



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting of the Members of **L. P. NAVAL AND ENGINEERING LIMITED** will be held on Monday, 18th January, 2021 at 11.00 A.M. at the Registered Office of the Company at Office Block, First Floor, Pl. No. 237/2 & 3, Sub Pl. No. A/25, Central Park Soc., G.I.D.C, Pandesara, Surat, Gujarat - 394221 to transact the following businesses:

SPECIAL BUSINESS

1. To Change the Name 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 13 of the Companies Act 2013 and other applicable provisions, if any, read with Companies (Incorporation) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of Central Government or such other authority(ies) as may be necessary, the name of the Company be and is hereby changed from **L. P. NAVAL AND ENGINEERING LIMITED** to **LAXMIPATI ENGINEERING WORKS LIMITED**.”

RESOLVED FURTHER THAT pursuant to section 13 of the Companies Act, 2013, existing Clause I of the Memorandum of Association of the Company be substituted by the following:

The Name of the company is “**LAXMIPATI ENGINEERING WORKS LIMITED**”

RESOLVED FURTHER THAT upon and subject to obtaining requisite approvals, the name “L. P. NAVAL AND ENGINEERING LIMITED” wherever it occurs in the Memorandum and Articles of Association of the Company, letter heads and other stationery of the Company be substituted by the name “**LAXMIPATI ENGINEERING WORKS LIMITED**.”

RESOLVED FURTHER THAT any one director of the company be and is hereby authorized to file necessary forms, applications etc. for giving effect to change of name & to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company.”

For and on behalf of the Board of Directors
L. P. NAVAL AND ENGINEERING LIMITED

Sd/-
Kaushik Haribhai Vegad
Company Secretary

Date: 18.12.2020
Place: Surat

NOTES:

1. A member entitled to attend and vote at the Extra-ordinary 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 16th January, 2021, 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 EOGM 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 Extra Ordinary General Meeting.

5. Members/Proxy holders/ Authorized representatives are requested to bring their Attendance slip sent herewith, duly filled-in for attending the Extra Ordinary 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 EOGM.
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 EOGM.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from 12th January, 2021 to 18th January, 2021 (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 Notice of the EOGM 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).
13. Members may also note that the Notice of the EOGM will be available on Company's website, www.lpnaval.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 RTA or Company.**
15. In light of the MCA Circulars and BSE circulars, for notice of EOGM, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the notice of EOGM could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, BIGSHARE SERVICES PRIVATE LIMITED, by clicking the link: <https://www.bigshareonline.com/InvestorRegistration.aspx>.
16. 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
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East, Mumbai-400059
Tel.: +91-022-62638200,
Fax: +91-022-62638299
E-mail: info@bigshareonline.com,
Website: www.bigshare.com

Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding

17. The notice of Extra Ordinary General Meeting will be available on the Company's website www.lpnaval.com, and on the website of respective Stock Exchange where the equity shares of the Company are listed, i.e. www.bseindia.com. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at cs@lpnaval.com
18. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the EOGM hall.
19. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 11th January, 2021.
20. The route map of the venue of Extra Ordinary General Meeting is appended to this report. The prominent land mark near the venue is Decent Restaurant.
21. **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 EOGM and members attending the EOGM, who have not already cast their votes by remote e-voting shall be able to exercise the right at the EOGM through polling paper. Members who have cast their votes by remote e-voting prior to the EOGM may attend the EOGM 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 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. January 11, 2021.
- V. A person, whose name is recorded in the register of members as on the cut-off date, i.e. January 11, 2021 only shall be entitled to avail the facility of remote e-voting / as well as voting through the ballot process at the EOGM. 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 EOGM and prior to the Cut-off date i.e. January 11, 2021, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the ballot process at the EOGM by following the procedure mentioned in this part.
- VII. The Remote e-voting period will commence on Friday, January 15, 2021 at 9.30 a.m. and will end on Sunday, January 17, 2021 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. January 11, 2021, 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 scrutinising the votes cast at the meeting (polling paper) and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company. The results shall be communicated to the Stock Exchanges.
- 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. January 18, 2021.

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

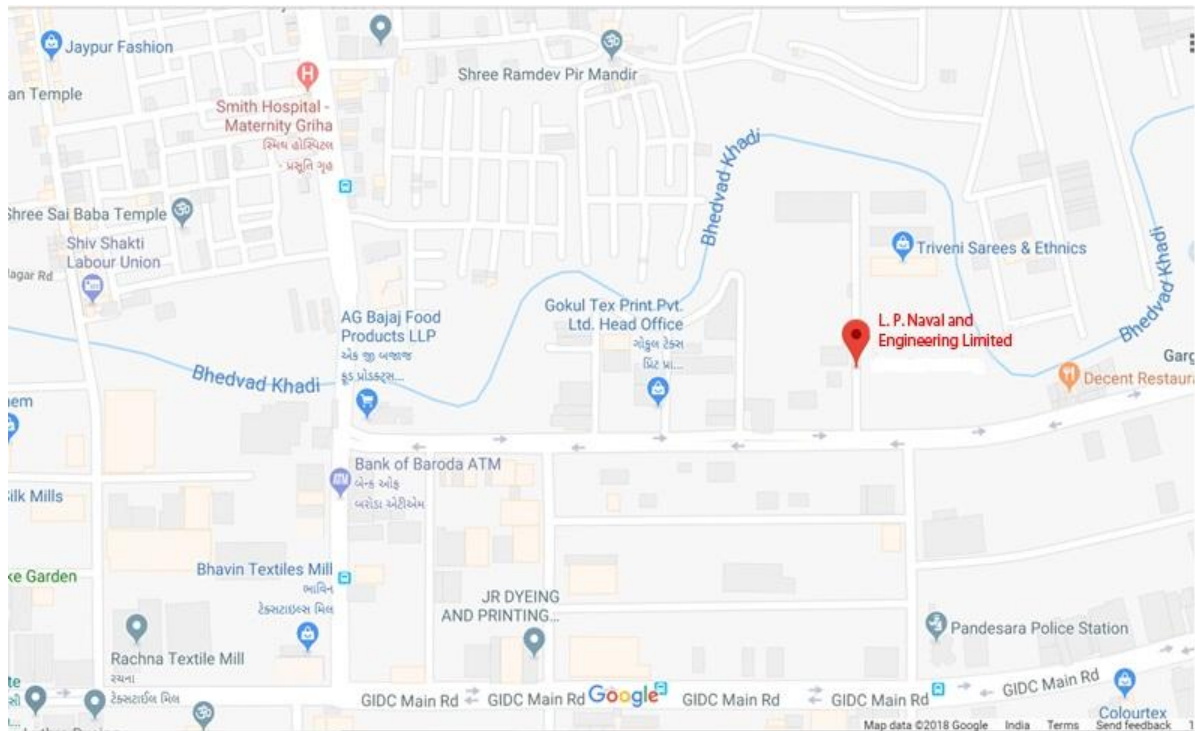
- i. The voting period starts on Friday, 15th January, 2021 on open of working hours (i.e. 9:30 hours) and ends on the close of working hours (i.e. 05:00 hours), Sunday, 17th January, 2021. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 11th January, 2021 may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
- iii. Log on to the e-voting website: www.evotingindia.com
- iv. Click on "Shareholders/Members" tab
- v. 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). OR Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using yourlogin credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- vi. If you are holding shares in Demat form and had logged on to e-voting platform and casted your vote earlier for any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	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) 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).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly the "L. P. NAVAL AND ENGINEERING LIMITED" screens. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for 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 **EVSN** for L. P. NAVAL AND ENGINEERING 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. If you wish to confirm your vote, click on "OK" else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed login password then enter the User ID and Image verification Code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non – Individual Shareholders and Custodians
 - Institutional shareholders (i.e. other than individuals, HUF, NRI, etc) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required 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@lpsnaval.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- xx. If you have any queries or issues regarding attending EOGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).
- xxi. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022- 23058738 / 022-23058542/43.

The Route Map of Venue of EOGM of the Company.



For and on behalf of the Board of Directors
L. P. Naval and Engineering Limited

Sd/-
Kaushik Haribhai Vegad
 Company Secretary

Date: 18.12.2020
 Place: Surat

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The existing name of the company is L. P. NAVAL AND ENGINEERING LIMITED. The board of Directors of the company proposes to change the name to “**LAXMIPATI ENGINEERING WORKS LIMITED**”. The name “**LAXMIPATI ENGINEERING WORKS LIMITED**” has been duly approved and made available for changing the name by the Registrar of Companies, Central Registration Centre, vide their letter dated 10/12/2020.

The company is a flagship company of Laxmipati group, which is a well known business group, having a wide reputation and business standing. Your board feels to take leverage of group name. As the initials L. P. does not reflect full name of the group, it is proposed to expand the name to Laxmipati. So, the board of our company proposes to amend our name to “**LAXMIPATI ENGINEERING WORKS LIMITED**”.

Accordingly, clause I (name clause) in the memorandum of association of the company is to be altered by substituting the same with new clause I i.e.

Clause I – The name of the company is LAXMIPATI ENGINEERING WORKS LIMITED.

The Board of Directors recommends passing the special resolution as contained in item no. 1 of the notice.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution.

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., G.I.D.C, Pandesara, Surat-394221

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

Attendance Slip

Record of Attendance at the EXTRA-ORDINARY GENERAL MEETING held on Monday, 18th January, 2021 at 11:00 am at Office Block, First Floor, Pl. No.237/2 & 3 Sub Pl. No. A/25 Central Park Soc., G.I.D.C, Pandesara, Surat-394221

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: , 2021

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: L. P. NAVAL AND ENGINEERING 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

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 Extraordinary General Meeting of the company, to be held on the 18th day of January, 2021 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 Pandesara Surat 394221 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1. Change in the Name of the Company

Affix Revenue Stamp

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

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.

Polling Paper

Name of the Company: L. P. NAVAL AND ENGINEERING 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						
S No	Particulars	Details				
1.	Name of the first named Shareholder (In Block Letters)					
2.	Postal address					
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)					
4.	Class of Share	Equity Shares				
I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of the Extra Ordinary General Meeting of Company scheduled to be held on Monday, 18 th January, 2021 at 11:00 A.M. at the Registered Office of the Company at Office Block, First Floor, Pl. No. 237/2 & 3, Sub Pl. No. A/25, Central Park Soc., G.I.D.C, Pandesara, Surat, Gujarat - 394221, which is proposed to be placed for consideration of members at the aforesaid EOGM 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		
Special Business						
1	Change in the Name of the Company (Special Resolution)					
Place: Date: <div style="text-align: right; margin-right: 100px;">(Signature of the shareholder)</div> <p style="text-align: center;"><u>ELECTRONIC VOTING PARTICULAR</u></p> <table border="1" style="margin-left: auto; margin-right: auto;"><tr><td style="text-align: center;">EVSN (E VOTING SEQUENCE NUMBER)</td></tr><tr><td style="text-align: center;">201219008</td></tr></table>					EVSN (E VOTING SEQUENCE NUMBER)	201219008
EVSN (E VOTING SEQUENCE NUMBER)						
201219008						

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.