

***Siddhi Vinayak Shipping Corporation Limited***  
***[Formerly known as Si.Vi. Shipping Corporation Limited]***

***Annual Report 2014-15***

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## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Manoj Kumar Sarawagi	Executive Director & Chairman
Mr. Sanjay Kumar Sarawagi	Executive Director
Mr. Rakesh Kumar Sarawagi	Executive Director
Mrs. Ruchita Amit Mittal	Non- Executive Independent Woman Director
Mr. Mahesh Kumar Saboo	Non- Executive Independent Director
Mr. Gururaj Kaujalgi	Non- Executive Independent Director

### **STATUTORY AUDITORS**

**M/s R. Kejriwal & Co.**  
1, Aastha, 2/906, Hira Modi Sheri,  
Opp. Gujarat Samachar Press,  
Sagrampura, Ring Road,  
Surat - 395002  
Ph: +91-261-2331123/2355984

### **AUDIT COMMITTEE**

Ruchita Amit Mittal	Chairman
Mahesh Saboo	Member
Rakesh Kumar Sarawagi	Member

### **NOMINATION & REMUNERATION COMMITTEE**

Gururaj Kaujalgi	Chairman
Ruchita Amit Mittal	Member
Mahesh Saboo	Member

### **BANKER TO THE COMPANY**

**Bank of Baroda**  
0642, Textile Market Branch,  
Surat Textile Market  
Ring Road, Surat-395002

### **STAKEHOLDERS, SHAREHOLDERS & INVESTORS GRIEVANCE COMMITTEE**

#### **Union Bank of India**

Shop No. UG/1, Bhagwati Ashish Complex,  
City light Road Surat

Gururaj Kaujalgi	Chairman
Mahesh Saboo	Member
Ruchita Amit Mittal	Member

### **REGISTERED OFFICE**

CIN : L35111GJ2012PLC068922  
Office Block 1st Floor, Plot No. 237/2 & 3,  
Sub Plot No. A/25, Central Park Society  
GIDC, Pandesara, Surat-394 221  
Tel.: +91-261-2894415/16  
Fax : +91-261-2894419  
Email: [admin@sivishipping.com](mailto:admin@sivishipping.com)  
Website: [www.sivishipping.com](http://www.sivishipping.com)

### **COMPANY SECRETARY COMPLIANCE OFFICER**

Ms. Ankita Ashok Jain

### **BOOK CLOSURE**

Date: 16/07/15 to 17/07/15  
(both days inclusive)

### **REGISTRAR & SHARE TRANSFER AGENT**

M/s Big Share Services Pvt. Ltd  
E- 2, Ansa Ind Estate,  
Saki Vihar Road,  
Andheri(E), Sakinaka,  
Mumbai – 400072  
Tel.: +91-22-28473474  
Email: [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)

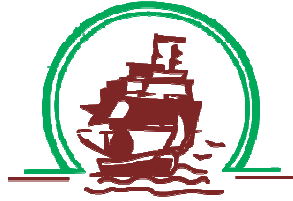
### **FOURTH ANNUAL GENERAL MEETING**

**Date:** 24<sup>th</sup> July, 2015

**Time:** 11.30 A.M.

**Venue:** Registered Office

Office Block 1st Floor, Plot No. 237/2  
& 3, Sub Plot No. A/25, Central Park  
Society GIDC, Pandesara,  
Surat-394 221



## **Siddhi Vinayak Shipping Corporation Limited**

(Formerly known as Si. Vi. Shipping Corporation Limited)

### **NOTICE**

Notice is hereby given that the Annual General Meeting of the Members of **SIDDHI VINAYAK SHIPPING CORPORATION LIMITED** will be held on 24<sup>th</sup> July, 2015 at 11.30 A.M. at the Registered Office of the Company at Office Block 1<sup>st</sup> Floor, Plot No. 237/2 & 3, Sub Plot No. A/25, Central Park Society, GIDC, Pandesara, Surat Gujarat - 394 221 to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Profit & Loss Account for the year ended on that date together with the report of the Board of Directors & Auditors' thereon.
2. To appoint a Director in place of Mr. Sanjaykumar Govind Prasad Sarawagi, Executive Director (Holding DIN: 00005468), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

“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 GovindPrasad Sarawagi (Holding DIN: 00005468), be and is hereby appointed as Director of the Company, liable to retire by rotation.”

3. **To ratify the appointment of 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 & 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under; M/s R. Kejriwal & Co., having firm registration no. 133558W, Chartered Accountants were appointed in the AGM held on 29.09.2014, as the Statutory Auditors of the company for a period of 4 years subject to annual ratification; be and is hereby ratified for the financial year 2015-16 at such remuneration as may be determined by the Board of Directors of company.”

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

**E-mail:** admin@sivishipping.com, **Website:** www.sivishipping.com, **Tel. No.** 0261-2894415/16, **Fax No.** 0261- 2894419

**CIN:** L35111GJ2012PLC068922

**SPECIAL BUSINESS****4. APPOINTMENT OF INDEPENDENT DIRECTOR:**

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 149 (1) & 152 (5) and other applicable provisions, if any, of the Companies Act, 2013 including any modification or re-enactment thereof Mrs. Pratibha Gulgulia (Holding DIN: 07121815) in respect of whom a notice in writing has been received by the Company proposing her candidature for the office of Director under section 152 (5) of the Companies Act, 2013, be and is hereby appointed as non-executive Independent director not liable to retire by rotation.”

**5. APPOINTMENT OF MANAGER:**

To consider and if thought fit, to pass with or without modification following Resolution as an Ordinary Resolution:

**“RESOLVED FURTHER** that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 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 the appointment of Mr. Amit Khandelwal as Manager for a period of five years effective from 24<sup>th</sup> July, 2015, on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013.

**6. Any other Business with the permission of chair.**

**For and on behalf of the Board of Directors**

**Date: 22<sup>nd</sup> June, 2015**  
**Pace: Surat**

**Ankita Ashok Jain**  
**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 should, however be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e- voting are given in the notice under Note No. 17. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
3. Corporate members intended to send their authorized representatives 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.
4. The copy of annual report, notice of general meeting, notice of e-voting, etc. are being sent to the members through e-mail who have registered their email ids with their depository participants (DPs)/ Company’s Registrar and Transfer Agent (RTA).

Members whose e-mail id is not registered with the Company/DPs/RTA will be sent physical copies of this notice, abridged version of Annual Report, notice of e-voting, etc. at their registered address through permitted mode.

5. Relevant documents referred to in the above Notice and the accompanying Explanatory Statements 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.
6. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
7. Members are requested to quote Folio number in all their correspondences.
8. Explanatory statement as required under section 102 of the Companies Act, 2013 which form part of this notice is annexed herewith.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from 16<sup>th</sup> July, 2015 to 17<sup>th</sup> July, 2015 (both days inclusive).
10. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent – Bigshare Services Private Limited.
11. As per clause 50 (f) of Listing Agreement with SME, Company has designated email id: of the grievance redressal division/compliance officer exclusively for the purpose of registering complaints by investors. Investors are requested to send their communication on designated email id : admin@sivishipping.com
12. Equity shares of the Company are under compulsory demat trading by all Investors.

13. Pursuant to Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 the assent or dissent of the shareholders in respect of the resolutions contained in the AGM notice is also being taken through e-voting/ postal ballot facility provided by Bigshares Services Private Limited (for e-voting only), to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form wherever e-mail ID is registered.
14. The e-voting Event Number, User ID and Password along with the detailed instructions for e-voting are provided in the notice of e-voting, being sent along with the notice of AGM.
15. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **17<sup>th</sup> July, 2015**.
16. The voting period starts on Tuesday 21<sup>st</sup> July, 2015 on open of working hours (i.e 09.30 hours) and ends on the close of working hours (i.e. 17:00 hours), Thursday, 23<sup>rd</sup> July 2015. The e-voting module shall also be disabled by Bigshares Services Private Limited for voting thereafter.
- 17. 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.**

## **INSTRUCTIONS**

### **VOTING THROUGH ELECTRONIC MEANS**

In compliance with section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their votes by electronic means for all the resolutions detailed in the Notice of the 4th Annual General Meeting scheduled to be held on Friday, the 24th day of July 2015 at 11.30 AM and the business may be transacted through e-voting. The Company has engaged the services of CDSL as the authorized agency to provide the e-voting facilities as per instructions below.

In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in respect of the resolution as set out in this Notice, a postal ballot Form is annexed. A member desiring to exercise vote by postal ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to Shri Ranjit Kejriwal FCS, Company Secretary, 1, Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Sagrampura, Ring Road, Surat – 395002 so as to reach him on or before 23rd July, 2015 at 17.00 hours. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received. Kindly note that members can opt for only one mode of voting ie. either by postal ballot or through e-voting. If members are opting for e-voting then do not vote by postal ballot or vice versa.

However, in case of Members casting their vote both by postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

**Instructions to Members for e-voting are as under:**

**Date and time of commencement of voting through electronic means: 21<sup>st</sup> July, 2015 at 9.30 hours.**

**Date and time of end of voting through electronic means beyond which voting will not be allowed: 23<sup>rd</sup> July, 2015 at 17.00 hours**

Details of Website: [www.evotingindia.com](http://www.evotingindia.com)

Details of persons to be contacted for issues relating to e-voting:

Ranjit Kejriwal,  
Practicing Company Secretary  
1, Aastha, 2/906, Hira Modi Sheri,  
Opp. Gujarat Samachar Press,  
Sagrampura, Ring Road,  
Surat – 395002  
Email : [rbksurat@gmail.com](mailto:rbksurat@gmail.com)  
Ph: +91-261-2331123/2355984

The e-voting module shall be disabled for voting on 23<sup>rd</sup> July, 2015 at 17.00 hours. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the company as on 17<sup>th</sup> July 2015 (cut-off date).

Shri Ranjit Kejriwal, FCS, Practising Company Secretary has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Company. The results shall be declared at / after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of conclusion of the AGM of the Company and communicated to the Stock Exchange.

In case of members receiving e-mail:

- i. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com)
- ii. Click on "Shareholders" tab
- iii. Now, select, "SIDDHI VINAYAK SHIPPING CORPORATION LIMITED" from the drop down menu and click on "SUBMIT"
- 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 [www.evotingindia.co.in](http://www.evotingindia.co.in) 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:

vii.

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department ( Applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company /Depository participant are requested to use the sequence number provided at the attendance slip enclosed herewith in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company's records for the said demat account or folio. If the details are not recorded with the depository or Company please enter the member ID/ folio number in the Dividend Bank details field.

Please enter the DOB or Dividend Bank Details in order to login.

viii. After entering these details appropriately, click on "SUBMIT" tab.

- ix. Members holding shares in physical form will then reach directly the "Siddhi Vinayak Shipping Corporation Limited (Formerly known as Si. Vi. Shipping Corporation 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 e-voting 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the relevant EVSN- Siddhi Vinayak Shipping Corporation Limited (Formerly known as Si. Vi. Shipping Corporation Limited) on which you choose to vote.
- xii. 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.
- xiii. Click on the "Resolutions File Link" if you wish to view the entire Resolution.
- xiv. After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed.

- xv. If you wish to confirm your vote, click on "OK" else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. 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.
- Institutional shareholders (i.e. other than individuals, HUF, NRI, etc) are required to log on to <https://www.evotingindia.co.in> 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](mailto: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](mailto: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.

In case of members receiving the physical copy:

Please follow all steps from Sl. No. i to Sl. No. xvi above to cast vote.

- A. The voting period begins on Tuesday, the 21<sup>st</sup> July, 2015 at 9.30 hours and ends on Thursday, the 23<sup>rd</sup> July, 2015 at 17.00 hours. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- B. 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- C. In case of members desiring to exercise vote by Postal Ballot:

A member desiring to exercise vote by postal ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to Shri Ranjit Kejriwal, Company Secretary, 1, Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Sagrampura, Ring Road, Surat – 395002 so as to reach him on or before 23<sup>rd</sup> July, 2015 at 17.00 hours. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.

## **EXPLANATORY STATEMENT IN TERMS OF SECTION 102 (2) OF THE COMPANIES ACT, 2013**

### **ITEM 4:**

The board recommends the appointment of Independent Director in the Board of the company. Mrs. Pratibha Gulgulia, (DIN: 07121815) being eligible, the resolution seeks approval of members for her appointment as an Independent Women Director for a period of 5 years. An Independent Women Director appointment is subject to retirement policy of the Board subject to the term of office conditionality's under the Companies Act, 2013 (including any statutory modifications or re-enactment (s) thereof for time being in force) and the Listing Agreement.

Hence it is proposed to appoint Mrs. Pratibha Gulgulia (DIN: 07121815) as Director pursuant to second proviso of Sec 149(1), 152(5) and other applicable provisions of Companies Act, 2013 and the Rules made there under and that she shall not be liable to retire by rotation. The company has received notice in writing from a member along with a deposit Under Section 160 of the Companies Act, 2013, of Rs.1, 00,000/- proposing the candidature of Mrs. Pratibha Gulgulia for the office of Non-executive Independent director.

None of the Directors, Key Managerial person or their relatives except the appointee are interested in the resolution of the company. The Board therefore, commends the resolutions for the approval of members as special resolution.

<b>Name of Director</b>	<b>Mrs. Pratibha Gulgulia</b>
<b>DIN No.</b>	<b>07121815</b>
<b>Date of Birth</b>	<b>18/02/1980</b>
<b>Qualification</b>	<b>B.Com.</b>
<b>Expertise in specific functional areas</b>	<b>Marketing</b>
<b>List of Companies in which directorship is held as on 31<sup>st</sup> March, 2015</b>	<b>NIL</b>
<b>Chairman / Member of the Committee of other Company</b>	<b>NIL</b>

### **ITEM 5:**

The board recommends the appointment of Manager of the company.

Mr. Amit Khandelwal being eligible, the resolution seeks approval of members for his appointment as Manager for a period of 5 years. Consent in writing has been received from Mr. Amit Khandelwal as a manager of the Company. A copy of terms & conditions of appointment is kept for inspection of members at the registered office of the company.

None of the Directors, Key Managerial person or their relatives are interested in the resolution except as members of the company. The Board therefore, commends the resolutions for the approval of members as special resolution.

<b>Name of Manger</b>	<b>Mr. Amit Khandelwal</b>
<b>Designation</b>	<b>Manager</b>
<b>Date of Birth</b>	<b>03/02/1977</b>
<b>Qualification</b>	<b>M.B.A, B.Sc.</b>

<b>Expertise in specific functional areas</b>	<b>Marketing</b>
<b>Whether Whole-time KMP in any other company</b>	<b>Not Applicable</b>

For and on behalf of the Board of Directors

Date: 22<sup>nd</sup> June, 2015  
Place: Surat

Ankita Ashok Jain  
Company Secretary

## ANNEXURE TO NOTICE:

### Details of Director liable to retire by Rotation:

Mr. Sanjaykumar Govind Prasad Sarawagi, was appointed as Director, who is liable to retire by rotation and as per the clause 52 of SME Listing Agreement his details are as under:

<b>Name of Director</b>	<b>Mr. Sanjaykumar Govindprasad Sarawagi</b>
<b>DIN No.</b>	<b>00005468</b>
<b>Date of Birth</b>	<b>01/07/1970</b>
<b>Expertise in specific functional areas</b>	<b>Finance</b>
<b>List of Companies in which directorship is held as on 31<sup>st</sup> March, 2014</b>	<b>As attached below: Annexure I</b>
<b>Chairman / Member of the Committee of other Company</b>	<b>NIL</b>

### List of Companies in which Mr. Sanjaykumar Govind Prasad Sarawagi holds directorship as on 31<sup>st</sup> March, 2015:

S.No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Siddhi Vinayak Knots & Prints Pvt. Ltd.	Whole Time Director	8000	01/04/2013
2.	Krishnakali Couture Pvt. Ltd.	Director	5000	03/01/2014

None of other directors are concerned or interested in this resolution except the appointee.

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

For and on behalf of the Board of Directors

Date: 22<sup>nd</sup> June, 2015  
Place: Surat

Ankita Ashok Jain  
Company Secretary



## Siddhi Vinayak Shipping Corporation Limited

(Formerly known as Si. Vi. Shipping Corporation Limited)

### DIRECTOR'S REPORT

#### TO THE MEMBERS,

Your Directors take pleasure in presenting the Fourth Annual Report on the business and operations of your Company together with the Audited Accounts for the financial year ended 31st March 2015.

#### FINANCIAL PERFORMANCE/ STATE OF AFFAIRS:

During the year, your Company has recorded a total income of Rs. 2,96,80,904/- against Rs. 2,00,04,371/- in the previous year, an increase of 48.37% Net Profit before Taxation for the financial year ended March 31, 2015 increased to Rs. 78,86,589/- against Rs. 13,82,812/- in the preceding year, representing a rise of 470.33%. Consequently, the Profit after Tax amounted to Rs. 58,00,787/- against Rs. 7,75,522/- in the preceding year, representing a rise of 647.98%.

Financial performance of the Company for Financial Year 2014-15 is summarized below:

(Figure in rupees)

Particulars	2014-15*	2013-14*
Sales and Other Income	2,96,80,904	2,00,04,371
Profit before Interest, Depreciation & Tax	1,06,27,934	36,15,415
Less: Interest (Net)	13,68,846	13,98,290
Profit before Depreciation & Tax	92,59,088	22,17,125
Less: Depreciation	13,72,499	8,34,313
<b>Profit before Tax</b>	<b>78,86,589</b>	<b>13,82,812</b>
Less: Provisions for Taxation	20,85,802	6,07,290
<b>Net Profit after Tax</b>	<b>58,00,787</b>	<b>7,75,521</b>
Balance brought forward from previous year	10,51,776	2,76,255
Profit available for appropriations	68,52,563	10,51,776
Appropriations	--	--
Transfer to General Reserve	--	--
Proposed Dividend – Equity shares - -	--	--
Corporate Dividend Tax - -	--	--
Balance carried to Balance Sheet	68,52,563	10,51,776

\* Figures regrouped wherever necessary.

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

**E-mail:** admin@sivishipping.com, **WebSite:** www.sivishipping.com, **Tel. No.** 0261-2894415/16, **Fax No.** 0261- 2894419

**CIN:** L35111GJ2012PLC068922

**DIVIDEND:**

Keeping in mind the overall performance and outlook for your Company, your Board of Directors recommend that this time the company is not declaring dividends as the company is at infant stage of shipping industry and require funds for expansion. Your Directors are unable to recommend any dividend for the year ended 31<sup>st</sup> March, 2015.

**UNCLAIMED DIVIDEND:**

There is no balance lying in unpaid equity dividend account.

**TRANSFER TO RESERVES:**

Company has not transferred any amount from profit to general reserve.

**SUBSIDIARY COMPANY**

The Company does not have any subsidiary.

**PUBLIC DEPOSIT**

The company has not accepted deposits from the public during the financial year under review within the meaning of Section 73 of the Act of the Companies Act 2013, read with Companies (Acceptance of Deposits) Rules, 2014.

**EXTRACT OF ANNUAL RETURN:**

The extract of the Annual Return in Form No. MGT – 9 shall form part of the Board's report in **Annexure I**.

**CORPORATE GOVERNANCE**

As per clause 52 of the Listing Agreement with the Stock Exchange, the Report of the Corporate Governance and the Certificate of the Auditors of the Company in respect of compliance thereof are appended hereto and forming part of this report; is given in **Annexure II**. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached in the report on Corporate Governance.

**NUMBER OF MEETING HELD DURING THE YEAR**

The Details of All meeting of Board of Directors and Committee meeting had taken place during the year and their details along with their attendance, is given in **Table 1 of Annexure II**.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

As required under Clause 52 of the Listing Agreement with the Stock Exchanges, the Management Discussion and Analysis of the financial condition and results of consolidated operations of the Company under review, is annexed and forms an integral part of the Directors' Report, is given in **Annexure III**

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

There was appointment of Mrs. Ruchita Amit Mittal (Independent Woman Director) and Mr. Mustafa Moiz Haji (Chief Financial Officer) and Mr. Rakesh Kumar Singh (Manager) in the Third Annual General meeting of the Company which was held on 29.09.2014.

There was change in Management by the resignation of Mr. Binod Mahavir Kejriwal (Non Executive Independent Director and Mr. Rakesh Kumar Singh (Manager) of the Company as on 08<sup>th</sup> October, 2014 and 9<sup>th</sup> February, 2015 respectively.

In accordance with Section 149(1), 152(5) and other applicable provisions, if any, of the Companies Act, 2013 including any modification or re-enactment thereof Mrs. Pratibha Gulgulia (DIN: 07121815) shall be appointed as Independent Women Director for the term of 5 years, not liable to retire by rotation after being approved by members at the ensuing general meeting.

In accordance with Section 152(6) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Sanjaykumar Govind Prasad Sarawagi (DIN: 00005665), Executive Director, retire by rotation and is being eligible offer himself for re-appointment at the ensuing Annual General Meeting.

Based on the confirmations received from Directors, none of the Directors are disqualified from appointment under Section 164 of the Companies Act, 2013.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a. in the preparation of the annual accounts for the year ended March 31, 2015, the applicable Accounting Standards have been followed and there are no material departures from the same;
- b. the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the State of affairs of the Company as at March 31, 2015 and of the Profit of the Company for that period;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Directors had prepared the annual accounts of the Company on a 'going concern' basis; and
- e. The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- f. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

There was no employee drawing remuneration in excess of limits prescribed under section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Disclosures pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with rules 5 (1) of the companies (appointment and remuneration of managerial personnel) rules, 2014 forms part of Directors Report, is given in **Annexure IV**.

**EVALUATION OF BOARD**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

**INTERNAL CONTROL SYSTEM**

The Company has in place adequate internal financial controls with reference to financial statements. During the year no reportable material weakness in the design or operation were observed.

The internal audit covers a wide variety of operational matters and ensures compliance with specific standard with regards to availability and suitability of policies and procedures.

**WHISTLE BLOWER POLICY / VIGIL MECHANISM**

During the year, your Directors have constituted a Whistle Blower Policy /Vigil mechanism policy for the company to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct of the company as per the provisions of Section 177 (9) of Companies Act, 2013. The detailed policy forms part of the annual report, is given in **Annexure V**.

**RISK MANAGEMENT POLICY:**

During the year, your Directors have constituted a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company as per the provisions of Section 134(3) (n) of Companies Act, 2013. The detailed policy forms part of the annual report, is given in **Annexure VI**.

**OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

During the year the company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has not received any complaint of harassment. The detailed policy forms part of the annual report, is given in **Annexure VII**.

**STATUTORY INFORMATION**

The Company being basically into the Shipping business and is the member of BSE SME Platform. Apart from shipping business, the Company is not engaged in any other business/activities.

**STATUTORY AUDITORS**

M/s. R. Kejriwal & Co., Chartered Accountants (having Firm Registration No 133558W) as Statutory Auditors of the Company, who were appointed in last AGM and holds office until the conclusion of the 7th Annual General Meeting needs ratification by members of the company for financial year 2015-16. The Company has received letter from M/s R. Kejriwal & Co., Chartered Accountants, to the effect that their ratification of appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of Section 141 of the Companies Act 2013.

**SECRETARIAL AUDITOR**

The Board has appointed Mr. Ranjit Kejriwal, Practicing Company Secretary to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report is annexed herewith in **Annexure VIII** and does not contain any qualification, reservation or adverse remark.

**COMMENTS ON AUDITOR'S REPORT**

The notes referred to in the Auditor's Report are self explanatory and as such they do not call for any further explanation.

**CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

Your Board endeavors that all contracts/ arrangements/transactions entered by the Company during the financial year with related parties are in the ordinary course of business and on an arm's length basis only. During the year under review the Company had not entered into any contract/ arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

Your Directors draw attention of the members to Note: 23 to the financial statement which sets out related party disclosures.

**PARTICULARS OF LOANS GUARANTEES AND INVESTMENTS**

The company has not given any loans or guarantees or investments under section 186 (4) of Companies Act, 2013.

**INSURANCE:**

All the properties and the insurable interest of the company including building, plants and machinery and stocks wherever necessary and to the extent required have been adequately

insured.

### **RESEARCH & DEVELOPMENT**

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of your Company.

### **ENERGY CONSERVATION MEASURES, TECHNOLOGY ABSORPTION AND R & D EFFORTS AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

In view of the nature of activities carried on by the Company, the requirements for disclosure in respect of Conservation of Energy, Technology Absorption, in terms of Section 134(3) (m) of the Companies Act, 2013 read with the rule 8 of Companies (Accounts) Rules, 2014 are not applicable to the Company. However the Company takes all possible efforts towards energy conservation.

The requirement for disclosure with regard to technology absorption does not apply to the Company as the activity in which the Company operates does not require any technology.

During the period under review the Company has earned Foreign Exchange of Rs. NIL and incurred the Foreign Exchange outgo of Rs. NIL.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company.

### **APPRECIATION**

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment and express their sincere thanks and appreciation to all the employees for their continued contribution, support and co-operation to the operations and performance of the company.

### **ACKNOWLEDGEMENT**

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from Shareholders, Bankers, regulatory bodies and other business constituents during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in successful performance of the Company during the year.

**For and on behalf of the Board of Directors**

**Place: Surat**

**Date: 22<sup>nd</sup> June, 2015**

**Manoj Kumar Sarawagi**  
**Executive Director & Chairman**  
(DIN: 00005447)

## Annexure I

## Form No. MGT-9

## EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31<sup>st</sup> March 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS:

- i) CIN: - L35111GJ2012PLC068922
- ii) Registration Date: 07/02/2012
- iii) Name of the Company: SIDDHI VINAYAK SHIPPING CORPORATION LIMITED
- iv) Category / Sub-Category of the Company: Public Company/Company having share capital
- v) Address of the registered office and contact details: OFFICE BLOCK FIRST FLOOR,  
PL. NO.237/2 & 3 SUB PL.NO.A/25,  
CENTRAL PARK SOC., G.I.D.C,  
PANDESARA, SURAT-394221
- vi) Whether listed company: YES
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:  
**Bigshare Services Private Limited**  
E/2, Ansa Industrial Estate,  
Saki Vihar Road, Saki Naka,  
Andheri (East), Mumbai 400072  
Tel No. +91-22-40430200  
Email: [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / Services	NIC Code of the Products/Services	% to total turnover of the company
1	Ship Manufacturing	35	100%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. No.	Name & Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section
1	NIL				
2					

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning				No. of Shares held at the end				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
<b>A. Promoters</b>									
<b>1. Indian:</b>									
a. Individual/HUF	4167900	0	4167900	72.46	4167900	0	4167900	72.46	0
b. Central Govt.	0	0	0	0	0	0	0	0	0
c. State Govt.	0	0	0	0	0	0	0	0	0
d. Body Corporate	0	0	0	0	0	0	0	0	0
e. Banks/ FI	0	0	0	0	0	0	0	0	0
f. Any other ( Specify)	0	0	0	0	0	0	0	0	0
i) Directors Relatives	0	0	0	0	0	0	0	0	0
ii) Group Companies	0	0	0	0	0	0	0	0	0
iii) Trusts	0	0	0	0	0	0	0	0	0
<b>Total of (1)</b>	<b>4167900</b>	<b>0</b>	<b>4167900</b>	<b>72.46</b>	<b>4167900</b>	<b>0</b>	<b>4167900</b>	<b>72.46</b>	<b>0</b>
<b>2. Foreign</b>									
a. NRI Individual	0	0	0	0	0	0	0	0	0
b. Other Individual	0	0	0	0	0	0	0	0	0
c. Body Corporate	0	0	0	0	0	0	0	0	0
d. Banks/ FI	0	0	0	0	0	0	0	0	0
e. Any other	0	0	0	0	0	0	0	0	0
<b>Total of (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total A (1+2)</b>	<b>4167900</b>	<b>0</b>	<b>4167900</b>	<b>72.46</b>	<b>4167900</b>	<b>0</b>	<b>4167900</b>	<b>72.46</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a. Mutual Funds	0	0	0	0	0	0	0	0	0
b. Banks/ FI	0	0	0	0	0	0	0	0	0
c. Central Govt.	0	0	0	0	0	0	0	0	0
d. State Govt.	0	0	0	0	0	0	0	0	0
e. Venture Capital Funds	0	0	0	0	0	0	0	0	0
f. Insurance Companies	0	0	0	0	0	0	0	0	0
g. FIIs	0	0	0	0	0	0	0	0	0
h. Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i. Others (Market Maker)	162000	0	162000	2.82	0	0	0	0	0
<b>Total of (1)</b>	<b>162000</b>	<b>0</b>	<b>162000</b>	<b>2.82</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non-Institutions</b>									
a. Body Corporate									
i. Indian	168000	0	168000	2.92	210000	0	210000	3.65	0
ii. Overseas	0	0	0	0	0	0	0	0	0
b. Individual									
i. Individual shareholders holding nominal share capital upto Rs. 1 lakh	666000	0	666000	11.58	591100	0	591100	10.28	0
ii. Individual shareholders holding nominal share capital in excess of Rs 1 lakh	588000	0	588000	10.22	783000	0	783000	13.61	0
c. Others	0	0	0	0	0	0	0	0	0
<b>Total of (2)</b>	<b>1422000</b>	<b>0</b>	<b>1422000</b>	<b>24.72</b>	<b>1584100</b>	<b>0</b>	<b>1584100</b>	<b>27.54</b>	<b>0</b>
<b>Total B (1+2)</b>	<b>1584000</b>	<b>0</b>	<b>1584000</b>	<b>27.54</b>	<b>1584100</b>	<b>0</b>	<b>1584100</b>	<b>27.54</b>	<b>0</b>

C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Total A+B+C</b>	<b>5752000</b>	<b>0</b>	<b>5752000</b>	<b>100</b>	<b>5752000</b>	<b>0</b>	<b>5752000</b>	<b>100</b>	<b>0</b>

## ii) Shareholding of Promoters

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares	% of Shares Pledged / encumbered to total shares	
1	Manoj kumar Sarawagi	3261000	56.69%	0	3261000	56.69%	0	0

## iii) Change in Promoters' Shareholding ( please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares	No. of Shares	% of total Shares
	At the Beginning of the year	3261000	56.69%		
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-		
	At the end of the year	3261000	56.69%		

## iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr . No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares	No. of Shares	% of total Shares
1.	CHOICE EQUITY BROKING PRIVATE LIMITED				
	At the Beginning of the year	162000	2.82%	162000	2.82%

	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A				N.A		
	At the end of the year	162000			2.82%	162000		2.82%
2.	DEEPALI AMIT SINGHAL							
	At the Beginning of the year	0			-	0		-
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date	Shares	Reason		Shares	Cumulati ve	
		06.02.15	12000	Transfer				
		13.02.15	12000	Transfer		12000	12000	
		20.02.15	12000	Transfer		12000	24000	
		06.03.15	9000	Transfer		12000	36000	
		13.03.15	326	Transfer		9000	45000	
		20.03.15	23674	Transfer		326	45326	
		Total	69000			23674	69000	
	At the end of the year	69000			1.20%	69000		1.20%
3.	USHA PRADEEP SINGHAL							
	At the Beginning of the year	0			-	0		-
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date	Shares	Reason		Shares	Cumulati ve	
		06.02.15	12000	Transfer				
		13.02.15	12000	Transfer		12000	12000	
		13.03.15	1535	Transfer		12000	24000	
		20.03.15	16465	Transfer		1535	25535	
		27.03.15	9000	Transfer		16465	42000	
		Total	51000			9000	51000	
	At the end of the year	51000			0.89%	51000		0.89%
4.	AMIT PRADIPBHAI SINGHAL							
	At the Beginning of the year	0			-	0		-
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the	Date	Shares	Reason		Shares	Cumulati ve	
		20.02.15	21000	Transfer				
		13.03.15	2786	Transfer		21000	21000	
		20.03.15	6214	Transfer		2786	23786	
						6214	30000	

	reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	27.03.15 Total	15000 45000	Transfer		15000 45000	
	At the end of the year	45000		0.78 %	45000	0.78 %	
5.	SANJAY AGARWAL (HUF)						
	At the Beginning of the year	42000		0.73 %	42000	0.73 %	
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.			N.A.		
	At the end of the year	42000		0.73 %	42000	0.73 %	
6.	JAIPRAKASH DWARIKAPRASAD AGARWAL						
	At the Beginning of the year	42000		0.73 %	42000	0.73 %	
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.			N.A.		
	At the end of the year	42000		0.73 %	42000	0.73 %	
7.	KANISHKA S AGARWAL						
	At the Beginning of the year	42000		0.73 %	42000	0.73 %	
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.			N.A.		
	At the end of the year	42000		0.73 %	42000	0.73 %	

8.	ECAP EQUITIES LIMITED							
	At the Beginning of the year	0			-	0		-
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date	Shares	Reason		Shares	Cumulati ve	
		16.05.14	60000	Transfer		60000	60000	
		27.03.15	(21000)	Transfer		(21000)	39000	
		Total	39000					
	At the end of the year	39000			0.68 %	39000		0.68 %
9.	RAJKUMAR CHOUDHARY							
	At the Beginning of the year	30000			0.52 %	30000		0.52 %
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.				N.A.		
	At the end of the year	30000			0.52 %	30000		0.52 %
10 .	SANJAY KUMAR CHOUDHARY							
	At the Beginning of the year	30000			0.52 %	30000		0.52 %
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.				N.A.		
	At the end of the year	30000			0.52 %	30000		0.52 %

## v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares	No. of Shares	% of total Shares
<b>1</b>	<b>MANOJKUMAR SARAWAGI</b>				
	<b>At the Beginning of the year</b>	<b>3261000</b>	<b>56.69%</b>	<b>3261000</b>	<b>56.69%</b>
	<b>Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):</b>	<b>N.A.</b>		<b>N.A.</b>	
	<b>At the end of the year</b>	<b>3261000</b>	<b>56.69%</b>	<b>3261000</b>	<b>56.69%</b>
<b>2</b>	<b>RAKESHKUMAR SARAWAGI</b>				
	<b>At the Beginning of the year</b>	<b>303700</b>	<b>5.28%</b>	<b>303700</b>	<b>5.28%</b>
	<b>Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):</b>	<b>N.A.</b>		<b>N.A.</b>	
	<b>At the end of the year</b>	<b>303700</b>	<b>5.28%</b>	<b>303700</b>	<b>5.28%</b>
<b>3</b>	<b>SANJAYKUMAR SARAWAGI</b>				
	<b>At the Beginning of the year</b>	<b>303000</b>	<b>5.27%</b>	<b>303000</b>	<b>5.27%</b>
	<b>Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):</b>	<b>N.A.</b>		<b>N.A.</b>	
	<b>At the end of the year</b>	<b>303000</b>	<b>5.27%</b>	<b>303000</b>	<b>5.27%</b>

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning</b>				
i) Principal Amount	61,89,478	3,91,70,000	-	4,53,59,478
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total</b>	<b>61,89,478</b>	<b>3,91,70,000</b>	<b>-</b>	<b>4,53,59,478</b>
<b>Change in Indebtedness during the year</b>				
· Addition	42,85,119	1,86,80,000	-	2,29,65,119
· Reduction	20,47,132	3,08,48,000	-	3,28,95,132
<b>Indebtedness at the end</b>				
i) Principal Amount	84,27,465	2,70,02,000	-	3,54,29,465

ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total</b>	<b>84,27,465</b>	<b>2,70,02,000</b>	<b>-</b>	<b>3,54,29,465</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing director, Whole-time Directors and/ or Manager:

S.No.	Particulars of Remuneration	Name of Manager Rakesh Kumar Singh*		Total Amount
<b>1</b>	<b>Gross Salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		<b>1,92,000</b>	<b>1,92,000</b>
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-	-
<b>2</b>	<b>Stock Option</b>		-	-
<b>3</b>	<b>Sweat Equity</b>		-	-
<b>4</b>	<b>Commission -</b>		-	-
	-as % of Profit		-	-
	-Others, Specify		-	-
<b>5</b>	<b>Others, please specify</b>		-	-
	<b>Total (A)</b>		<b>1,92,000</b>	<b>1,92,000</b>
	<b>Ceiling as per the Act</b>		<b>42 lakhs p.a</b>	<b>42 lakhs p.a</b>

\*Details of Mr. Rakesh Kumar Singh (Manager) are for the period of 4 months as he gave his resignation w.e.f February 9, 2015.

### B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
<b>1</b>	<b>Independent Director</b>					
	a. Fees for attending board/ committee meeting	<b>NIL</b>				<b>NIL</b>
	b. Commission					
	c. Others, please specify					
	<b>Total (1)</b>					
<b>2</b>	<b>Other Non-Executive Directors</b>					
	a. Fees for attending board/ committee meeting	<b>NIL</b>				<b>NIL</b>
	b. Commission					
	c. Others, please specify					
	<b>Total (2)</b>					
	<b>Total (B) = (1+2)</b>	<b>NIL</b>				<b>NIL</b>
	<b>Total Managerial Remuneration</b>	<b>1,92,000</b>				<b>1,92,000</b>
	<b>Overall Ceiling as per the Act</b>	<b>42 lakhs p.a</b>				<b>42 lakhs p.a</b>

**C. Remuneration To Key Managerial Personnel Other Than Md / Manager / Wtd :**

S.No.	Particulars	Key Managerial Personnel		
		Ankita Ashok Jain (CS)	Mustafa Moiz Haji* (CFO)	Total
<b>1</b>	<b>Gross Salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,25,963	96,000	3,21,963
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
<b>2</b>	<b>Stock Option</b>	-	-	-
<b>3</b>	<b>Sweat Equity</b>	-	-	-
<b>4</b>	<b>Commission -</b>	-	-	-
	as % of Profit	-	-	-
	Others, Specify	-	-	-
<b>5</b>	<b>Others, please specify</b>	26,650	-	26,650
	<b>Total</b>	2,52,613	96,000	3,48,613
	<b>Ceiling as per the Act</b>			

\*Details of Mr. Mustafa Moiz haji are for the period of 6 months after his appointment w.e.f. September 29, 2014.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Breif Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ Court]	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				
<b>B. DIRECTOR</b>					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				



## **Siddhi Vinayak Shipping Corporation Limited**

**(Formerly known as Si. Vi. Shipping Corporation Limited)**

**Annexure II**

### **CORPORATE GOVERNANCE**

**In terms of Clause 52 of the SME Listing Agreement with BSE Limited (BSE) the report containing details of corporate governance systems and processes at Siddhi Vinayak Shipping Corporation Limited is as under:**

#### **1. COMPANY'S PHILOSOPHY ON THE CODE OF CORPORATE GOVERNANCE**

The Company's philosophy on Corporate Governance is to strive to do the right things, we explore innovative ideas and thinking with positive outlook. We stand and deliver our promises by adhering to highest standard of business ethics. We believe integrity is the foundation of our individual and corporate actions drives our organisation to make it vibrant. Our organisation is based on trust between the different element of our organisation with honesty and credibility. In its endeavor to achieve the higher standards of governance by adopting the best emerging practices, the Company not only adheres to the prescribed corporate governance practices in terms of the regulatory requirements but is also committed to sound corporate governance principles and practices.

#### **2. BOARD OF DIRECTORS**

The Board of Directors of the Company (Board) has optimum combination of Non-Executive and Independent Directors comprising three Executive Non Independent Directors and three Non Executive Independent Directors.

Mr. Manoj Kumar Sarawagi is the Executive Director of the company.

None of the Directors hold directorship in more than 20 public limited companies nor is a member of more than 10 committees or chairman of more than 5 committees across all the public limited companies in which they are Directors.

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

**E-mail:** admin@sivishipping.com, **WebSite:** www.sivishipping.com, **Tel. No.** 0261-2894415/16, **Fax No.** 0261- 2894419

**CIN:** L35111GJ2012PLC068922

### Board Procedure

The Directors of the Company are informed about the Agenda of the Board Meetings and Committee Meetings, containing relevant information / supporting data, as required well in advance, to enable the Board to take informed. Statutory Auditors are also requested to attend the Board or Committee meeting as and when required. When deemed expedient, the Board also approves by circular resolution important items of which cannot be deferred till the next Board Meeting.

Matters discussed at Board Meeting generally relate to Company's performance, half yearly results of the Company, approval of related-party transactions, general notice of interest of Directors, review of the reports of the internal auditors, Audit Committee and compliance with their recommendation, suggestion, compliance of any regulatory, statutory or listing requirements, etc.

### Directors

Disclosure regarding re-appointment of Directors required as per Clause 52 of the Listing Agreement:

- i. Mr. Manoj Kumar Sarawagi** is the Chairman & Executive Director and an expert in marketing. He with his dynamism and innovation has changed the way in which sarees are sold in Asia's most famous Textile Market- Stuart. He was responsible for introduction of many new products such as kaddak Synthetic Sarees, Khadi Print Sarees etc. He, with his sharp marketing skills and fine sense of business, has increased the business of Laxmipati Group manifold in a short span of time. In order to diversify the business activities of the group and to prepare the group for next level of growth he has made a contrarian bet on Ship building Sector. Though the Shipbuilding industry is currently going through a downturn he believes that the future is going to be promising once the momentum of global trade picks up. He is instrumental in getting the fabrication contract from M/s L & T for fabrication of interceptor boats.
- ii. Mr. Sanjay Kumar Sarawagi**, is the Executive Director of our Company, has expertise in marketing and corporate skill. He has experience of more than 20 years. He is looking after the marketing, designing and production aspects of the group. He has vast experience in formulating and implementing effective business strategies.
- iii. Mr. Rakesh Kumar Sarawagi** is the Executive Director of our Company and an expert in Finance has sound knowledge of financial management. He has played a vital role in debt and equity fund raising activity of Laxmipati group. He is a member of the Audit Committee of our Company and has been responsible for managing the fund requirement of the group effectively and keeping the funding costs low to enhance returns to the shareholders.

- iv. Mr. Gururaj Kaujalgi** is a Graduate in Science (Textile Technology) from Bangalore University. He is also a Certified Quality Engineer from RWTUV Germany, Lead Assessor from British Standards Institute, UK and has completed Management Development from IIM Bangalore. He has served the Textile Committee of Ministry of Textiles, Government of India for 36 years before retiring as Deputy Director. He has vast experience in setting up and monitoring of Quality Management Systems. He has provided Quality management system consultancy to various Textile Industries across the length and breadth of India.
- v. Mr. Mahesh Kumar Saboo** is a graduate in Commerce from Nav Yug Commerce College, Surat. He has over 20 years of experience in handling various aspects of Textile Production and Trading. He has wide knowledge in texturing embroidering and weaving.
- vi. Mrs. Ruchita Amit Mittal** is a graduate in business administration and prowess in marketing skills.
- vii. Mr. Binod Kejriwal**, Independent Director, resigned on October 8, 2014 due to some pre occupation and commitments.

#### Board Strength and representation:

As of March 31, 2015, the Board consisted of six members. The Composition and the category of Directors on the Board of the Company were as under:

Category	Name of Director
<b>Executive and Non Independent Director</b>	Mr. Manoj Kumar Sarawagi Mr. Sanjay Kumar Sarawagi Mr. Rakesh Kumar Sarawagi
<b>Non Executive and Independent Director</b>	Mrs. Ruchita Amit Mittal Mr. Maheshkumar Saboo Mr. Gururaj Kaujalgi

During the financial year 2014-15, Nine Meetings of the Board of Directors were held on the following dates:

<u>30.04.2014</u>	<u>15.05.2014</u>	<u>30.05.2014</u>	<u>30.08.2014</u>	<u>08.10.2014</u>
<u>22.10.2014</u>	<u>11.11.2014</u>	<u>10.12.2014</u>	<u>09.02.2015</u>	

**The Details of Directorship and Membership / Chairmanship of the Committee of the Board held by the Directors as on 31<sup>st</sup> March, 2015 and their attendance at the meetings during the year are as follows:**

Name of Directors	Category	No. of Board meetings held during the financial year 2014-15	No. of Board meetings as attended by the Directors during the financial year 2014-15	Attendance at the Last AGM	No. of Directorship in other Public Limited Companies	No. of Committee positions held including the Company *
Mr. Manoj Kumar Sarawagi	Promoter & Chairman	9	9	Yes	0	0
Mr. Sanjay Kumar Sarawagi	Executive Director	9	9	Yes	0	0
Mr. Rakesh Kumar Sarawagi	Executive Director	9	9	Yes	0	1
Mrs. Ruchita Amit Mittal*	Independent Director	5	5	Yes	0	3
Mr. Gururaj Kaujalgi**	Independent Director	9	9	Yes	0	2
Mr. Mahesh Kumar Saboo**	Independent Director	9	9	Yes	0	3
Mr. Binod Kejriwal***	Independent Director	9	5	Yes	0	3

\* Attended the meeting after their appointment.

\*\*Membership / Chairman of only Audit Committee and Shareholders' / Investors' Grievance Committee and Nomination & Remuneration Committee in Public limited companies have been considered.

\*\*\* Resigned from Directorship on 08<sup>th</sup> October, 2014.

### **3. AUDIT COMMITTEE**

The Audit Committee of Siddhi Vinayak Shipping Corporation Limited consists of two Independent Directors and one Executive Director of the Company. All the Directors have good knowledge of Finance, Accounts and Company Law. The Chairman of the Committee Mr. Binod Mahavir Kejriwal has attended 5 (Five) meetings, later after the appointment of Mrs. Ruchita Amit Mittal in the Annual General Meeting she was elected as the chairman for the remaining 4 (four) meetings. The Committee held 8(Eight) meeting/s during the financial year 2014-15. The Audit Committee also advises the Management on the areas where internal control system can be

improved.

The Compliance Officer of the Company acts as the Secretary to the Audit committee.

The Terms of reference of the Audit Committee are in accordance with all the items listed in Clause 52 (II) (D) and (E) of the Listing Agreement are as follows:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (C) of Sub-section 3 of section 134 of the Companies Act.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
9. Discussion with internal auditors on any significant findings and follow up there on.
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
13. To review the functioning of the Whistle Blower mechanism, if case the same is existing.
14. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

**The powers of the Audit Committee include the following:**

1. Investigating any activity within its terms of reference;
2. Seeking information from any employee;
3. Obtaining outside legal or other professional advice; and
4. Securing attendance of outsiders with relevant expertise, if it considers necessary.

**Composition and attendance at Meetings:**

The composition of Audit Committee has been as under at the time of its formation, Later Mrs. Ruchita Amit Mittal joined as member cum chairman after her appointment in the Annual General Meeting of 2014.

Name of Directors	Categories	Nature of Directorship
Mr. Binod Kejriwal	Chairman	Independent Director
Mr. Maheshkumar Saboo	Member	Independent Director
Mr. Rakesh Kumar Sarawagi	Member	Executive Director
Mrs. Ruchita Amit Mittal	Chairman/ Member	Independent Woman Director

During the financial year 2014-15, eight meetings of Audit Committee were held on following dates:

30.04.2014      15.05.2014      30.05.2014      25.08.2014      04.10.2014  
22.10.2014      08.11.2014      04.03.2015

Attendance of the Directors at the Audit Committee Meetings held during the financial year is as under:

Name of Directors	Categories	No. of Meeting Attended
Mr. Binod Kejriwal	Chairman	5
Mr. Maheshkumar Saboo	Member	8
Mr. Rakesh Kumar Sarawagi	Member	8
Mrs. Ruchita Amit Mittal	Chairman/ Member	4

#### **4. REMUNERATION COMMITTEE**

Your Company constituted a Nomination & Remuneration Committee to look into the matters pertaining to remuneration of executive and non executive directors. The Nomination & Remuneration Committee was constituted vide resolution passed at the meeting of the Board of Directors held April 30, 2014.

The terms of reference of the Nomination & Remuneration Committee include the following:

1. To determine the framework or broad policy for the remuneration of the company's chairman, chief executive, the executive directors, and such other members of the executive management as it is designated to consider. No director or manager shall be involved in any decisions as to their own remuneration.
2. In determining such policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the guidance standards. The objective of such policy shall be to ensure that members of the executive management of the company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the company.
3. When setting remuneration policy for directors, review and have regard to the trends the company or group or peers in the Industry.
4. To review the ongoing appropriateness and relevance of the remuneration policy.
5. Within the terms of the agreed policy and as appropriate, determine the total individual remuneration package of the chairman, each executive director, company secretary and other designated senior executives including bonuses, incentive payments and share options or other share awards.
6. To obtain reliable, up-to-date information about remuneration in other companies. To help it fulfill its obligations the committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary, within any budgetary restraints imposed by the board.
7. To be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the committee.
8. To approve the design of and determine targets for, any performance related pay schemes operated by the company and approve the total annual payments made under such schemes.
9. To review the design of all share incentive plans for approval by the board and shareholders. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to executive directors, company secretary and other designated senior executives and the performance targets to be used.
10. To determine the policy for, and scope of, pension arrangements for each executive director and other designated senior executives.
11. To oversee any major changes in employee benefits structures throughout the company or group.

**Composition of the Nomination & Remuneration Committee and attendance at Meetings:**

The composition of Nomination & Remuneration Committee has been as under at the time of its formation, Later Mrs. Ruchita Amit Mittal joined as member after her appointment in the Annual General Meeting of 2014.

Name of Directors	Categories	Nature of Directorship
Mr. Gururaj Kaujalgi	Chairman	Independent Director
Mr. Maheshkumar Saboo	Member	Independent Director
Mr. Binod Kejriwal	Member	Independent Director
Mrs. Ruchita Amit Mittal	Member	Independent Woman Director

During the financial year 2014-15 three meetings of the Nomination & Remuneration Committee were held on following dates:

30.04.2014                      04.10.2014                      20.10.2014

Attendance of the Directors at the Nomination & Remuneration Committee Meetings held during the financial year is as under:

Name of Directors	Categories	No. of Meeting Attended
Mr. Gururaj Kaujalgi	Chairman	3
Mr. Maheshkumar Saboo	Member	3
Mr. Binod Kejriwal	Member	2
Mrs. Ruchita Amit Mittal	Member	2

None of the Directors have received any remuneration during the Financial Year 2014-15.

**5. STAKEHOLDERS, SHAREHOLDERS'/ INVESTOR'S GRIEVANCES COMMITTEE**

Your Company has constituted a shareholder / investors grievance committee ("Stakeholders, Shareholders / Investors Grievance Committee") to redress the complaints of the shareholders.

The Stakeholders, Shareholder/Investors Grievance Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Investor Grievance Committee include the following:

1. Redressal of shareholder's/investor's complaints;
2. Reviewing on a periodic basis the Approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
4. Non-receipt of declared dividends, balance sheets of the Company; and
5. Carrying out any other function as prescribed under the Listing Agreement.

### Composition of the Stakeholders, Shareholders/Investors Grievance Committee and attendance at Meetings:

The composition of Stakeholders, Shareholders/Investors Grievance Committee has been as under at the time of its formation, Later Mrs. Ruchita Amit Mittal joined as member after her appointment in the Annual General Meeting of 2014.

Name of Directors	Categories	Nature of Directorship
Mr. Gururaj Kaujalgi	Chairman	Independent Director
Mr. Maheshkumar Saboo	Member	Independent Director
Mr. Binod Kejriwal	Member	Independent Director
Mrs. Ruchita Amit Mittal	Member	Independent Woman Director

During the financial year 2014-15, three meetings of Stakeholders, Shareholders'/ Investors Grievance Committee were held on following dates:

15.05.2014                      04.10.2014                      09.01.2015

Attendance of the Directors at the Stakeholders, Shareholders'/ Investors Grievance Committee Meetings held during the financial year is as under:

Name of Directors	Categories	No. of Meeting Attended
Mr. Gururaj Kaujalgi	Chairman	3
Mr. Maheshkumar Saboo	Member	3
Mr. Binod Kejriwal	Member	2
Mrs. Ruchita Amit Mittal	Member	2

### Name & Designation and address of the Compliance Officer

Miss Ankita Jain – Company Secretary  
Siddhi Vinayak Shipping Corporation Limited  
Office Block 1st Floor, Plot No. 237/2 & 3,  
Sub Plot No. A/25, Central Park Society,  
GIDC, Pandesara, Surat-394 221

### Status of Complaints received, resolved and pending as on 31<sup>st</sup> March, 2015

Number of Shareholders' Complaints Pending at the end of the year	Nil
Number of Shareholders' Complaints received during the year	Nil
Number of Shareholders' Complaints disposed during the year	Nil
Number of Shareholders' Complaints remain unresolved during the year	Nil

**6. GENERAL BODY MEETINGS**

The details of Annual General Meetings held during the last three years are as follows:

Years	Day, Date and Time	Venue
2011-12	Monday, 30 <sup>th</sup> August, 2012 at 11:30 A.M.	Shop No. UG-24 , H. Gr. Floor, Citylight Complex, Opp. Dev Darshan Apartment, Citylight Road, Surat- 395007
2012-13	Monday , 24 <sup>th</sup> September, 2013 at 11.00 A.M.	Shop No. UG-24 , H. Gr. Floor, Citylight Complex, Opp. Dev Darshan Apartment, Citylight Road, Surat- 395007
2013-14	Monday , 29 <sup>th</sup> September, 2014 at 11.00 A.M.	Office Block 1st Floor, Plot No. 237/2 & 3, Sub Plot No. A/25, Central Park Society, GIDC, Pandesara, Surat-394 221

**No Special Resolution(s) were passed at the last three Annual General Meetings (“AGM”). The third AGM which was held on 29.09.2014 the following resolutions were passed as Special Resolution.**

1. Approval of Name change of the company from Si. Vi. Shipping Corporation to Siddhi Vinayak Shipping Corporation Limited.
2. Appointment of Independent Woman Director Mrs. Ruchita Amit Mittal (DIN: 06870740)
3. Alteration of Articles of Association as per Companies Act, 2013.
4. Appointment of Mr. Mustafa Moiz Haji as the Chief Financial Officer of the Company.
5. Appointment of Mr. Rakesh Kumar Singh as the Manager of the Company.

**PROCEDURE FOR POSTAL BALLOT AND VOTING PATTERN:**

Special businesses were carried out in the third annual General Meeting of the company which was subject to shareholders’ approval by way of Postal ballot and E-voting.

During the year under review, the above resolutions were put through by Postal Ballot during the Third AGM held on 29.09.2014.

**EXTRAORDINARY GENERAL MEETING**

During the year under review, no Extra ordinary General Meeting was held.

**FINANCIAL RESULT:**

The half yearly/yearly financial results were informed in time to stock exchange.

**SHAREHOLDING PATTERN:**

Share holding pattern as on 31<sup>st</sup> March, 2015.

Number of Shares	Number of Shares	Number of Shareholders	% to Total
Upto	3000	8	0.26
3001	6000	96	10.01
6001	9000	1	0.17
9001	12000	11	2.29
12001	18000	14	4.38
18001	24000	2	0.83
24001	30000	2	1.04
30001	42000	4	2.87
42001	69000	3	2.87
69001	162000	1	2.82
162001	300000	1	5.22
300001	304000	2	10.55
304001	5752000	1	56.69

**All the Shares of the Company are in demat form.**

Out of 5752000 Shares, 5056000 Shares are registered with CDSL &

Out of 5752000 Shares, 696000 Shares are registered with NSDL

**DISCLOSURES****7.1 Related Party Transaction**

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large.

**7.2 Statutory Compliance, Penalties and Strictures**

The Company has complied with the requirements of the Stock Exchanges / Securities and Exchange Board of India (SEBI) / and Statutory Authorities to the extent applicable, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the last three years.

**7.3 Whistle Blower Policy/Vigil Mechanism Policy**

The Company has framed a Code of Conduct for Directors and Senior Management. At present, the Company has a formal Whistle Blower Policy/ Vigil Mechanism Policy. The Directors of the Company affirms that no personnel have been denied access to the Audit Committee.

#### **7.4 Proceeds from the Initial Public Offer of the Company**

The Details about the utilization of the proceeds raised through Initial Public Offer of equity shares of the Company are disclosed to the Audit Committee as and when required. The Company has not utilized these funds for the purposes other than those mentioned in the prospectus of the Company. During the financial year the company have neither received any proceeds of IPO nor have any past balances.

#### **7.5 Reconciliation of Share Capital Audit**

In line with the requirements stipulated by SEBI, Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

#### **7.6 Non-Mandatory Requirements**

The Status of compliances with the non-mandatory requirements is as under:

##### **7.6.1 The Board:**

No separate office for the Chairman is maintained, and hence no reimbursement is made towards the same. No Specific tenure has been specified for the Independent Director. However, they are liable to retire by rotation and seek re-appointment by the Members.

##### **7.6.2 Remuneration Committee:**

Details regarding Remuneration Committee are provided and forms part of this report.

##### **7.6.3 Shareholders' Rights:**

The Company has posted its half yearly financial results on its website i.e. [www.sivishipping.com](http://www.sivishipping.com)

##### **7.6.4 Audit Qualification:**

There are no audit qualifications in the financial statements for the financial year 2014-15. Standard practices and procedures are followed to ensure unqualified financial statements.

##### **7.6.5 Training to Board Members:**

The Board is equipped to perform its role through inputs from various sources from time to time. Directors are fully briefed on all matters concerning the business and operations of the Company and they regularly interact with the management in a free and open manner in order to obtain

any information that they may require.

#### **7.6.6 Mechanism for evaluating Board, Committees and Directors:**

The Company has a formal mechanism for evaluating the performance of board, committees and individual directors. The Company Secretary makes an annual evaluation of board, committees and directors and the same is discussed with each and every director(s).

Evaluation of Board, Committees and Individuals is done by the Company Secretary.

### **8. MEANS OF COMMUNICATION**

The half yearly financial results are regularly submitted to the Stock Exchange in accordance with the Listing Agreement and also uploaded on the Company's website – [www.sivishipping.com](http://www.sivishipping.com)

The official news, release, presentation that may be made to the Shareholders at the Annual General Meeting and the presentation as may be done to the analysts will be posted on the Company's website – [www.sivishipping.com](http://www.sivishipping.com)

### **9. GENERAL SHAREHOLDER MEETING**

<b>9.1</b>	<b>Date, Time and Venue</b>	24 <sup>th</sup> July, 2015 at 11.00A.M. at the Registered Office of the Company at Office Block, First Floor, Plot No. 237/2& 3, Sub Plot No. A-25 Central Park soc. GIDC, Pandesara Surat-394221
<b>9.2</b>	<b>Financial Year</b>	The Financial year of the Company is From April 1 to March 31 of the following year.
<b>9.3</b>	<b>Date of Book Closure</b>	16 <sup>th</sup> July,2015 to 17 <sup>th</sup> July,2015
<b>9.4</b>	<b>Listed on Stock Exchanges</b>	SME Platform of BSE Limited
<b>9.5</b>	<b>Scrip Code/ ID</b>	537669/SIVI

#### **9.6 Market Price Data**

Table below gives the monthly high and low prices and volumes of M/s. Siddhi Vinayak Shipping Corporation Limited equity shares at SME Platform of BSE Limited for the year 2014-2015:

Month	BSE	
	High (in Rs.)	Low (in Rs.)
April 2014	35	33
May 2014	35	33
June 2014	36.65	36.65
July 2014	36.65	36.65
August 2014	36.70	35
September 2014	36	31
October 2014	36	31
November 2014	38	29
December 2014	38	29

January 2015	33	25
February 2015	26	25
March 2015	28	25

**9.7 Registrar & Transfer Agents: Bigshare Services Private Limited**

E/2, Ansa Industrial Estate,  
Saki Vihar Road, Saki Naka,  
Andheri (East), Mumbai 400072  
Tel No. +91-22-40430200  
Email: [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)

**9.8 Share Transfer System:** All shares are held in Demat Form.**9.9 Distribution of Shareholdings as on 31<sup>st</sup> March, 2015:**

Share Holding of Nominal Value Rs.	Number of Shareholders	Percentage of Total	Share Amount Rs.	Percentage of Total
Upto 5000	3	2.05	3000	0.01
5001 -100000	102	69.86	600000	10.43
100001-9999999999	41	28.09	51517000	89.56
<b>Total</b>	<b>146</b>	<b>100.00</b>	<b>57520000</b>	<b>100.0000</b>

**9.10 Category of Shareholders as on 31st March, 2015:**

Category	No of Shares held	Shareholding %
Promoter & Promoter Group	4168000	72.46
Bodies Corporate	210000	3.65
Individuals	1374000	23.89
<b>Total</b>	<b>5752000</b>	<b>100.00</b>

**9.11 Dematerialization of Shares and Liquidity:**

As on 31<sup>st</sup> March, 2015, a total of 57, 52,000 equity shares equivalent to 100% of the total issued, subscribed and paid-up equity share capital of the Company were in dematerialized form.

The equity Shares of the Company are traded on the SME platform of BSE Limited.

**9.12 Outstanding GDRs/ADRs/Warrants or any Convertible Instruments:** NIL

**9.13 Plant Locations:** Not Applicable

**9.14 Address for Correspondence:**

**Registrar and Share Transfer Agents: Bigshare Services Private Limited**

E/2, Ansa Industrial Estate,  
Saki Vihar Road, Saki Naka,  
Andheri (East), Mumbai 400072  
Tel No. +91-22-40430200  
Email: [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)

**Company & Registered Office:**

**Siddhi Vinayak Shipping Corporation Limited**

Office Block, First Floor,  
Plot No. 237/2 & 3 Sub Pl No. A-25,  
Central Park Society, GIDC, Pandesara  
Surat-394221  
Tel No. +91 261 2894415/16  
Email: [investors@sivishippng.com](mailto:investors@sivishippng.com)  
Website: [www.sivishipping.com](http://www.sivishipping.com)

**CERTIFICATE UNDER CLAUSE 52 (V) OF THE LISTING AGREEMENT**

All the Members of the Board of Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them as laid down by the Company in terms of Clause 52(V) of the Listing Agreement entered into with the Stock Exchanges for the financial year ended 31<sup>st</sup> March, 2015.

**For Siddhi Vinayak Shipping Corporation Ltd.**

**Date: 22<sup>nd</sup> June, 2015**

**Place: Surat**

**Manoj Kumar Sarawagi**  
**Executive Director & Chairman**  
(DIN: 00005447)

## **R Kejriwal & Co.**

Chartered Accountants

2,AASTHA, 2/906, Hira Modi Sheri, Ring Road, Surat -395002

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### **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members of  
**Siddhi Vinayak Shipping Corporation Limited**

We have examined the compliance of the conditions of Corporate Governance by Siddhi Vinayak Shipping Corporation Limited (The Company) CIN: L35111GJ2012PLC068922; for the year ended 31st March 2015 as stipulated in Clause 52 of the Listing Agreement of the said Company with Bombay Stock Exchange Ltd.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investors Grievances Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with the management has conducted the affairs of the Company.

**For R Kejriwal & Co.**  
**Chartered Accountants**  
**(FRN : 133558W)**

PLACE: SURAT  
DATE: 30.05.2015

**NIDHI SHAH**  
**Partner**  
**M. No. 163177**  
**AAPFR9048C**



## Siddhi Vinayak Shipping Corporation Limited

(Formerly known as Si. Vi. Shipping Corporation Limited)

### Annexure III

#### MANAGEMENT DISCUSSION AND ANALYSIS

The purpose of this discussion is to provide an understanding of financial statements and a composite summary of performance of our business.

Management Discussion and Analysis (MDA) is structured as follows:

- Industry Overview & Outlook
- Opportunities & Threats
- Risk and Concerns
- Internal Control System
- Financial and operational performance
- Material Development in Human Resources

Some Statements in this discussion may be forward looking. Future performance may however differ from those stated in the management discussion and analysis on account of various factors such as changes in Government regulations, tax regimes, impact of competition, etc.

#### MARKET TREND & ECONOMY

The shipbuilding and repair market in India is poised to pick up momentum with the increasing penetration of Indian ship building companies in the offshore vessels (OSVs) segment. Indian companies have established strong credentials in the building and repair of OSV, resulting in a spike in orders for such vessels from the Indian industry. The limited capacities related to OSVs in leading shipbuilding nations such as Japan and South Korea are resulting in diversion of orders to India, driving up the fortunes of the Indian shipbuilding and repair market. Growth in multimodal transportation infrastructure and integrated logistics parks leads to significant logistic outsourcing opportunities. The aging fleet of shipping companies in India is another factor energizing prospects for the shipbuilding and repair market in the country. "About 40 percent of the India-owned fleet is more than 20 years old, and Indian owners will need to spend about \$4 billion to replace these during 2010-2015," notes the analyst of this research service. The future of the Indian shipbuilding and repair market looks promising and is likely to double in size in the next five to six years.

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

**E-mail:** admin@sivishipping.com, **WebSite:** www.sivishipping.com, **Tel. No.** 0261-2894415/16, **Fax No.** 0261- 2894419

**CIN:** L35111GJ2012PLC068922

The growth potential is further enhanced with the Indian Government aiming for the nation's shipbuilding sector to attain a 5 percent share in the global market by 2017.

### **OVERVIEW & OUTLOOK**

Ship Repair activity in India is largely concentrated around 18 small sized commercial dry docks, equally divided between the public and private sectors. This is supplemented by wet berths in major ports and captive repair facilities of the Navy. The ship repair business worldwide is estimated to be around 12 billion \$ (approx Rs 55,000 crs). India as a whole gets a revenue of not more than 100 million \$ per annum (Rs 463 crs) which is less than 1% of world ship repair share. It is estimated that the total potential of the ship repair market available in the Indian region is of the order of Rs. 2440 to Rs 2790 crs per annum as shown below. As the repair industry is labour intensive it is easy to translate turnover to jobs which is estimated to be around 20,000 additional jobs in the skilled and semi-skilled category.

### **OPPORTUNITIES & THREATS**

Although the outlook for the market is bright, there are some challenges clouding its landscape. India has a vast coastline, but there is an acute shortage of deep draft water space along the coast. This restricts the type and size of ships that can be built or repaired in India, thereby severely curbing the full growth potential of the Indian shipbuilding and repair market. Shipbuilding and ship repair are both labor-intensive activities and fulfilling the requirements of this industry is proving to be a market bottleneck. The Indian Government is encouraging greater private participation in the sector and a new world-class commercial shipyard is being built on the eastern coast. These factors will rev up growth prospects for the market. The government is also facilitating improvements in port and infrastructure facilities and easing regulations and taxes to assist the industry in addressing the challenges and overcoming its barriers. Participants in this space are striving to gain a foothold in the small and special category vehicles segment, such as OSV, to optimize business traction.

### **RISK AND CONCERNS**

The ship repair activities in India are regulated through designated Ship Repair Units (SRUs) registered and licensed by the DG Shipping. The SRUs are a mixed lot where except few shipyards (CSL and HSL) that have comprehensive facilities for major repairs and Dry Docking most other are small to medium size firms that can carry out limited repairs to machinery and equipment only. Only designated SRUs are allowed to avail of the custom duty and excise concessions. There are a total of 30 SRUs registered with DG Shipping in the entire country and only 4-5 shipyards out of a total of 27 in the country carry out any significant repair jobs. Shipbuilding attracts a complex set of levies and duties. The differential rate of duties and taxes between India and other nations leads to additional cost burden for Indian shipyards. Octroi, CST, VAT and excise are some of the levies applicable to shipyards. Several shipbuilding nations have relaxed these levies to encourage shipyards. For instance, China refunds VAT completely on domestic sale of ships whereas in India VAT is refunded only on inputs. The lack of such special incentives for the shipbuilding sector leads to an additional burden of 8 percent for domestic sales and around 3 percent for export sales. Service Tax @ 12.36 percent is applicable on all design and engineering services procured by the shipyards during the course of ship construction. Even those shipyards that were earlier undertaking repair activities are reducing this activity in favour of shipbuilding seen to be more attractive.

**INTERNAL CONTROL SYSTEM**

The Company has in place an adequate system of internal control commensurate with its size and nature of its business. These have been designed to provide reasonable assurance that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly and the business operations are conducted as per the prescribed policies and procedures of the Company. The Audit committee and the management have reviewed the adequacy of the internal control systems and suitable steps are taken to improve the same.

**FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

Your company has successfully delivered 03 vessels during the financial year under review.

Your Company has recorded total revenue of Rs. 2,96,80,904/-, Net Profit after tax for the Financial Year stood at Rs. 58,00,787/- and recorded an EBIDITA of Rs. 78,86,589/- as standalone basis for the financial year under consideration.

**HUMAN RESOURCES DEVELOPMENT AND INDUSTRIAL RELATIONS**

Your Company firmly believes that its human resources are the key enablers for the growth of the Company and important asset. Hence, the success of the Company is closely aligned to the goals of the human resources of the Company. Taking into this account, your Company continued to Invest in developing its human capita and establishing its brand on the market to attract and retain the best talent.

Employee relations during the period under review continued to be healthy, cordial and harmonious at all levels and your Company is committed to maintain good relations with the employees.

**CAUTIONARY STATEMENT**

The report may contain certain statements that the Company believes are, or may be considered to be "forward looking statements" that describe our objectives, plans or goals. All these forward looking statements are subject to certain risks and uncertainties, including but not limited to, government action, economic development and risks inherent in the Company's growth strategy and other factors that could cause the actual results to differ materially from those contemplated by the relevant forward looking statements.

**For Siddhi Vinayak Shipping Corporation Limited**

**Date: 22<sup>nd</sup> June, 2015**

**Place: Surat**

**Manoj Kumar Sarawagi**  
**Executive Director & Chairman**  
**(DIN: 00005447)**

## Annexure IV

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT' 2013 READ WITH RULES 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for F.Y. 2014-15 (in rupees)	% increase in Remuneration in the F.Y. 2014-15	Ratio of Remuneration of each Director/to median remuneration of employees
1.	ManojKumar G Sarawagi* Executive Director & Chairman	N.A.		
2.	SanjayKumar G Sarawagi* Executive Director	N.A.		
3.	Rakeshkumar G Sarawagi* Executive Director	N.A.		
4.	Binod Mahavir Kejrwal* Non- Executive Director	N.A.		
5.	Ruchita Amit Mittal* Non- Executive Director	N.A.		
6.	Gururaj Ramchandra Kaujalgi* Non- Executive Director	N.A.		
7.	Maheshkumar Hariram Saboo* Non- Executive Director	N.A.		
8.	Ankita Ashok Jain Company Secretary	2,52,613	-	
9.	Mustafa Moiz Hazi** Chief Financial Officer	96,000	N.A.	
10.	Rakesh Kumar Singh*** Manager	1,92,000	N.A.	

\* All the Directors do not receive any remuneration and sitting fees.

\*\* Details of Mr. Mustafa Moiz Hazi (Chief Financial Officer) is only for part of the Financial Year 2014-15 i.e. w.e.f. September 30, 2014.

\*\*\* Details of Mr. Rakesh Kumar Singh (Manager) is only for part of the Financial Year 2014-15 i.e. upto February 9, 2015 after his appointment in the AGM held on 29.09.2014

- (ii) The median remuneration of employees of the Company during the Financial Year was Rs. 11000/-
- (iii) In the Financial year , there was an increase of 15.78% in the median remuneration of employees;
- (iv) There were 78 permanent employees on the rolls of the Company as on March 31,2015;
- (v) Relationship between average increase in the remuneration and company performance: - The Profit before Tax for the Financial year ended on March 31, 2015 increased 4.7 times whereas the increase in median remuneration was 15.78%. The average increase in the median remuneration was healthy as compared to industry increase of remuneration. Further the salaries are not directly linked with the performance of the Company.
- (vi) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:  
The total remuneration of Key Managerial Personnel increased by 1405.97% from Rs. 35898/- in 2013-14 to Rs. 5, 40,613/- in 2014-15 after the appointment of Manager and CFO in the last AGM of the Company whereas the Profit before Tax for the financial year ended on March 31, 2015 increased 470.33% to Rs. 78, 86,589/- (Rs. 13, 82,812/- in 2013-14)
  - a) Variations in the market capitalization of the Company: the market capitalization as on March 31,2015 was Rs. 14.38 crore ( Rs. 20.07 crore as on March 31,2014)
  - b) Price Earnings Ratio of the Company was 24.75 as on March 31, 2015 and was 108.75 as on March 31, 2014.
  - c) Percent increase over/decrease in the market quotations of the shares of the Company as compared to the rate at which the company came out with the public offer in the year- The Company had come out with Initial Public Offer (IPO) in March 2014. The market quotations at the time of IPO and as on March 31, 2015 are same at Rs. 25 per share.
- (vii) Average percentage increase made in the salaries of employees other than the managerial personnel in comparison of the last financial year is 15.02%. There is average increase of 17.26% in the remuneration of Managerial personnel in comparison to the last financial year.
- (viii) The remuneration of KMP is as per the recommendations of the Nomination & Remuneration Committee.
- (ix) The key parameters for the variable component of remuneration availed by the director : Not Applicable

- (x) The ratio of remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable ;
- (xi) It is hereby affirmed that the remuneration paid is as per the remuneration policy for Directors, Key Managerial Personnel and other Employees.

## Annexure V

**VIGIL MECHANISM / WHISTLE BLOWER POLICY****SI. VI. SHIPPING CORPORATION LIMITED****1. PREFACE**

Section 177 (9) of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. The Company has adopted a Code of Conduct for Directors and Senior Management Executives (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges, inter alia, provides for a non-mandatory requirement for all listed companies to establish a mechanism called ‘Whistle Blower Policy’ for employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the company’s code of conduct.

Under these circumstances, Si. Vi. Shipping Corporation Limited (“SVSCL”), being a Listed Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

**2. POLICY OBJECTIVES**

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman/ CEO/ Chairman of the Audit Committee in exceptional cases.

This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

**3. SCOPE OF THE POLICY**

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

#### 4. DEFINITIONS

All the words used herein shall be defined as per the Companies Act, 2013 and rules framed there under. If any word is not defined or inconsistency occurs then the general dictionary meaning of the word will prevail.

**“Alleged wrongful conduct”** shall mean violation of law, Infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority”.

**“Employee”** means all the present employees and whole time Directors of the Company (Whether working in India or abroad).

**“Protected Disclosure”** means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

**“Vigilance and Ethics Officer”** means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof, unless otherwise appointed the company secretary will be deemed to be the Vigilance and Ethics officer.

**“Whistle Blower”** is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

#### 5. ELIGIBILITY

All Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

#### 6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES.

All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English.

The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as **“Protected disclosure under the Whistle Blower policy”** Alternatively, the same can also be sent through email with the subject **“Protected disclosure under the Whistle Blower policy”**. If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the Vigilance and Ethics Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance and Ethics Officer. The Vigilance and Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant.

Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance and Ethics Officer.

The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance and Ethics Officer / Chairman of the Audit Committee/ CEO/ Chairman as the

case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairman of the Audit Committee/ CEO/ Chairman in exceptional cases. The contact details of the Vigilance and Ethics Officer is as under:-

**Name and Address - The Company Secretary**  
**Si. Vi. Shipping Corporation Ltd.**  
**Office Block 1<sup>st</sup> Floor,**  
**Plot No. 237/2&3, Sub Plot No.A/25,**  
**Central Park Soc., GIDC, Pandesara,**  
**Surat- 394221**

Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the Chairman of the Company and the Protected Disclosure against the Chairman/ CEO of the Company should be addressed to the Chairman of the Audit Committee. The contact details of the Chairman, CEO and the Chairman of the Audit Committee are as under:

**Name and Address of Chairman - Shri Manoj Kumar Sarawagi**  
**Si. Vi. Shipping Corporation Ltd.**  
**Office Block 1<sup>st</sup> Floor,**  
**Plot No. 237/2&3, Sub Plot No.A/25,**  
**Central Park Soc., GIDC, Pandesara,**  
**Surat- 394221**

**Name and Address of the - Shri Binod Mahabir Kejriwal**  
**Chairman of the Audit G/3/A, Empire Estate Building,**  
**Committee Ring Road, Surat - 395002**

On receipt of the protected disclosure the Vigilance and Ethics Officer / Chairman/ CEO/ Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:

- a) Brief facts;
- b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- c) Whether the same Protected Disclosure was raised previously on the same subject;
- d) Details of actions taken by Vigilance and Ethics Officer / Chairman/ CEO for processing the complaint

- e) Findings of the Audit Committee
- f) The recommendations of the Audit Committee/ other action(s).

The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

## **7. INVESTIGATION**

All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation.

The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.

Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard.

Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer / Investigators and/or members of the Audit Committee and/or the Whistle Blower.

Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).

Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.

Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

## **8. DECISION AND REPORTING**

If an investigation leads the Vigilance and Ethics Officer / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

The Vigilance and Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

In case the Subject is the Chairman/CEO of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.

If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Vigilance and Ethics Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

## **9. SECRECY / CONFIDENTIALITY**

The complainant, Vigilance and Ethics Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:

- a) Maintain confidentiality of all matters under this Policy
- b) Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- c) Not keep the papers unattended anywhere at any time.
- d) Keep the electronic mails / files under password.

## **10. PROTECTION**

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly

involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.

Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

Provided however that the complainant before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed as such by the Audit Committee shall be viewed seriously and the complainant shall be subject to disciplinary action as per the Rules / certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

#### **11. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE**

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

#### **12. COMMUNICATION**

A whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by publishing in notice board and the website of the company.

#### **13. RETENTION OF DOCUMENTS**

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

#### **14. ADMINISTRATION AND REVIEW OF THE POLICY**

The Chief Executive Officer shall be responsible for the administration, interpretation, application and review of this policy. The Chief Executive Officer also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.

#### **15. AMENDMENT**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

## Annexure VI

**RISK MANAGEMENT POLICY**

The Company Si. Vi. Shipping Corporation Limited is required to adhere to the regulations made both by the Companies Act, 2013 and Listing Agreement governed by the Securities and Exchange Board of India (SEBI). Where any stipulation is common between the regulations, more stringent of the two shall be complied with.

This Policy will be applicable to the Company w.e.f. October 22, 2014.

The Board of Directors of Si.Vi. Shipping Corporation Limited has adopted the following policy and procedures with regard to risk management policy; It shall be attached to financial statements laid before a company in general meeting, a report by its Board of Directors, which shall include: a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company as per the provisions of Section 134(3) (n) of Companies Act , 2013.

The purpose of the risk management policy shall be to assist the Board with regard to the identification, evaluation and mitigation of operational, strategic and external environment risks. Pursuant to provisions of Section 177(4) and other applicable provisions of Companies Act, 2013 the Audit Committee has overall responsibility for monitoring and approving the risk policies and associated practices of the Company.

The Board & Audit Committee is responsible for reviewing and approving risk disclosure statements in any public documents or disclosures.

The Board of Directors of Audit Committee and senior executives of the Company shall have free access to management and management information. The members of the Committee at their sole authority, may seek the advice of outside experts or consultants where judged necessary.

The risk management policy will cover the following areas:

1. Assessment of the Company's risk profile and key areas of risk in particular.
2. Recommending to the Board and adopting risk assessment and rating procedures.
3. Examining and determining the sufficiency of the Company's internal processes for reporting on and managing key risk areas.
4. Assessing and recommending to the Board acceptable levels of risk.
5. Development and implementation of a risk management framework and internal control system. On an annual basis, agreeing with the Audit Committee which aspects of the internal audit are non-financial aspects to be monitored. In relation to the non-financial aspects of the internal audit:

- monitoring the progress of the Company's auditors against the audit plan;
- reviewing all relevant representation letters signed by management;
- discussing the results of the internal audit with the Company's auditors; inquiring if there have been any significant disagreements between management and the Company's auditors; and monitoring management's response to the Company's auditors' recommendations that are adopted.
- Initiating and monitoring special investigations into areas of corporate risk and break-downs in internal control.
- Reviewing the nature and level of insurance coverage.

## Annexure VII

**SEXUAL HARASSMENT POLICY****POLICY**

The Company (Si. Vi. Shipping Corporation Limited) is an equal employment opportunity company and is committed to creating a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. The Company also believes that all employees of the Company, have the right to be treated with dignity.

Sexual harassment at the work place or other than work place if involving employees is a grave offence and is, therefore, punishable.

The Supreme Court has also directed companies to lay down guidelines and a forum for redressal of grievances related to sexual harassment.

**SCOPE AND EFFECTIVE DATE**

This Policy extends to all employees of the Company and is deemed to be incorporated in the service conditions of all employees and comes into effect from October 22, 2014.

Sexual harassment would mean and include any of the following:

- a. unwelcome sexual advances, requests or demand for sexual favours, either explicitly or implicitly, in return for employment, promotion, examination or evaluation of a person towards any company activity;
- b. unwelcome sexual advances involving verbal, non-verbal, or physical conduct such as sexually coloured remarks, jokes, letters, phone calls, e-mail, gestures, showing of pornography, lurid stares, physical contact or molestation, stalking, sounds, display of pictures, signs, verbal or non-verbal communication which offends the individuals sensibilities and affect her/his performance;
- c. eve teasing, innuendos and taunts, physical confinement against one's will and likely to intrude upon one's privacy;
- d. act or conduct by a person in authority which creates the environment at workplace hostile or intimidating to a person belonging to the other sex;
- e. conduct of such an act at work place or outside in relation to an Employee of the Company or vice versa during the course of employment; and
- f. any unwelcome gesture by an employee having sexual overtones

“Employee” means any person on the rolls of the Company including those on deputation, contract, temporary, part time or working as consultants.

**COMPLAINT REDRESSAL**

All Complaints should be addressed to the Company Secretary of the Company or to the Chairman in exceptional cases. The contact details and address are as under:-

- |                                 |                          |
|---------------------------------|--------------------------|
| <b>1. Manoj Kumar Sarawagi</b>  | <b>Chairman</b>          |
| <b>2. Ms. Ankita Ashok Jain</b> | <b>Company Secretary</b> |

**Si. Vi. Shipping Corporation Ltd.  
Office Block 1<sup>st</sup> Floor,  
Plot No. 237/2&3, Sub Plot No.A/25,  
Central Park Soc., GIDC, Pandesara,  
Surat- 394221**

**REDRESSAL PROCESS**

- a) Any employee who feels and is being sexually harassed directly or indirectly may submit a complaint of the alleged incident to any member of the Committee in writing with his/her signature within 10 days of occurrence of incident.
- b) A meeting will be held with the Complainant within five days of the receipt of the complaint, but no later than a week in any case.
- c) The Complainant can also submit any corroborative material with a documentary proof, oral or written material, etc., to substantiate his / her complaint. If the Complainant does not wish to depose personally due to embarrassment of narration of event, a lady officer for lady employees involved and a male officer for male employees, involved shall meet and record the statement.
- d) Thereafter, the person against whom complaint is made may be called for a deposition and an opportunity will be given to him / her to give an explanation, where after, an "Enquiry" shall be conducted and concluded.
- e) In the event, the complaint does not fall under the purview of Sexual Harassment or the complaint does not mean an offence of Sexual Harassment, the same would be dropped after recording the reasons thereof.
- f) In case the complaint is found to be false, the Complainant shall, if deemed fit, be liable for appropriate disciplinary action by the Management.
- g) In case the Chairman find the degree of offence coverable under the said policy, then this fact shall be mentioned in its report and appropriate action shall be initiated by the Board of the Company.

## Annexure VIII

**SECRETARIAL AUDIT REPORT****Form No. MR-3**

FOR THE FINANCIAL YEAR ENDED 31.03.2015

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To  
The Members,  
**Siddhi Vinayak Shipping Corporation Limited**  
(Formerly Known as Si. Vi. Shipping Corporation Limited)  
(CIN: L35111GJ2012PLC068922)  
Office Block First Floor Pl. No. 237/2 & 3  
Sub Pl. No. A/25, Central Park Soc.,  
G.I.D.C, Pandesara, Surat-394221

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Siddhi Vinayak Shipping Corporation Limited**, (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the **M/s. Siddhi Vinayak Shipping Corporation Limited**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Siddhi Vinayak Shipping Corporation Limited** for the financial year ended on **31<sup>st</sup> March, 2015** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable during the year:-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. Other Laws Specifically Applicable to Company:
  - a. Contract Labour (Regulation & Abolition) Act, 1970.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India (Not mandatory for FY 2014-15).
- ii. The Listing Agreements entered into by the Company with BSE-SME Stock Exchange.

During The year under review, the company has complied with the provisions of the act, rules, regulations and guidelines mentioned above.

**I further report that,** based on the information provided by the company, its officers and authorised representative during the conduct of the audit, and also on the review of reports by CS/CEO of the company, in my opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable general laws.

I further report, that the compliance by the company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

**I further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the chairman, the decisions of the board were unanimous and no dissenting views have been recorded.

**I/we further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

*I report further that, during the audit period, apart from change of name of the company, there were no specific events/actions in pursuance of the aforesaid laws, rules, regulations, etc. having a major bearing on the company's affairs.*

Place : SURAT

Date :

Signature:

Name of PCS: Ranjit B. Kejriwal

FCS No.: 6116

C P No.: 5985

**CERTIFICATION BY THE CHIEF FINANCIAL OFFICER ON FINANCIAL STATEMENTS OF THE COMPANY**

I, Mustafa Moiz Haji, Chief Financial Officer of Siddhi Vinayak Shipping Corporation Limited, certify that:

- (a) I/We have reviewed the financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best our knowledge the belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We are responsible for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
  - (i) significant changes in internal control over financial reporting during the year
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements, and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**By order of Board of Directors**

**Date: 22<sup>nd</sup> June, 2015**  
**Place: Surat**

**Mustafa Moiz Haji**  
**Chief Financial Officer**

**R Kejriwal & Co.**

Chartered Accountants

2, AASTHA, 2/906, Hira Modi Sheri, Ring Road, Surat -395002

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**INDEPENDENT AUDITORS' REPORT**

**To,  
THE MEMBERS OF,  
SIDDHI VINAYAK SHIPPING CORPORATION LIMITED**

**REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of Siddhi Vinayak Shipping Corporation Limited (Formerly Known as Si. Vi. Shipping Corporation Limited) ("the company") which comprises Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss, Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

**MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstance but not for the purpose of expressing an opinion on whether the company has in place and adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

## OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- (a) in so far it relates to the Balance Sheet, of the state of affairs of the company as at March 31, 2015; and
- (b) in so far it relates to the Statement of Profit and Loss, of the profit of the company for the year ended on that date and
- (c) in so far it relates to the statement of cash flow ,of the cash flow of the company as at march 31,2015

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report), Order, 2015 (order dated 10.04.2015), issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 (hereinafter referred to as 'order'), and on the basis of test check as we considered appropriate and according to information and explanation provided to us, we enclose in the Annexure "a" statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by section 143(3) of the Act, we report that:
  - 2.1 We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - 2.2 In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
  - 2.3 The Balance Sheet and the Statement of Profit and Loss and the cash flow statement dealt with by this report are in agreement with the books of account.
  - 2.4 In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - 2.5 On the basis of written representations received from the directors, as on 31st March, 2015, taken on record by the Board of directors, we report that none of the directors

are disqualified as on 31st March, 2015 from being appointed as a director under section 164(2) of the Act.

2.6 With respect to the others matters to be included in the auditors report in accordance with Rule 11 of the companies (audit and auditors) rules 2014, in our opinion and to the best of our information and according to the explanations given to us.

- I. There were no pending litigations which would impact the financial position of the company.
- II. The company did not have any material foreseeable losses on long term contracts including derivative contracts.
- III. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the company.

**For R Kejriwal & Co.  
Chartered Accountants.  
Firm Reg. No. 133558W**

**Place: Surat  
Date: 30/05/2015**

**Nidhi Shah  
Partner.  
Mem. No. -163177  
AAPFR9048C**

**ANNEXURE TO AUDITORS' REPORT**

(Referred to in our report of even date to the members of SIDDHI VINAYAK SHIPPING CORPORATION LTD on the financial statements for the year ended March 31, 2015)

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of audit, we state that:

**i. FIXED ASSETS:**

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) According to information and explanation given to us, during the year, the management conducted physical verification of certain fixed assets in accordance with its policy of physical verification in a phased manner. In our opinion, such frequency is reasonable having regard to the size of the Company and the nature of its fixed assets. As explained to us, the discrepancies noticed on physical verification as compared to book records maintained, were not material and have been properly dealt with in the books of account.

**ii. INVENTORIES:**

- a) As explained to us, the management has conducted physical verification of stocks of raw materials, finished goods and stores and spares at reasonable intervals during the year.
- b) In our opinion, and according to the information and explanations given to us, the procedures during the year for physical verification of inventory, followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
- c) On the basis of our examination of inventory records, we are of the opinion that the Company has maintained proper records of inventory. Discrepancies noticed on physical verification of inventory as compared to the book records were not material and these have been properly dealt with in the books of account.

**iii. LOANS:**

- a) In our opinion and according to the information and explanations given to us, the Company has granted a loan of Rs 10.00 lacs, secured or unsecured to parties covered in the register maintained under Section 189 of the Act and o/s balance as on 31.03.2015 was Rs 8.01 lacs.
- b) In our opinion, and according to the information and explanations given to us, the loan was granted interest free as per terms of service and repayable after 1 year of granting of loan. So, no repayment obligation has arisen as on balance sheet date.
- c) In our opinion, and according to the information and explanations given to us, there were no overdue amounts to be received by the company.

**iv. INTERNAL CONTROL PROCEDURES:**

In our opinion and according to information and explanation given to us, during the year under report, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. Further, on the basis of our examination of books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control procedures.

**v. PUBLIC DEPOSITS:**

In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public, to which the directives issued by the Reserve Bank of India and the provisions of Section 73 and 76 or any other provisions of the Companies Act, 2013 or the rules framed there under apply.

**vi. COST RECORDS:**

As informed to us the Central Government had not prescribed maintenance of the cost records under Sub Section (1) of Section 148 of the Companies Act, 2013 in respect to the activities carried out by the company.

**vii. STATUTORY DUES:**

- a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employee's State Insurance, Income-tax, Sales-tax, and other material Statutory Dues applicable to it. There were no arrears as at, 31st March, 2015 for a period of more than six months from the date they became payable.
- b) According to the records of the Company, no dues of sales tax, income- tax, customs, wealth-tax, excise duty, cess which have not been deposited on account of disputes.

Particulars	Relevant F.Y.	Amount	Current Status
Income Tax	-----	NIL	N.A.
Other Laws	-----	NIL	N.A.

- c) In our opinion and according to the information and explanations given to us company was not required to transfer of any amount to investor education and protection fund in accordance with the relevant provisions of the Companies Act.

**viii. ACCUMULATED LOSSES:**

The company has not been registered for a period of more than five year and has neither accumulated losses at the end of the financial year nor has it incurred cash loss, in the financial year under report or in the immediately preceding financial year.

**ix. REPAYMENT OF DUES OF FINANCIAL INSTITUTIONS:**

According to the information and explanations given to us, the Company has not committed default in repayment of dues to banks and financial institutions. The Company has not borrowed any funds by way of issue of debentures.

**x. GUARANTEE:**

According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.

**xi. UTILIZATION OF TERM LOAN FUND:**

In our opinion and accordingly the information and explanations given to us, Term Loan obtained during the year was applied for the purpose for which it was obtained.

**xii. FRAUD ON OR BY THE COMPANY:**

To the best of our knowledge and according to the information and explanations given to us, there have been no cases of fraud on or by the Company noticed or reported during the year under report.

**For R Kejriwal & Co.  
Chartered Accountants.  
Firm Reg. No. 133558W**

**Place: Surat  
Date: 30/05/2015**

**Nidhi Shah  
Partner.  
Mem. No. -163177  
AAPFR9048C**

**SIDDHI VINAYAK SHIPPING CORPORATION LIMITED**  
(Formerly known as Si. Vi. Shipping Corporation Ltd)

Office Block, First Floor, PL No. 237/2 & 3, Sub PL No. A/25, Central Park Soc., G.I.D.C.Pandesara, Surat-394221

CIN- L35111GJ2012PLC068922

Website: www.sivishipping.com ; Email: admin@sivishipping.com

**BALANCE SHEET AS AT 31.03.2015**

(Amount in Rs.)

	Note No.	As at 31.03.2015	As at 31.03.2014
<b><u>EQUITY &amp; LIABILITIES</u></b>			
<b>I Shareholders' Funds</b>			
Share Capital	2	5,75,20,000	5,75,20,000
Reserve and Surplus	3	4,79,82,564	4,21,81,776
<b>II Share Application Money Pending Allotment</b>		-	-
<b>III Non-Current Liabilities</b>			
Long term Borrowings	4	35,65,400	54,80,479
Deferred Tax Liabilities(Net)		8,46,740	7,13,456
Other Long term Liabilities		-	-
Long term provisions		-	-
<b>IV Current Liabilities</b>			
Short term Borrowings	5	2,95,75,119	3,74,58,000
Trade payables	6	4,58,012	2,42,468
Other Current Liabilities	7	22,88,946	24,20,999
Short Term Provisions	8	38,11,585	15,05,819
<b>TOTAL</b>		<b>14,60,48,366</b>	<b>14,75,22,998</b>
<b><u>ASSETS</u></b>			
<b>I Non-Current Assets</b>			
Fixed Assets			
- Tangible Assets	9	12,13,74,194	12,27,15,088
- Intangible assets		-	-
- Capital WIP	9	1,48,38,147	1,41,18,147
- Intangible Assets under development		-	-

	Non current Investments		-	-
	Deferred tax assets (net)		-	-
	Long term Loans and Advances	10	93,985	93,985
	Other Non-Current Assets	11	58,736	73,420
<b>II</b>	<b>Current Assets</b>			
	Current Investments			
	Inventories	12	4,62,688	2,81,967
	Trade receivables	13	55,97,451	17,05,851
	Cash and bank balances	14	7,55,147	50,87,616
	Short term Loans and advances	15	28,68,019	15,82,924
	Other current assets	16	-	18,64,000
	<b>TOTAL</b>		<b>14,60,48,366</b>	<b>14,75,22,998</b>

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS AS PER NOTE 1

As per our report of even date

**For R. Kejriwal & Co.**  
**Chartered Accountants**

**FOR SIDDHI VINAYAK SHIPPING CORPORATION LTD.**

**Nidhi Shah**

**Partner**

**M.No. 163177**

**FRN.133558W**

**Date : 30/05/2015**

**Place : SURAT**

Sd/-

**Director**  
**Sanjay Kumar**  
**Sarawagi**  
**(DIN:00005468)**

Sd/-

**Director**  
**Rakesh kumar**  
**Sarawagi**  
**(DIN:00005665)**

**Company Secretary**  
**Ankita Ashok Jain**

**SIDDHI VINAYAK SHIPPING CORPORATION LIMITED****(Formerly known as Si. Vi. Shipping Corporation Ltd)**

Office Block, First Floor, PL No. 237/2 &amp; 3, Sub PL No. A/25, Central Park Soc., G.I.D.C.Pandesara, Surat-394221

CIN- L35111GJ2012PLC068922

Website: www.sivishipping.com ; Email: admin@sivishipping.com

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2015**

(Amount in Rs.)

	Note No.	From 01.04.2014 - 31.03.2015	From 01.04.2013 - 31.03.2014
<b>Income</b>			
<b>I</b> Revenue From Operations (Net)		2,96,75,983	1,99,85,245
<b>II</b> Other income	17	4,921	19,126
<b>III</b> TOTAL REVENUE		2,96,80,904	2,00,04,371
<b>IV</b> Expenses			
Purchases	18	17,72,791	10,55,815
Changes in inventory of finished goods, work-in- progress	19	(1,80,721)	2,46,226
Employee benefit expense	20	1,44,59,122	1,41,35,685
Finance costs	21	14,30,431	15,79,904
Depreciation & Amortization Exp.	9	13,87,183	8,34,313
Other expenses	22	29,25,509	7,69,616
<b>V</b> TOTAL EXPENSES		2,17,94,315	1,86,21,559
<b>VI</b> Profit before Exceptional & Extraordinary items & tax		78,86,589	13,82,812
Add/(less) exceptional items		-	-
<b>VII</b> Profit before extraordinary items and tax		78,86,589	13,82,812
Add/(less) Extraordinary items		-	-
<b>VIII</b> Profit Before Tax		78,86,589	13,82,812
Tax expense			
Current Tax		19,52,518	2,63,495
Wealth Tax		-	-

	Deferred Tax		1,33,284	3,43,795
	Less: MAT credit entitlement		-	-
<b>IX</b>	<b>Profit /(Loss) from Continuing Operations</b>		58,00,787	7,75,522
<b>X</b>	<b>Profit /(Loss) from Discontinuing Operations</b>		-	-
	Less: Tax Expenses of Discontinuing Operations		-	-
<b>XI</b>	<b>Profit /(Loss) from Discontinuing Operations after Tax</b>		-	-
<b>XII</b>	<b>Profit / (Loss) for the year</b>		58,00,787	7,75,522
<b>XIII</b>	<b>Earning per Equity Share</b>			
	Basic		1.01	0.32
	Diluted		1.01	0.32

See accompanying notes to the financial statement

As per our report of even date

**For R. Kejriwal & Co.**  
**Chartered Accountants**

**FOR SIDDHI VINAYAK SHIPPING CORPORATION LTD.**

**Nidhi Shah**

**Partner**  
**M.No. 163177**  
**FRN.133558W**  
**Date : 30/05/2015**  
**Place : SURAT**

Sd/-

**Director**  
**Sanjay Kumar**  
**Sarawagi**  
**(DIN:00005468)**

Sd/-

**Director**  
**Rakesh kumar**  
**Sarawagi**  
**(DIN:00005665)**

**Company Secretary**  
**Ankita Ashok Jain**

**SIDDHI VINAYAK SHIPPING CORPORATION LIMITED***(Formerly known as Si. Vi. Shipping Corporation Ltd)*

Office Block, First Floor, PL No. 237/2 &amp; 3, Sub PL No. A/25, Central Park Soc., G.I.D.C.Pandesara, Surat-394221

CIN- L35111GJ2012PLC068922

Website: www.sivishipping.com ; Email: admin@sivishipping.com

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2015**

(Amount in Rs.)

	<b>From 01.04.2014 - 31.03.2015</b>	<b>From 01.04.2013 - 31.03.2014</b>
<b>A Cash flow from operating activities:</b>		
<b>Net Profit before tax as per Profit And Loss A/c</b>	<b>78,86,589</b>	<b>13,82,812</b>
Adjusted for:		
Depreciation	13,72,499	8,34,313
Interest & Finance Cost	14,30,431	15,79,029
<b>Operating Profit Before Working Capital Changes</b>	<b>1,06,89,519</b>	<b>37,97,029</b>
Adjusted for:		
Inventories	(1,80,721)	2,46,226
Trade Receivables	(38,91,600)	33,19,273
Loans and advances and other assets	5,78,905	(31,35,234)
Liabilities & Provisions	23,89,257	(8,00,537)
<b>Cash Generated From Operations</b>	<b>95,85,361</b>	<b>34,26,757</b>
Direct Tax Paid	19,52,518	2,63,495
<b>Net Cash Flow from/(used in) Operating Activities:</b>	<b>76,32,843</b>	<b>31,63,262</b>
<b>B Cash Flow From Investing Activities:</b>		
Purchase of Fixed Assets	(7,51,605)	(12,08,17,449)
Sale of Fixed Assets	-	18,64,985
Proceeds from other investment	14,684	11,00,70,029
<b>Net Cash flow from /(Used in) Investing Activities:</b>	<b>(7,36,921)</b>	<b>(88,82,435)</b>
<b>C Cash Flow from Financing Activities:</b>		
Proceeds From Share Capital & Share Premium	-	8,65,50,000
Proceeds From Share Application Money	-	(1,80,00,000)
Proceeds from Long Term Borrowing (Net)	(19,15,079)	5,30,511
Proceeds from Short-term borrowings	(78,82,881)	(5,72,16,748)
Interest & Financial Charges	(14,30,431)	(15,79,904)
<b>Net Cash Flow from/(used in) Financing Activities</b>	<b>(1,12,28,391)</b>	<b>1,02,83,859</b>

<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(43,32,469)</b>	<b>45,64,686</b>
Cash & Cash Equivalents As At Beginning of the Year	50,87,616	5,22,930
Cash & Cash Equivalents As At End of the Year	<b>7,55,147</b>	<b>50,87,616</b>

As per our report of even date

**For R. Kejriwal & Co.**  
**Chartered Accountants**

**FOR SIDDHI VINAYAK SHIPPING CORPORATION LTD.**

**Nidhi Shah**

**Partner**

**M.No. 163177**

**FRN.133558W**

**Date : 30/05/2015**

**Place : SURAT**

Sd/-

**Director**  
**Sanjay Kumar**  
**Sarawagi**  
**(DIN:00005468)**

Sd/-

**Director**  
**Rakesh kumar**  
**Sarawagi**  
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**NOTES FORMING PART OF ACCOUNT****Note 1 SIGNIFICANT ACCOUNTING POLICIES:****a. Basis of Accounting:**

The financial statements have been prepared under historical cost convention in accordance with the generally accepted accounting principles and the provisions of the Companies Act 2013, as adopted consistently by the company. The company generally follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.

The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

**b. Fixed Assets:**

Fixed assets are recorded at cost. The Company has provided depreciation on Straight Line method as per the Companies Act, 2013.

**c. Capital Work In Progress:**

All Expenditure, incurred relating to Development of Ship Yard is accumulated and shown as Capital Work in Progress.

**d. Investment:**

The company has not made any investment during the year.

**e. Depreciation and Amortization:**

The company has provided depreciation on Straight Line Method as per companies Act, 2013 and calculation of remaining useful life is based on no of days for which assets were put to use.

**f. Impairment of Assets:**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. The company assesses at each Balance Sheet date whether there is any indication that any assets may be impaired and if such indication exists, the carrying value of such assets is reduced to its recoverable amount and a provision is made for such impairment loss in the statement of Profit & Loss A/c. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**g. Employee's Benefit:**

Provident Fund, ESIC & LWF: Provident fund, ESIC and LWF contributions are made as per defined scheme and the contribution is charged to statement of Profit & Loss A/c of the year when it becomes due. The company has no other obligation other than to contribute and deposit to respective authorities.

Short term employee benefits are recognized as an expense in the statement of Profit & Loss A/c for the year in which the related service is rendered.

Long term employee benefits are recognized as an expense in the statement of Profit & Loss A/c for the year in which the employee has rendered service.

The company has not been incorporated for more than 5 years so the provision regarding employee benefit which applicable after completion of services of 5 years are not applicable during the year.

**h. Deferred Revenue Expenditure:**

Preliminary expenses incurred by the company in past year were related to incorporation of company. So during the year they have started to write off, so 1/5 of Preliminary Expenses are written off during the year.

**i. Inventories:**

Inventories are valued at the lower of cost on FIFO basis and the net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale Work-in-progress and finished goods include appropriate proportion of overhead. Other stock is valued at estimated realizable Value.

**j. Foreign Currency Transactions:**

The company has not incurred any foreign currency transaction during the year.

**k. Lease Transactions:**

The Company has been given the possession of G.I.D.C. land on 14-08-2013, to hold the same as Licensee to make necessary construction etc. Lease Deed for 99 years will be executed by G.I.D.C. after completion of construction & subject to compliance of prescribed conditions.

**i. Revenue & Recognition:**

Income and expenditure are recognized and accounted on accrual basis as and when they are earned or incurred. Revenue from Job Work transaction is recognized as and when job work or part of it is completed.

**m. Income Tax:**

Income tax liability is ascertained on the basis of assessable profits computed in accordance with the provisions of Income-tax. Act, 1961. Deferred tax is recognized, subject to the consideration

of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of being reversal in one or more subsequent periods.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

**n. Contingent Liability:**

No provision is made for a liability which is contingent in nature but if material, the same is disclosed by way of notes to the accounts.

**o. Earnings per Share:**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

**p. Cash & cash Equivalents:**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are term deposit balances, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**SIDDHI VINAYAK SHIPPING CORPORATION LIMITED****(Formerly known as Si. Vi. Shipping Corporation Limited)**

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CIN- L35111GJ2012PLC068922

Website: www.sivishipping.com ; Email: admin@sivishipping.com

**NOTES FORMING PART OF FINANCIAL STATEMENT**

PARTICULARS	(Amount in Rs.)	(Amount in Rs.)
	As at 31.03.2015	As at 31.03.2014
<b><u>NOTE-</u></b>		
<b><u>2</u></b>		
<b><u>SHARE CAPITAL</u></b>		
<b><i>AUTHORIZED CAPITAL</i></b>		
60,00,000 Equity shares of Rs.10 each	60,000,000	60,000,000
	60,000,000	60,000,000
<b><i>ISSUED CAPITAL</i></b>		
57,52,000 Equity Shares of Rs.10/- each	57,520,000	57,520,000
	57,520,000	57,520,000
<b><i>SUBSCRIBED AND FULLY PAID UP CAPITAL</i></b>		
57,52,000 Equity Shares of Rs.10/each fully paid up	57,520,000	57,520,000
	57,520,000	57,520,000
<b><i>SUBSCRIBED BUT NOT FULLY PAID UP CAPITAL</i></b>	-	-
	-	-

***RECONCILIATION OF SHARES***

	As at 31.03.2015		As at 31.03.2014	
	<u>Equity Shares</u>		<u>Equity Shares</u>	
<b><u>Shares outstanding</u></b>	Number	In Rs	Number	In Rs
Shares outstanding at beginning of the year	5,752,000	57,520,000	1,210,000	12,100,000
Shares issued during the year	-	-	4,542,000	45,420,000
Shares bought back during the year	-	-	-	-
shares outstanding at end of the year	5,752,000	57,520,000	5,752,000	57,520,000

***Shareholder(s) holding more than 5% shares***

	As at 31.03.2015		As at 31.03.2014	
	No. of shares held	% of holding	No. of shares held	% of holding
<b><u>Equity shares of Rs.10 each</u></b>				
Rakesh Sarawagi	303700	5.28%	303700	5.28%
Sanjay Sarawagi	303000	5.27%	303000	5.27%
Manoj Sarawagi	3261000	56.69%	3261000	56.69%
Govind Prasad Sarawagi	300000	5.22%	300000	5.22%

**Shares allotted for consideration other than cash (for period of five years preceding the B/S date)**

NIL

	As at 31.03.2015	As at 31.03.2014
<b>Unpaid calls</b>		
By Directors	Nil	Nil
By Officers	Nil	Nil

**Terms/rights attached to shares:**

The Equity shares have a face value of Rs 10 per share. Each holder of share is entitled to one vote per share. In the event of liquidation of company all shareholders will be entitled to receive remaining assets of the company after distribution of all preferential amounts in proportion to the shares held by them.

**NOTE 3****RESERVE & SURPLUS****Securities Premium Account**

	As at 31.03.2015	As at 31.03.2014
	-	-
Opening balance	41,130,000	-
Add: Credited during the year	-	41,130,000
Less: Utilized during the year	-	-
Closing Balance (A)	41,130,000	41,130,000

**Surplus**

Opening balance	1,051,777	276,255
(+) Net Profit/Net Loss	5,800,787	775,522
(+) Transfer from reserves	-	-
(-) Issue of bonus shares	-	-
(-) Proposed dividends	-	-
(-) Transfer to reserves	-	-
Closing Balance (B)	6,852,564	1,051,777
<b>Total Reserves &amp; Surplus (A+B)</b>	<b>47,982,564</b>	<b>42,181,777</b>

**NOTE 4****LONG TERM BORROWINGS****Term Loan:**

From Banks:

Secured:

Bus Loan (Kotak Bank)	87,786	355,596
Car Loan -EECO	-	42,185
Car Loan -SCORPIO	94,272	299,364
Term Loan (UBI)	3,383,342	4,783,334
	<b>3,565,400</b>	<b>5,480,479</b>

(The term loan is secured by equitable mortgage of Plant & machinery. There is personal guarantee of all the directors. The term loan is to be repaid in 60 monthly installments of Rs 116667/- excluding moratorium of six months from 1st disbursement. Interest to be recovered as and when debited to the account.)

(Vehicle Term Loans are taken from various Banks and are secured by hypothecation of respective vehicle purchased out of that loan.)

**Maturity Table of Term loan**

Maturity pattern of term loans		0-1 years	1-2 years	2-3 years	Beyond 3 years
Amount in Rs		2,288,946	1,582,062	1,400,004	583,334

**NOTE 5**

**SHORT TERM BORROWINGS**

**Loans repayable on demand:**

From banks:

Secured:

Union Bank of India (C.C.)

2,573,119 (1,712,000)

(Secured by hypothecation of Stock and book Debts. There is personal guarantee of all the directors.& Sanctioned Limit is Rs 30.00 Lakhs)

**Loans & Advances from related parties:**

Unsecured Loan

27,002,000 39,170,000

**29,575,119 37,458,000**

**Additional disclosure**

Director

s

27,002,000 30,217,000

Other officers of the company

- -

Firm in which director is a partner

- -

Pvt company in which director is a member

- -

**27,002,000 30,217,000**

**NOTE 6**

**TRADE**

**PAYABLES**

Creditors for Expenses

388,497 161,285

Creditors for Assets

69,515 81,183

**458,012 242,468**

**NOTE 7**

**OTHER CURRENT LIABILITIES**

**Current Maturities of Long Term Debts:**

Kotak Mahindra Bank Bus Loan

341,159 414,155

UBI Term Loan

1,400,004 1,400,004

BOB Car Loan -EECO

54,919 113,976

BOB Car Loan -SCORPIO

492,864 492,864

**2,288,946 2,420,999**

**NOTE 8****SHORT TERM PROVISIONS****Provision for Employee Benefits:**

E.S.I.C. Payable	31,071	37,550
Professional Tax Payable (Employee)	11,210	9,970
Provident Fund Payable	90,123	7
Salary Payable	1,012,599	1,018,040

**Others:**

Audit Fees Payable	45,000	30,000
Internal Audit Fees Payable	108,000	-
Electricity Payable	146	306
Legal Fees Payable	204,720	-
Provision for Tax	1,952,518	263,495
Service Tax Payable	310,271	-
TDS Payable	40,400	139,541
Telephone Payable	5,527	6,910
	<b>3,811,585</b>	<b>1,505,819</b>

**NOTE 9**

PARTICULARS											
						(Amount in Rs.) As at 31.03.2015					
FIXED ASSETS AND DEPRECIATION AS ON 31.03.2015											
Description		Gross Block				Depreciation				Net Block	
		Opening Balance	Addition	Deduction	As At 31.03.2015	Opening Balance	For the Period	Adjustment	As At 31.03.2015	As At 31.03.2015	As At 31.03.2014
	Rate										
Air conditioner	6.33%	49,000	-	-	49,000	3,918	3,202	-	7,120	41,880	45,082
Attendance Device	6.33%	38,500	-	-	38,500	1,728	2,480	-	4,208	34,292	36,772
Bicycle	9.50%	4,700	-	-	4,700	374	461	-	835	3,865	4,326
Car EECO	11.88%	4,29,208	-	-	4,29,208	61,292	53,368	-	1,14,660	3,14,548	3,67,916
Car SCORPIO	11.88%	13,64,162	-	-	13,64,162	2,22,265	1,70,859	-	3,93,124	9,71,038	11,41,897
Computer	31.67	2,71,949	-	-	2,71,949	71,629	1,40,232	-	2,11,861	60,088	2,00,320
Container	6.33%	5,80,400	-	-	5,80,400	52,202	37,544	-	89,746	4,90,654	5,28,198
Drill Machine	6.33%	32,375	-	-	32,375	2,265	2,084	-	4,349	28,026	30,110
Furniture & Fixtures	9.50%	2,72,909	-	-	2,72,909	30,495	27,782	-	58,277	2,14,632	2,42,414

Grinding Machine	6.33%	1,45,716	-	-	1,45,716	8,817	9,358	-	18,175	1,27,541	1,36,899
Hitachi Cutting Machine	6.33%	7,650	-	-	7,650	231	488	-	719	6,931	7,419
HD Manual Hand Torch	6.33%	-	31,605	-	31,605	-	274	-	274	31,331	-
Kawasaki Chain Pully Block Machine	6.33%	6,773	-	-	6,773	89	430	-	519	6,254	6,684
Mig Machine	6.33%	1,00,74,387	-	-	1,00,74,387	6,42,397	6,47,447	-	12,89,844	87,84,543	94,31,990
Mobile	6.33%	65,350	-	-	65,350	2,989	4,187	-	7,176	58,174	62,361
Numatic/Air Grinder	6.33%	23,194	-	-	23,194	1,636	1,493	-	3,129	20,065	21,558
Plasma Cutter	6.33%	2,57,250	-	-	2,57,250	24,003	16,654	-	40,657	2,16,593	2,33,247
Staff Bus	11.88%	17,74,804	-	-	17,74,804	3,17,868	2,13,239	-	5,31,107	12,43,697	14,56,936
Taper Drill	6.33%	13,145	-	-	13,145	531	840	-	1,371	11,774	12,614
Tig Machine	6.33%	6,20,880	-	-	6,20,880	50,455	40,077	-	90,532	5,30,348	5,70,425
Segment II (Ship Yard)											
Land (Dahej)	0.00%	10,81,77,920	-	-	10,81,77,920	-	-	-	-	10,81,77,920	10,81,77,920
Capital Work in Progress	0.00%	1,41,18,147	7,20,000	-	1,48,38,147	-	-	-	-	1,48,38,147	1,41,18,147
<b>TOTAL</b>		<b>13,83,28,419</b>	<b>7,51,605</b>	<b>-</b>	<b>13,90,80,024</b>	<b>14,95,184</b>	<b>13,72,499</b>	<b>-</b>	<b>28,67,683</b>	<b>13,62,12,341</b>	<b>13,68,33,235</b>
Previous Year		2,95,41,088	11,10,04,297	18,64,985	13,86,80,400	6,87,840	11,59,324		18,47,164	13,68,33,236	

**NOTE**

10

**LONG TERM LOANS AND ADVANCES****Security Deposit:**

Sales Tax Deposit	45,000	45,000
Security & Labour Lic. Deposit	40,725	40,725
Gas Bottle Deposit	8,260	8,260
	<u>93,985</u>	<u>93,985</u>

**NOTE**

11

**OTHER NON CURRENT ASSETS**

Preliminary Expenses	73,420	73,420
Less: Written off	<u>14,684</u>	<u>-</u>
	<u><b>58,736</b></u>	<u><b>73,420</b></u>

**NOTE**

12

**INVENTORIES**

Stores &amp; Spares

462,688	281,967
<b>462,688</b>	<b>281,967</b>

NOTE  
13

**TRADE RECEIVABLES**

Debt outstanding for more than Six Months	475,794	816,347
Debt outstanding for less than Six Months	5,121,657	889,504
	<b>5,597,451</b>	<b>1,705,851</b>

NOTE  
14

**CASH AND CASH EQUIVALENT**

Cash in Hand	296,393	95,024
Balances With Bank	458,755	4,992,592
	<b>755,147</b>	<b>5,087,616</b>

NOTE  
15

**SHORT TERM LOANS AND ADVANCES**

*Others:*

*Others, considered good:*

BSE Ltd(Security Deposit for IPO)	685,500	685,500
BSE Ltd	-	2,809
Flat Deposit	30,000	30,000
Prepaid Expenses(Insurance)	32,115	-
Rakesh Kumar Singh	801,506	-
Service Tax Input	131,023	20,035
Service Tax Input (Capital Input)	375,341	286,349
TDS Receivables (A.y. 15-16)	593,537	-
TDS Receivables (A.y. 14-15)	218,997	482,492
TDS Receivables	-	75,739
	<b>2,868,019</b>	<b>1,582,924</b>

NOTE  
16

**OTHER CURRENT ASSETS**

Narendra Kumar (Car Sold)	-	1,864,000
	<b>-</b>	<b>1,864,000</b>

NOTE17**OTHER INCOME*****Interest Income:***

Interest On Fixed Deposit	-	19,126
Interest on IT Refund	4,921	-
	<b>4,921</b>	<b>19,126</b>

NOTE18**PURCHASES**

Consumable Store	1,707,814	895,533
Safety Material Purchase Exp.	64,571	159,462
Freight Exp.	406	820
	<b>1,772,791</b>	<b>1,055,815</b>

NOTE19**(INCREASE)/ DECREASE IN INVENTORY**

Closing Stock of Goods	462,688	281,967
Less: Opening Stock of Goods	281,967	504,822
	<b>(180,721)</b>	<b>222,855</b>
Work In Progress	-	-
Less: Opening WIP	-	23,371
	<b>-</b>	<b>23,371</b>
	<b>(180,721)</b>	<b>246,226</b>

NOTE20**EMPLOYEE BENEFIT EXPENSES**

Salary Expenses	12,246,625	12,900,506
Staff Welfare Expenses	639,404	299,007
Staff Uniform Expenses	-	59,715
Bonus Expenses	708,076	385,463
ESIC Expense	362,730	225,244
Labour Welfare Fund	912	1,230

<i>Provident Fund</i>	295,614	84
<i>Worker Insurance Expenses</i>	27,066	25,440
<i>Transport for Staff</i>	178,695	238,996
	<b>14,459,122</b>	<b>14,135,685</b>

NOTE21**FINANCE COST**

<i>Bank Charges</i>	55,967	81,614
<i>Bank Interest</i>	520,678	466,168
<i>Bank Interest (Term Loan)</i>	848,168	932,122
<i>Loan Processing Charges</i>	5,618	100,000
	<b>1,430,431</b>	<b>1,579,904</b>

NOTE22**OTHER EXPENSES***Payment to Auditor:*

As Auditors	55,000	20,000
-------------	--------	--------

<i>Insurance Expense</i>	38,062	17,154
--------------------------	--------	--------

<i>Repairs to Building &amp; Machinery</i>	6,200	17,850
--	-------	--------

*Miscellaneous Expenditure:*

Advertisement Expense	71,143	80,000
Business Promotion Expenses	-	41,325
Conveyance Expense	9,101	43,839
Computer Expenses	4,550	9,090
Discount Exp	-	8,216
Electricity Expense	9,428	4,365
Interest on Late payment of TDS & Service Tax	93	23,747
Legal & Professional Fees	2,050,595	8,027
Medicine Expense	5,187	20,935
Office & General Expense	99,869	55,032
Postage Expense	530	2,130
Vehicle Exp.	310,043	225,018
Vehicle Maintenance	148,963	78,086
Stationery Expense	47,030	26,284
Tax & Duty		

	4,373	11,224
Travelling Expenses	6,833	-
Telephone Expense	58,509	77,294
	<u>2,925,509</u>	<u>769,616</u>

**NOTE 23****a.**

Balances of Loans and Advances, Debtors, Creditors &amp; Bank are subject to confirmation and reconciliation.

**b.**Auditors Remuneration

C. Year

P. Year

As Auditors

50000

20000

TOTAL:

50000

20000

**c.**Related Party Disclosure (AS 18)

Based on the details as provided by the management:

Name of the related party and description of relationship:

## Key Managerial Personnel (KMP)

&amp; Executive Director

Manoj Kumar Sarawagi (Executive Director)

Sanjay Kumar Sarawagi (Executive Director)

Rakesh Kumar Sarawagi (Executive Director)

Ankita Jain (Company Secretary)

Mustufa Haji (Chief Financial Officer)

Rakesh Kumar Singh (Ceased as on 09.02.2015 from Manager)

Relatives of KMP &amp;

Govind Prasad Sarawagi

Executive Director

Kanta Devi Sarawagi

Sarla Sarawagi

Sandhya Sarawagi

Sujata Sarawagi

Meena Tibrewal

Nitu Kumari

Enterprises owned or significantly influenced  
by KMP or their relatives:

Sanjay Sarawagi HUF

Manoj Sarawagi HUF

Rakesh Sarawagi HUF

Govind Prasad Sarawagi HUF

Rose Commotrade Private Limited

Hi Choice Trading LLP

Divyashakti Trading Private Limited

Hi Tech Merchandise Private Limited

Lansdown Dealers Private Limited

Star mark trading Private Limited

Surat Realtors Pvt Ltd

Siddhi Vinayak Silk Mills Private Limited

Shri Siddhi Vinayak Fashions Private Limited

Anmol Tradelink Private Limited

Lifeline Agencies Private Limited

Narmada Polyester Private Limited

Siddhi Vinayak Weaving Private Limited

S.V Plantation Private Limited

Siddhi Vinayak Polyfab Private Limited

Siddhi Vinayak Knots & Prints Private Limited

Tapti Valley Education Foundation

J-10 Green infrastructure

Urban india

Krishnakali Couture Private Limited

## Details of transactions carried out with related parties in the year in ordinary course of business:

S. No	Name of party	Relationship	Nature of transaction in current year	Amount	Amount outstanding at year end
1	Manoj Sarawagi	Director	Loan taken Loan repaid	39,00,000 2,100,000	42,44,000
2	Rakesh Sarawagi	Director	Loan taken Loan repaid	37,50,000 8,185,000	2,03,000
3	Sanjay Sarawagi	Director	Loan taken Loan repaid	1,10,30,000 1,16,10,000	2,25,55,000
4	Govind Prasad Sarwagi	Relative of Director	Loan taken Loan repaid	- 89,53,000	-
5	Ruchita Mittal	Independent Director	Deposit taken Deposit repaid	1,00,000 1,00,000	-
6	Nitu Kumari	Relative of Manager	Salary	4,30,000	-
7	Rakesh Singh	Manager	Loan Given Loan repaid	10,00,000 1,98,494	8,01,506
8	Rakesh Singh	Manager	Salary	4,78,000	-
9	Ankita Jain	Company Secretary	Salary	2,52,613	19,800
10	Mustufa Haji	Chief Financial Officer	Salary	94,800	64,800

d. Final Accounts has been prepared on Going Concern assumption.

e. Basic & Diluted EPS

Basic:

Profit after tax as per accounts

As at  
31.03.2015

As at  
31.03.2014

58,00,787

7,75,522

Weighted average number of shares outstanding	57,52,000	24,14,389
Basic EPS	1.01	0.32
Diluted:		
Profit after tax as per accounts	58,00,787	7,75,522
Weighted average number of shares outstanding	57,52,000	24,14,389
Add: Weighted average no. of potential equity shares	-	-
Weighted average no. of shares o/s for diluted EPS	57,52,000	24,14,389
Diluted EPS	1.01	0.32

- f. Deferred tax for timing difference between tax profits and book profits is accounted for using the tax rates and laws that have been enacted or substantially enacted as of the balance sheet date.

Depreciation as per Income Tax Rules	1,818,524
Depreciation as per Companies Act	1,387,183
Timing Difference	431,341
Tax on diff @ 30.90%	133,284

- g. Disclosure under Sec 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED):

The principal amount and the interest thereon due to any supplier as at the year end	The amount of payment made to the supplier beyond the appointed day and the interest thereon, during the year	The amount of interest due and payable for the period of delay in making payment	The amount of interest accrued and remaining unpaid at the end of the year	The amount of further interest remaining due and payable in the succeeding year
NIL	NIL	NIL	NIL	NIL

Dues to the Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information by the management. This has been relied upon by the auditors.

- h. As per AS 17- Segment Reporting, Segment information has to be provided when the company has more than one reportable business segment.
- Ship Fabrication
  - Shipyard

As during the year no activity or business has been carried out in Ship yard, no separate segment reporting has been done except identification of segment wise assets.

- i** Figures of previous year have been regrouped and rearranged wherever necessary.
- j** Details of value of Imports, Earnings in foreign Currency and expenditure in foreign currency: NIL

**For R. Kejriwal & Co.  
Chartered Accountants**

**For SIDDHI VINAYAK SHIPPING CORPORATION LIMITED**

**Nidhi Shah**

**Partner  
M.No. 163177  
FRN.133558W  
Date : 30/05/2015  
Place : SURAT**

**Sd/-  
Director  
Sanjay Kumar  
Sarawagi  
(DIN:00005468)**

**Sd/-  
Director  
Rakesh kumar  
Sarawagi  
(DIN:00005665)**

**Company Secretary  
Ankita Ashok Jain**

## Siddhi Vinayak Shipping Corporation Limited

(Formerly known as Si. Vi. Shipping Corporation Limited)

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

Web:- [www.sivishipping.com](http://www.sivishipping.com) , Email:- [admin@sivishipping.com](mailto:admin@sivishipping.com) , Contact No.:- 0261-2894415/16.

### Attendance Slip

Record of Attendance at the 4<sup>th</sup> ANNUAL GENERAL MEETING held on 24<sup>th</sup> July, 2015 at 11.30 am at Office Block, First Floor, Plot 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 SHAREHOLDER ATTENDS

PLEASE GIVE NAME OF THE FIRST NAMED SHARE HOLDER

NAME OF THE SHAREHOLDER OR PROXY OR REPRESENTATIVE ATTENDING THE MEETING

Mr./Mrs./Ms. ....

(In Capitals)

Members' Folio No. .... Signature.....

(in case the shares are held in Demat Mode)

DP ID..... Client

ID.....

Mr./Mrs./Ms.....

.....Members' Folio No..... No. of Shares

Held.....

Dated: , 2015

**Form No. MGT-11****Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:

Name of the company:

Registered office:

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 named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:

**or failing him**

2. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the .....Annual general meeting/ Extraordinary general meeting of the company, to be held on the ..... day of..... At..... a.m. / p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

2.....

3.....

Affix a

Re. 1

Revenue

Signed this..... day of..... 20....

Stamp

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.

**POSTAL BALLOT FORM**

1. Name(s) of Member(s) :  
(Including joint holders, if any)
2. Registered address of the :  
Sole/first named Member
3. Registered folio No./ :  
DP ID No./Client ID No.\*  
(\*Applicable to investors holding  
Shares in dematerialized form)
4. Number of Shares held :
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice and Explanatory Statement annexed thereto by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Item	Nature of Resolution	No. of shares	I/We dissent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Adoption of Accounts				
2	App. of Director				
3	App. of Auditors				
4	App of Independent Director	Special Business/ Ordinary Resolution			
5	Adoption of Manager	Special Business/ Ordinary Resolution			

Place:

Date:

.....  
(Member)

**ELECTRONIC VOTING PARTICULAR**

EVSN (E VOTING SEQUENCE NUMBER)	USER ID	PASSWORD/PIN
150618010		

e-Voting shall remain open till Thursday, 23<sup>rd</sup> July, 2015 till the close of working hours (i.e. 17:00 hours).

Note: Please read the instructions printed overleaf carefully before exercising your vote.