote E- Voting	<b>1584000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Poll		<b>213000</b>	<b>13.45</b>	<b>213000</b>	<b>0</b>	<b>100</b>	<b>0</b>
	Postal Ballot		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>5752000</b>	<b>4381000</b>	<b>76.16</b>	<b>4381000</b>	<b>0</b>	<b>100</b>	<b>0</b>

Detail of Invalid votes	
Category	No. of Votes
<b>Promoter and Promoter Group</b>	<b>0</b>
<b>Public Institutions</b>	<b>0</b>
<b>Public Non-Institutions</b>	<b>0</b>

The Resolution was passed as Ordinary Resolution

**Resolution No. 4**

**To re-appoint Mrs. Ruchita Amit Mittal as an Independent Woman Director of the Company. (Special Resolution)**

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3)= {(2)/(1)} *100	No. of Votes- in Favour (4)	No. Of Votes- Against (5)	%of Votes in favour on votes polled (6)= {(4)/(2)} *100	%of Votes against on votes polled (7)= {(5)/(2)} *100
<b>Promoter &amp; Promoter Group</b>	Remote E- Voting	<b>4168000</b>	<b>4168000</b>	<b>100</b>	<b>4168000</b>	<b>0</b>	<b>100</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Postal Ballot	Not Applicable	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public Institutions</b>	Remote E- Voting	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Postal Ballot	Not Applicable	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public-Non Institutions</b>	Remote E- Voting	<b>1584000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Poll		<b>213000</b>	<b>13.45</b>	<b>213000</b>	<b>0</b>	<b>100</b>	<b>0</b>
	Postal Ballot	Not Applicable	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>5752000</b>	<b>4381000</b>	<b>76.16</b>	<b>4381000</b>	<b>0</b>	<b>100</b>	<b>0</b>

<b>Detail of Invalid votes</b>	
<b>Category</b>	<b>No. of Votes</b>
<b>Promoter and Promoter Group</b>	<b>0</b>
<b>Public Institutions</b>	<b>0</b>
<b>Public Non-Institutions</b>	<b>0</b>

**The Resolution was passed as Special Resolution**

**Resolution No. 5**

**To Reappoint Mr. Amit Khandelwal as a Manager of the company (Special Resolution)**

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3)= {(2)/(1)} *100	No. of Votes- in Favour (4)	No. Of Votes- Against (5)	%of Votes in favour on votes polled (6)= {(4)/(2)} *100	%of Votes against on votes polled (7)= {(5)/(2)} *100
<b>Promoter &amp; Promoter Group</b>	Remote E- Voting	<b>4168000</b>	<b>4168000</b>	<b>100</b>	<b>4168000</b>	<b>0</b>	<b>100</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Postal Ballot	Not Applicable	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public Institutions</b>	Remote E- Voting	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Postal Ballot	Not Applicable	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public-Non Institutions</b>	Remote E- Voting	<b>1584000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Poll		<b>213000</b>	<b>13.45</b>	<b>213000</b>	<b>0</b>	<b>100</b>	<b>0</b>
	Postal Ballot	Not Applicable	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>5752000</b>	<b>4381000</b>	<b>76.16</b>	<b>4381000</b>	<b>0</b>	<b>100</b>	<b>0</b>

Detail of Invalid votes	
Category	No. of Votes
<b>Promoter and Promoter Group</b>	<b>0</b>
<b>Public Institutions</b>	<b>0</b>
<b>Public Non-Institutions</b>	<b>0</b>

**The Resolution was passed as a Special Resolution**

**Resolution No. 6**

**Approval for the material related party transaction with Siddhi Vinayak Knots & Prints Private Limited for Sale or provision of services (Ordinary Resolution)**

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3)= {(2)/(1)} *100	No. of Votes- in Favour (4)	No. Of Votes- Against (5)	%of Votes in favour on votes polled (6)= {(4)/(2)} *100	%of Votes against on votes polled (7)= {(5)/(2)} *100
<b>Promoter &amp; Promoter Group</b>	Remote E- Voting	<b>4168000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Postal Ballot	Not Applicable	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public Institutions</b>	Remote E- Voting	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Postal Ballot	Not Applicable	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public-Non Institutions</b>	Remote E- Voting	<b>1584000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Poll		<b>213000</b>	<b>13.45</b>	<b>213000</b>	<b>0</b>	<b>100</b>	<b>0</b>
	Postal Ballot	Not Applicable	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>5752000</b>	<b>213000</b>	<b>3.70</b>	<b>213000</b>	<b>0</b>	<b>100</b>	<b>0</b>

<b>Detail of Invalid votes</b>	
<b>Category</b>	<b>No. of Votes</b>
<b>Promoter and Promoter Group</b>	<b>0</b>
<b>Public Institutions</b>	<b>0</b>
<b>Public Non-Institutions</b>	<b>0</b>

**The Resolution was passed as an Ordinary Resolution**

**Resolution No. 7**

**Approval for the material related party transaction with Siddhi Vinayak Polyfab Private Limited for Entering into Lease and License Agreement (Ordinary Resolution)**

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3)= {(2)/(1)} *100	No. of Votes- in Favour (4)	No. Of Votes- Against (5)	%of Votes in favour on votes polled (6)= {(4)/(2)} *100	%of Votes against on votes polled (7)= {(5)/(2)} *100
<b>Promoter &amp; Promoter Group</b>	Remote E- Voting	<b>4168000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Postal Ballot	Not Applicable	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public Institutions</b>	Remote E- Voting	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Poll		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Postal Ballot	Not Applicable	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public-Non Institutions</b>	Remote E- Voting	<b>1584000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Poll		<b>213000</b>	<b>13.45</b>	<b>213000</b>	<b>0</b>	<b>100</b>	<b>0</b>
	Postal Ballot	Not Applicable	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>5752000</b>	<b>213000</b>	<b>3.70</b>	<b>213000</b>	<b>0</b>	<b>100</b>	<b>0</b>

Detail of Invalid votes	
Category	No. of Votes
<b>Promoter and Promoter Group</b>	<b>0</b>
<b>Public Institutions</b>	<b>0</b>
<b>Public Non-Institutions</b>	<b>0</b>

**The Resolution was passed as an Ordinary Resolution**



**Resolution No. 8**

**Approval for the material related party transaction for taking of Loans and paying interest thereon  
(Ordinary Resolution)**

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3) = {(2)/(1)} *100	No. of Votes- in Favour (4)	No. Of Votes- Against (5)	%of Votes in favour on votes polled (6) = {(4)/(2)} *100	%of Votes against on votes polled (7) = {(5)/(2)} *100
<b>Promoter &amp; Promoter Group</b>	Remote E- Voting	4168000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
<b>Public Institutions</b>	Remote E- Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
<b>Public- Non Institutions</b>	Remote E- Voting	1584000	0	0	0	0	0	0
	Poll		213000	13.45	213000	0	100	0
	Postal Ballot		0	0	0	0	0	0
<b>Total</b>		<b>5752000</b>	<b>213000</b>	<b>3.70</b>	<b>213000</b>	<b>0</b>	<b>100</b>	<b>0</b>

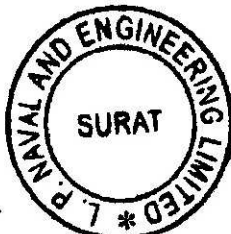
Detail of Invalid votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non-Institutions	0

**The Resolution was passed as an Ordinary Resolution**

**For L. P. Naval and Engineering Limited**

**Kaushik Vegad**  
**Company Secretary & Compliance Officer**

**Place: Surat**





**RANJIT KEJRIWAL**  
**Company Secretaries**

1, Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Ring Road, SURAT-395 002.  
Tel.: 0261 - 2331123, 2355984 E-mail : rbksurat@gmail.com

Date :

**FORM NO. MGT-13**  
**SCRUTINIZER'S REPORT**

[Pursuant to section 108 of the Companies Act, 2013  
And Rule 20(4) (xii) and Rule 21 of the Companies (Management and Administration)  
Rules, 2014]

To  
The Chairman  
Of 8<sup>th</sup> Annual General Meeting of the members of  
L. P. Naval and Engineering Limited  
(Formerly known as Siddhi Vinayak Shipping Corporation Limited)  
held on 24<sup>th</sup> September, 2019  
At Office Block, First Floor, Pl. No. 237/2 & 3,  
Sub Pl. No. A/25, Central Park Soc.,  
G.I.D.C, Pandesara, Surat 394221, Gujarat at 11.00 A.M.

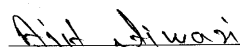
Dear Sir,

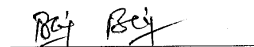
**Sub.: Scrutinizer's report on E voting / Ballot.**

1. I, Ranjit Kejriwal, a Company Secretary in practice, have been appointed as a scrutinizer by the Board of Directors of M/s L. P. Naval and Engineering Limited for the purpose of scrutinizing the e-voting process along with Postal Ballot Forms and ascertaining the requisite majority on e-voting / Ballot carried out as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) and Rule 21 of the Companies (Management and administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 8<sup>th</sup> Annual General Meeting (AGM) of the members of the company, held at Office Block, First Floor, Pl. No. 237/2 & 3, Sub Pl. No. A/25, Central Park Soc., G.I.D.C, Pandesara, Surat 394221, Gujarat on Tuesday, 24<sup>th</sup> September, 2019 at 11:00 A.M.
2. At the 08th AGM of the Company held on 24th September, 2019, the Company has also provided facility for voting by Ballot paper to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the AGM has also appointed me as the Scrutinizer for the same.



3. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and on the resolutions contained in the Notice to the 8<sup>th</sup> AGM of the members of the Company, My responsibility as a scrutinizer for the e-voting process at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the authorised agency to provide e-voting facilities.
4. Further to the above, I submit my reports as under:
- The e-voting period remained open from 21<sup>st</sup> September, 2019 at 09.30 a.m. to 23<sup>rd</sup> September, 2019 at 5.00 p.m.
  - The members of the Company as on the "cut-off" date i.e. 17<sup>th</sup> September, 2019 were entitled to vote on the resolutions (item No. 01 to 08 as set out in the notice of the 8<sup>th</sup> AGM of the Company).
  - The votes cast were unblocked on 25<sup>th</sup> September, 2019 at 11.58 a.m. in the presence of 2 (Two) witnesses namely **Mr. Ajeet Tiwari** and **Mr. Binod Kejriwal** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

  
Name: Mr. Ajeet Tiwari

  
Name: Mr. Binod Kejriwal

- (iv) Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the evoting website of Central Depository Services (India) Limited (CDSL) i.e. <https://evotingindia.com> based on such reports generated, the result of the e-voting together with voting through postal ballot is as under:

**RESOLUTION NO. 1:**

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2019 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS & AUDITORS' THEREON**

"RESOLVED THAT the Balance sheet as on 31st March, 2019, Profit & Loss Account and the cash flow statement for the year ended on that date together with Auditors Report and Directors Report be and are hereby considered and adopted."

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	7	4168000	7	4168000	0	0	0	0
Physical	0	0	0	0	0	0	0	0
At AGM	5	213000	5	213000	0	0	0	0
<b>Total</b>	<b>12</b>	<b>4381000</b>	<b>12</b>	<b>4381000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

This resolution is passed as ordinary resolution



**RESOLUTION NO. 2:****RE-APPOINTMENT OF DIRECTORS RETIRING BY ROTATION**

“RESOLVED THAT in accordance with the provision of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Manojkumar G Sarawagi, Executive Director (DIN: 00005447), who retires by rotation at this annual general meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	0	0	0	0	0	0	0	0
Physical	0	0	0	0	0	0	0	0
At AGM	5	213000	5	213000	0	0	0	0
<b>Total</b>	<b>5</b>	<b>213000</b>	<b>5</b>	<b>213000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

This resolution is passed as ordinary resolution

**RESOLUTION NO. 3:****APPOINTMENT OF MR. GIRISH UMESH SRIVASTAVA (DIN: 03017032) AS AN INDEPENDENT DIRECTOR.**

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the company, Mr. Girish Umesh Srivastava (DIN: 03017032) who was appointed as an Additional Director of the company at the meeting of the Board of Directors of the Company held on 6<sup>th</sup> May, 2019 to holds office up to the date of ensuing Annual General Meeting of the Company be and is hereby appointed as a Non-Executive Independent Director of the company to hold the office for a term of five consecutive years upto 05.05.2024, and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	7	4168000	7	4168000	0	0	0	0
Physical	0	0	0	0	0	0	0	0
At AGM	5	213000	5	213000	0	0	0	0
<b>Total</b>	<b>12</b>	<b>4381000</b>	<b>12</b>	<b>4381000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

This resolution is passed as ordinary resolution



**RESOLUTION NO. 4:****RE-APPOINTMENT OF MRS. RUCHITA AMIT MITTAL AS AN INDEPENDENT WOMAN DIRECTOR OF THE COMPANY**

“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 rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Ruchita Amit Mittal, (DIN: 06870740), Independent Woman Director of the Company who has submitted a declaration that she 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 29<sup>th</sup> September, 2019, and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	7	4168000	7	4168000	0	0	0	0
Physical	0	0	0	0	0	0	0	0
At AGM	5	213000	5	213000	0	0	0	0
<b>Total</b>	<b>12</b>	<b>4381000</b>	<b>12</b>	<b>4381000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

This resolution is passed as Special Resolution.

**RESOLUTION NO. 5:****REAPPOINTMENT OF MR. AMIT KHANDELWAL AS A MANAGER OF THE COMPANY**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 the consent of the Company, be and is hereby accorded to re-appoint Mr. Amit Khandelwal as Manager for a further period of five years effective from 24<sup>th</sup> July, 2020, on the terms and conditions of appointment and remuneration as approved by the Board on recommendation of Nomination and Remuneration Committee, and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration not exceeding the limits specified in Schedule V to the Companies Act, 2013.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	7	4168000	7	4168000	0	0	0	0
Physical	0	0	0	0	0	0	0	0
At AGM	5	213000	5	213000	0	0	0	0
<b>Total</b>	<b>12</b>	<b>4381000</b>	<b>12</b>	<b>4381000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

This resolution is passed as Special Resolution.



**RESOLUTION NO. 6:****APPROVAL FOR THE MATERIAL RELATED PARTY TRANSACTION WITH SIDDHI VINAYAK KNOTS & PRINTS PRIVATE LIMITED FOR SALE OR PROVISION OF SERVICES.**

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Siddhi Vinayak Knots & Prints Private Limited, a related party within the meaning of Section 2(76) of the Act, for sale or provision of service related to fabrications, manpower supply or other related items, on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregate value of Rs. 5 Crore per annum, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the above approval is given notwithstanding that the total amount of transaction(s) to be entered or already entered may be more than the net worth or paid up share capital and reserves of the company or turnover of the company.

RESOLVED FURTHER THAT the Board of Directors be and hereby authorized to alter the terms of the above transactions as per the requirements and interest of the company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	0	0	0	0	0	0	0	0
Physical	0	0	0	0	0	0	0	0
At AGM	5	213000	5	213000	0	0	0	0
<b>Total</b>	<b>5</b>	<b>213000</b>	<b>5</b>	<b>213000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

This resolution is passed as an Ordinary Resolution.

**RESOLUTION NO. 7:****APPROVAL FOR THE MATERIAL RELATED PARTY TRANSACTION WITH SIDDHI VINAYAK POLYFAB PRIVATE LIMITED FOR ENTERING INTO LEASE AND LICENSE AGREEMENT**

“RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in



force), consent of the shareholders be and is hereby accorded to the Board of Directors to enter and execute leave & license agreement with Siddhi Vinayak Polyfab Private Limited for using its premises situated at 186/1 & 186/2, Makhinga, Palsana, Surat 394315 Gujarat for a period upto 5 years at a Monthly Rent upto Rs. 2,00,000/- (Rupees Two Lakhs only).

RESOLVED FURTHER THAT the above approval is given notwithstanding that the total amount of transaction(s) to be entered or already entered may be more then the net worth or paid up share capital and reserves of the company or turnover of the company.

RESOLVED FURTHER THAT the Board of Directors be and hereby authorized to alter the terms of the above transactions as per the requirements and interest of the company

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

Mode	Ballots received	Total Shares	Favour Ballots	Favour Votes	Against Ballots	Against Votes	Invalid Ballots	Invalid Votes
Electronic	0	0	0	0	0	0	0	0
Physical	0	0	0	0	0	0	0	0
At AGM	5	213000	5	213000	0	0	0	0
<b>Total</b>	<b>5</b>	<b>213000</b>	<b>5</b>	<b>213000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

This resolution is passed as an Ordinary Resolution.

#### RESOLUTION NO. 8:

#### APPROVAL FOR THE MATERIAL RELATED PARTY TRANSACTION FOR TAKING OF LOANS AND PAYING INTEREST THEREON

“RESOLVED THAT pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013, in terms of the Rule 15 of the Companies (Meetings of Board and its Powers) Rule 2014 and also Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other Regulations (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to take loans and advances from the related parties as defined in the section 2(76) of the Companies Act, 2013 upto Rs. 15 Cr. at a interest rate of upto 15% p.a

RESOLVED FURTHER THAT the above approval is given notwithstanding that the total amount of transaction(s) to be entered or already entered may be more then the net worth or paid up share capital and reserves of the company or turnover of the company.

RESOLVED FURTHER THAT the Board of Directors be and hereby authorized to alter the terms of the above transactions as per the requirements and interest of the company

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any



Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”


Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	0	0	0	0	0	0	0	0
Physical	0	0	0	0	0	0	0	0
At AGM	5	213000	5	213000	0	0	0	0
Total	5	213000	5	213000	0	0	0	0

This resolution is passed as an Ordinary Resolution.

The physical postal ballot forms received have been enclosed herewith, to be kept by the Company in its safe custody.

Thanking You,

Yours faithfully,

  
**Ranjit Kejriwal**  
Practicing Company Secretary  
Membership No. 6116  
COP: 5985



Place: Surat  
Date: 25<sup>th</sup> September, 2019

UDIN: F006116A000015301

Encl: Physical Ballot - 5