

LAXMIPATI ENGINEERING WORKS LIMITED

(Formerly known as L. P. Naval and Engineering Limited)

NOTICE

Notice is hereby given that the 11th Annual General Meeting of the Members of **Laxmipati Engineering Works Limited** (Formerly known as L. P. Naval and Engineering Limited) will be held on Thursday, 25th August, 2022 at 11.00 A.M. at the Registered Office of the company situated at Office Block, First Floor, Pl. No. 237/2 & 3, Sub Pl. No. A/25, Central Park Soc., G.I.D.C, Pandesara, Surat, Gujarat - 394221 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March, 2022 together with the report of the Board of Directors & Auditors' thereon.
2. To appoint a Director in place of Mr. Manojkumar G Sarawagi, Executive Director (DIN: 00005447), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

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

3. Appointment of Statutory Auditor and authorise directors to approve their remuneration and in this regards, to consider and if through fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

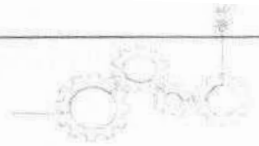
"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, **M/s R P R & Co.**, Chartered Accountants, (Firm Registration No.131964W) be and is hereby appointed as the Statutory Auditors of the Company for the period of consecutive five years commencing from the conclusion of this 11th Annual General Meeting till the conclusion of 16th Annual General Meeting of the Company, at a remuneration to be decided by the Board of Directors in consultation with the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

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

E-mail: cs@laxmipatiengineering.com, Website: www.laxmipatiengineering.com, Tel. No. 0261-2894415

CIN: L35111GJ2012PLC068922

**SPECIAL BUSINESS:**

4. Revision in remuneration of Mr. Amit Khandelwal, Manager of the company:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 the approval of the Members of the Company, be and is hereby accorded to the revision in remuneration of Mr. Amit Khandelwal, Manager of the company, on the terms and conditions as approved by the Board on recommendation of Nomination and Remuneration Committee.

RESOLVED FURTHER THAT any of the Directors of the company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in the said regards."

5. Appointment of Mrs. Sheetal Ashok Tayal (DIN: 09650300), as an Independent Director of the Company.

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

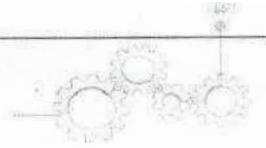
"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Sheetal Ashok Tayal (DIN: 09650300) who was appointed as an Additional Director of the company at the meeting of the Board of Directors of the Company held on 21st July, 2022 to hold office up to the date of ensuing Annual General Meeting of the Company be and is hereby appointed as a Non-Executive Independent Director of the company to hold the office for a term of five consecutive years upto 20.07.2027, and whose office shall not be liable to retire by rotation."

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

6. Approval of Material Related Party Transaction(s)

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made there under, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the course of the business on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company, for each of the financial years (FY), such that the



maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value as specified under each category for each financial year, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as maybe required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

For and on behalf of the Board of Directors
LAXMIPATI ENGINEERING WORKS LIMITED

Sanjaykumar Govindprasad Sarawagi

Director

DIN: 00005468

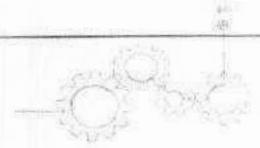


Date: 21/07/2022

Place: Surat

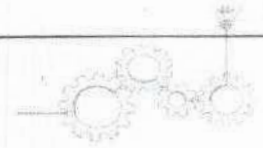
NOTES

1. A member entitled to attend and vote at the Annual General Meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy, duly completed, must be deposited at the company's registered office not less than 48 hours before the commencement of the meeting (on or before 23rd August, 2022, 11:00 A.M. IST). A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form for the AGM is enclosed.
2. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Karta in case of HUF, partners/proprietors in case of firm attending and voting should affix the respective stamp of HUF or firm on the attendance sheet, Ballot paper or Proxy form.
4. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting.
5. Members/Proxy holders/ Authorized representatives are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
6. Members are requested to quote Folio number/ Client ID No. in all their correspondences.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section



- 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Contracts & arrangements in which director are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
 9. The Register of Members and the Share Transfer Books of the Company will remain closed from 19th August, 2022 to 25th August, 2022(both days inclusive).
 10. The Shareholders are requested to direct change of address notifications and updates details to their respective Depository Participant(s).
 11. Equity shares of the Company are under compulsory demat trading by all Investors.
 12. The Annual Report 2021-22, the Notice of the 11th AGM and instructions for e-voting along with the Attendance Slip and Proxy form, are being sent by electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a physical copy of documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
 13. Members may also note that the Notice of the 11th AGM and the Annual Report 2021-22 will be available on Company's website, www.laxmipatiengineering.com.
 14. 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 company's Registrar and Share Transfer Agent, Bigshare Services Private Limited, by clicking the link: <https://www.bigshareonline.com/InvestorRegistration.aspx> or Company.
 15. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at following address:

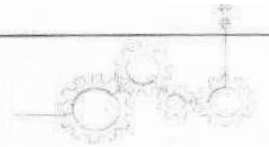
M/s. Bigshare Services Private Limited
Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre,
Mahakali Caves Road, Andheri (East) Mumbai – 400093
Tel.: +91-022-62638200, Fax: +91-022-62638299,
E-mail: info@bigshareonline.com, Website: www.bigshareonline.com
Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding
 16. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAAR card or driving license to enter the AGM hall.
 17. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re- appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules there under.
 18. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 18th August, 2022.
 19. The route map of the venue of Annual General Meeting is appended to this report. The prominent land mark near the venue is Decent Restaurant, Surat.
 20. **Information and other instructions relating to e-voting are as under:**
 - I. Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by CDSL. The facility available for voting through polling paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to



exercise the right at the AGM through polling paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

- II. If Members are opting for remote e-voting, they shall not vote by ballot paper and vice versa. However, in case Members cast their vote both by ballot paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by ballot paper will be treated as invalid.
- III. Shri Ranjit Binod Kejriwal, Practicing Company Secretary has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper, in a fair and transparent manner.
- IV. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the cut-off date i.e. 18th August, 2022.
- V. A person, whose name is recorded in the register of members as on the cut-off date, i.e. 18th August, 2022 only shall be entitled to avail the facility of remote e-voting / as well as voting through the ballot process at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- VI. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 18th August, 2022, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the ballot process at the AGM by following the procedure mentioned in this part.
- VII. The Remote e-voting period will commence on Monday, 22nd August, 2022 at 9.30 a.m. and will end on Wednesday, 24th August, 2022 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. 18th August, 2022, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be automatically disabled for voting thereafter.
- VIII. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- IX. The Scrutinizer, after scrutinizing the votes cast at the meeting (polling paper) and through remote e-voting, will, not later than 2 working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company. The results shall be communicated to the Stock Exchanges.
- X. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 25th August, 2022.
- XI. **Instructions to Members for e-voting are as under:**
 - i. The voting period starts on Monday, 22nd August, 2022 on open of working hours (i.e. 9:30 hours) and ends on the close of working hours (i.e. 05:00 hours), Wednesday, 24th August, 2022. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th August, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs



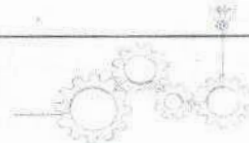
and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new



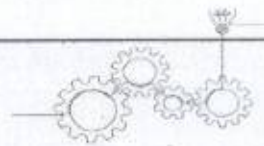
<p>Depository</p>	<p>screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nSDL.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

v. Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**



1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual 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) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.*
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN **220722008** for LAXMIPATI ENGINEERING WORKS LIMITED on which you choose to vote.
- x. On 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 Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are

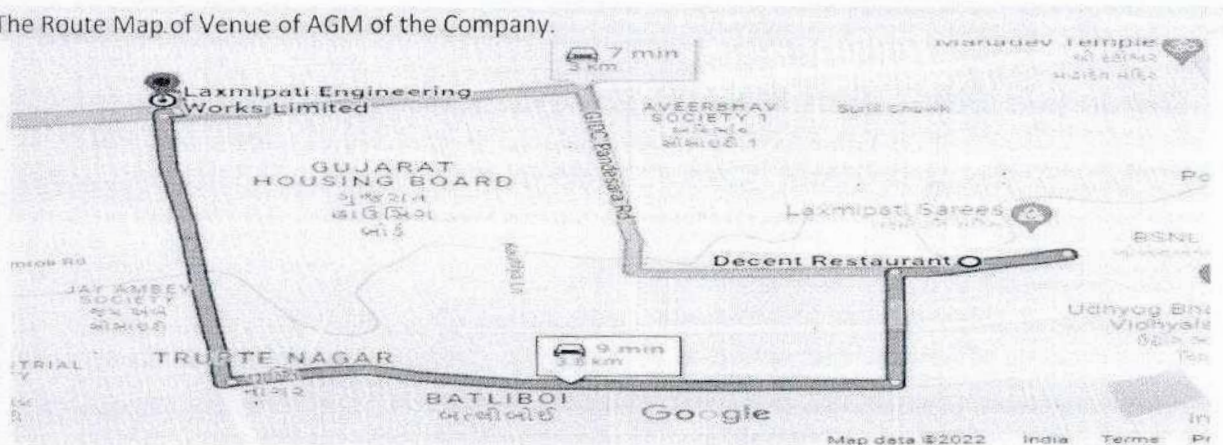


- required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address cs@laxmipatiengineering.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

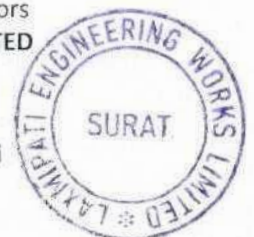
- For Physical Shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- For Demat Shareholders-, Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N, M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

The Route Map of Venue of AGM of the Company.

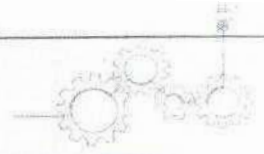


For and on behalf of the Board of Directors
LAXMIPATI ENGINEERING WORKS LIMITED

Sanjaykumar Govindprasad Sarawagi
Sanjaykumar Govindprasad Sarawagi
Director
DIN: 00005468



Date: 21/07/2022
Place: Surat



ANNEXURE TO NOTICE

DETAILS OF DIRECTOR/KMP SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING:

(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Companies Secretaries of India)

1. **Mr. Manojkumar G Sarawagi**, is proposed to be re- appointed as Director, who is liable to retire by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards his details are as under:

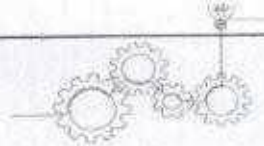
Name of Director	Mr. Manojkumar G Sarawagi
DIN	00005447
Date of Birth	17/09/1974 (47 years)
Qualification	B.Com
Expertise in specific functional areas	Expert in Marketing
Experience	25 years
Terms and Conditions of Appointment/ Reappointment	As per the resolution at item No 2 of the notice convening this meeting, Mr. Manojkumar G Sarawagi is liable to retire by rotation at the meeting and eligible for re-appointment
Remuneration Last drawn	NIL
Remuneration Proposed	NIL
Date of First Appointment	07/02/2012
Relationship with Directors/ Key Managerial Personnel	Mr. Sanjaykumar G Sarawagi and Mr. Rakeshkumar Govindprasad Sarawagi are brothers of Mr. Manojkumar G Sarawagi
List of Companies in which directorship is held as on 31/03/2022	As attached below
Chairman / Member of the Committee of other Company	Siddhi Vinayak Knots & Prints Private Limited • CSR Committee – Member
No. of Meetings of the Board Attended during the year	5

List of Companies in which Mr. Manojkumar G Sarawagi holds directorship as on 31st March, 2022:

S. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose
1.	Siddhi Vinayak Knots & Prints Private Limited	Wholetime Director	79,04,250	05/05/2009
2.	Surat Realators Private Limited	Director	13,500	27/01/2015
3.	S.V. Plantations Private Limited	Director	5,000	07/12/2005
4.	Laxmipati Engineering Works Limited	Director	32,61,000	07/02/2012
5.	Wintex Mills Private Limited	Director	--	06/02/2020
6.	Vilayatee Couture Private Limited	Director	25,000	09/12/2020
7.	Laxmipati Foundation	Director	--	10/06/2021

Mr. Sanjaykumar Govindprasad Sarawagi & Mr. Rakeshkumar Govindprasad Sarawagi being relatives of director and are concerned or interested in this resolution.

2. **Mrs. Sheetal Ashok Tayal**, is to be appointed as an Independent Director, and as per the Regulation 36(3) of SEBI (Listing Obligations And Disclosure Requirements), Regulations 2015 and Secretarial Standards her details are as under:



Name of Director	Mrs. Sheetal Ashok Tayal
DIN	09650300
Date of Birth	22-10-1979 (42 years)
Qualification	10th
Expertise in specific functional areas	Managing the operations of the company
Experience	10 years
Terms and Conditions of Appointment/ Reappointment	As per the resolution at item No 4 of the notice convening this meeting, Mrs. Sheetal Ashok Tayal is proposed to be Appointment as Independent Director
Remuneration Last drawn	NA
Remuneration Proposed	NIL
Date of First Appointment	NA
Relationship with Directors/ Key Managerial Personnel	Mrs. Sheetal Ashok Tayal is not related to any director
List of Companies in which directorship is held as on 31/03/2022	NIL
Chairman / Member of the Committee of other Company	NIL
No. of Meetings of the Board Attended during the year	NA

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

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

ITEM NO.3

The Board of Directors, at its meeting held on July 21, 2022, based on the recommendation of the Audit Committee, recommends the appointment of **M/s R P R & Co.**, Chartered Accountants, (Firm Registration No.131964W) as the Statutory Auditors of the Company for the period of consecutive five years commencing from the conclusion of this 11th Annual General Meeting till the conclusion of 16th Annual General Meeting of the Company, at a remuneration to be decided by the Board of Directors in consultation with the Auditors. Based on the recommendation made by the Audit Committee, the Board recommends the appointment of **M/s R P R & Co.**, Chartered Accountants, (Firm Registration No.131964W) as the Statutory Auditors of the Company for the first term of 5 years, as set out in the Resolution no. 3, for approval of the Members as an Ordinary Resolution.

The Board of Directors recommends remuneration of Rs. 50,000 plus applicable taxes and out of pocket expenses for the year 2022-23, subject to their re-appointment by the Members. The remuneration to be paid to the Statutory Auditors for the remaining period would be decided in line with the existing remuneration and shall commensurate with the services to be rendered by them during the said tenure. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.



The Board recommends this Resolution for Members approval.

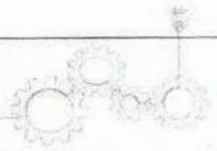
ITEM NO.4

Mr. Amit Khandelwal was re-appointed as Manager of the company in AGM held on 24th September, 2019 for a term of 5 years from that AGM.

Further, as per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on July 21, 2022 approved the revision in the remuneration of Mr. Amit Khandelwal, Manager of the company effective from July 30, 2022 on terms and conditions as may be decided by the Board. Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration of Mr. Amit Khandelwal as decided by the Board is required to be approved by the Members at their meeting due to inadequacy of profits.

Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 with reference to the Special Resolution at Item No. 4 of the Notice

I	General Information																			
1.	Nature of Industry	Manufacturing of Heavy Engineering and Defence Products																		
2.	Date of Commencement of Commercial Production	07/02/2012																		
3.	In case of new companies, expected date of commencement Of activities as per project approved by financial institutions Appearing in the prospectus	Not Applicable																		
4.	Financial Performance based on given indicators	As per Audited Financials Statement as on 31.03.2022 <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount in Lakhs</th> </tr> </thead> <tbody> <tr> <td>Paid Up Capital</td> <td>575.20</td> </tr> <tr> <td>Reserves excluding Revaluation Reserves</td> <td>27.15</td> </tr> <tr> <td>Total Income</td> <td>2801.98</td> </tr> <tr> <td>Total Expenses</td> <td>2753.97</td> </tr> <tr> <td>Profit before tax</td> <td>48.01</td> </tr> <tr> <td>Exceptional Item</td> <td>0.00</td> </tr> <tr> <td>Tax Expenses</td> <td>25.42</td> </tr> <tr> <td>Profit After Tax</td> <td>22.59</td> </tr> </tbody> </table>	Particulars	Amount in Lakhs	Paid Up Capital	575.20	Reserves excluding Revaluation Reserves	27.15	Total Income	2801.98	Total Expenses	2753.97	Profit before tax	48.01	Exceptional Item	0.00	Tax Expenses	25.42	Profit After Tax	22.59
Particulars	Amount in Lakhs																			
Paid Up Capital	575.20																			
Reserves excluding Revaluation Reserves	27.15																			
Total Income	2801.98																			
Total Expenses	2753.97																			
Profit before tax	48.01																			
Exceptional Item	0.00																			
Tax Expenses	25.42																			
Profit After Tax	22.59																			
5.	Foreign investments or collaborators, If any	NIL																		
II	Information about the Manager	Mr. Amit Khandelwal																		
1.	Back ground details	Mr. Amit Khandelwal was appointed as manager in the company on 24/07/2015 for a period of 5 years and re-appointed for further period of 5 Years in Annual General Meeting 24/09/2019. He is having experience of 20 Years.																		
2.	Past remuneration	20,65,385 Yearly																		
3.	Recognition or awards	--																		
4.	Job profile and his suitability	As per point 1																		
5.	Remuneration proposed	Rs. 1,50,000 and it may be increased by the board as per recommendation of the Nomination and Remuneration Policy																		
6.	Comparative remuneration	Keeping in view the profile and the position, the remuneration is																		



	profile with respect to industry, size of the Company, profile of the position And person	fully justifiable and comparable to that prevailing in the industry
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the Managerial personnel, if any	No relation with other Directors
III	Other Information	--

Except Mr. Amit Khandelwal, None of the Directors, Key Managerial person or their relatives are interested in the resolution.

The Board recommends this Resolution for Members approval.

ITEM NO.5

Mrs. Sheetal Ashok Tayal who has been appointed as an Additional Independent Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 effective from 21st July, 2022 holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Mrs. Sheetal Ashok Tayal is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given her consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sheetal Ashok Tayal as an Independent Director, for the approval by the shareholders of the Company.

Except Mrs. Sheetal Ashok Tayal, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

The Board recommends this Resolution for Members approval.

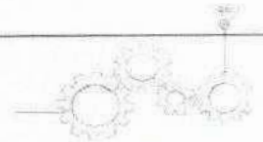
ITEM NO.6

The Securities and Exchange Board of India ("SEBI"), vide its notification dated November 9, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("Amendments") introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The aforesaid amendments inter-alia included replacing of current threshold i.e. 10% (ten percent) of the listed entity's consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders' approval with the threshold of lower of 1,000 crore (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval and considering the fact that the list of related parties will change dynamically with no action on the part of the Company and to facilitate seamless contracting and taking/giving of loan between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee.

The details of transactions that require approval are given below:

Sr. No.	Description	Related Party 1	Related Party 2	Related Party 3	Related Party 4
1.	Name of the related party	Rakeshkumar Govindprasad Sarawagi	Siddhi Vinayak Polyfab Private Limited	Siddhi Vinayak Silk Mills Private Limited	Anmol Tradelinks Pvt Ltd



2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Director	Common Director	Relative of Director is Director	Common Director
3.	Type and Particulars of the proposed transaction	Acquiring of Unsecured Loan and Payment of Interest thereof			
4.	Nature, Duration/tenure, material terms, monetary value and particulars of contract/arrangement	The company will received unsecured Loan form time to time in form of Current accounts and upto an amount of Rs. 10 Cr. @ Interest rate of 9% p.a till the loan subsist.	The company will received unsecured Loan form time to time in form of Current accounts and upto an amount of Rs. 10 Cr. @ Interest rate of 12% p.a till the loan subsist.		
5.	Tenure of the transaction	Unsecured Loan and interest thereof will be repayable on Demand			
6.	Value of the proposed transaction	Upto Rs. 10 Cr.	Upto Rs. 10 Cr.	Upto Rs. 10 Cr.	Upto Rs. 10 Cr.
7.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	35.74%	35.74%	35.74%	35.74%
8.	Benefits of the proposed transaction	Company will benefit in form of easily available of cash flow in form of Unsecured loan on short notice.			
9.	Details of the valuation report or external party report(if any) enclosed with the Notice	N.A.	N.A.	N.A.	N.A.
10.	Name of the Director or Key Managerial Personnel, who is related or interested	Rakeshkumar Govindprasad Sarawagi is director of the Company	Rakeshkumar Govindprasad Sarawagi and Sanjaykumar Govindprasad Sarawagi are common director	Rakeshkumar Govindprasad Sarawagi, Sanjaykumar Govindprasad Sarawagi and Manojkumar G Sarawagi are relative of director.	Rakeshkumar Govindprasad Sarawagi and Sanjaykumar Govindprasad Sarawagi are common director
11.	Following additional disclosures to be made in case loans, inter-corporate deposits, advances	N.A.	N.A.	N.A.	N.A.



	or investments made or given				
	A. Source of funds	N.A.	N.A.	N.A.	N.A.
	B. In case any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness	N.A.	N.A.	N.A.	N.A.
	C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	N.A.	N.A.	N.A.	N.A.
	D. The purpose for which the funds will be utilised by the ultimate beneficiary of such fund pursuant to the RPT	N.A.	N.A.	N.A.	N.A.
12.	Any other information that may be relevant	Nil	Nil	Nil	Nil

All the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends this Resolution for Members approval.

For and on behalf of the Board of Directors

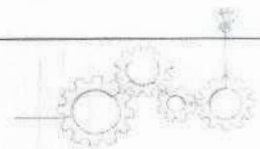
Sanjay

Sanjaykumar Govindprasad Sarawagi
Director
DIN: 00005468



Date: 21/07/2022

Place: Surat



LAXMIPATI ENGINEERING WORKS LIMITED

(Formerly known as L. P. Naval and Engineering Limited)

CIN: L35111GJ2012PLC068922

Reg. Off.: Office Block First Floor, Pl No. 237/2& 3, Sub Pl No. A/25, Central Park Soc. GIDC,
Pandésara, Surat-394221

Email: cs@laxmipatiengineering.com, Ph: 0261-2894415, Web: www.laxmipatiengineering.com

ATTENDANCE SLIP

Record of Attendance at the ANNUAL GENERAL MEETING held on Thursday, 25th August, 2022 at 11:00 am at Office Block, First Floor, Pl No.237/2 & 3 Sub PL No. A/25 Central Park Society, GIDC, Pandésara, Surat-394221

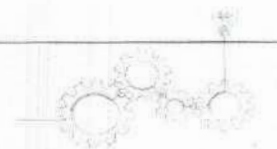
Please complete this attendance slip and Handover at the Entrance of the meeting Venue.

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.:	DP ID
No. of Shares	Client ID
Signature of Shareholder	
Dated: _____, 2022	

**LAXMIPATI ENGINEERING WORKS LIMITED**

(Formerly known as L. P. Naval and Engineering Limited)

CIN: L35111GJ2012PLC068922

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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: L35111GJ2012PLC068922

Name of the company: LAXMIPATI ENGINEERING WORKS LIMITED

Registered office: Office Block, First Floor, Pl. No. 237/2 & 3, Sub Pl. No. A/25, Central Park Soc., GIDC, Pandésara, Surat - 394221

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 of the company, to be held on the Thursday, 25th August 2022 at 11.00 a.m. at Office Block First Floor Pl. No.237/2 & 3 Sub Pl. No.A/25 Central Park Soc. G.I.D.C Pandésara Surat 394221 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos:

1. To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on 31st March, 2022 together with the report of the Board of Directors & Auditors' thereon.
2. To appoint a Director in place of Mr. Manojkumar G Sarawagi, Executive Director (DIN: 00005447), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.
3. Appointment of Statutory Auditor and authorise directors to approve their remuneration.
4. Revision in remuneration of Mr. Amit Khandelwal, Manager of the company.
5. Appointment of Mrs. Sheetal Ashok Tayal (DIN: 09650300), as an Independent Director of the Company.
6. Approval of Material Related Party Transaction(s)

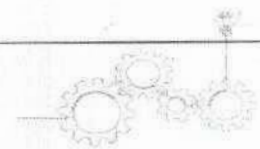
Signed this day of 2022

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. A holder may vote either for or against each resolution.

Affix a Re. 1 Revenue Stamp



Form No.MGT-12 Polling Paper

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

Name of the Company: LAXMIPATI ENGINEERING WORKS LIMITED
 Registered Office: 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

BALLOT PAPER

SNo	Particulars	Details
1.	Name of the first named Shareholder(In Block Letters)	
2.	Postal address.	
3.	Registered Folio No./ *Client ID No. (*applicable to investor sholding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of Annual General Meeting of Company scheduled to be held on Thursday, 25th August 2022 at 11:00 A.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, Gujarat - 394221, which is proposed to be placed for consideration of members at the aforesaid AGM of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated herein below:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the Resolution
Ordinary Businesses				
1	Receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on 31st March, 2022 together with the report of the Board of Directors & Auditors' thereon.			
2	Appoint a Director in place of Mr. Manojkumar G Sarawagi, Executive Director (DIN: 00005447), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.			
3	Appointment of Statutory Auditor and authorise directors to approve their remuneration.			
Special Business				
4	Revision in remuneration of Mr. Amit Khandelwal, Manager of the company.			
5	Appointment of Mrs. Sheetal Ashok Tayal (DIN: 09650300), as an Independent Director of the Company.			
6	Approval of Material Related Party Transaction(s)			

Place: _____
 Date: _____ (Signature of the shareholder)

INSTRUCTIONS

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