



Siddhi Vinayak Shipping Corporation Limited

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting of the Members of **SIDDHI VINAYAK SHIPPING CORPORATION LIMITED** will be held on Saturday, 28th April, 2018 at 11.00 A.M. at the Registered Office of the Company at Office Block, First Floor, Pl. No. 237/2 & 3, Sub Pl. No. A/25, Central Park Soc., GIDC, Pandesara, Surat, Gujarat - 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 **SIDDHI VINAYAK SHIPPING CORPORATION LIMITED** to **L. P. NAVAL AND ENGINEERING 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 “**L. P. NAVAL AND ENGINEERING LIMITED**”

“**RESOLVED FURTHER THAT** upon and subject to obtaining requisite approvals, the name “SIDDHI VINAYAK SHIPPING CORPORATION 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 “**L. P. NAVAL AND ENGINEERING 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.”

2. Adoption of New Memorandum of association with additional object clause:

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

“**RESOLVED THAT** object clause III of the memorandum of association of the Company be altered by inserting the following clause immediately after existing sub-clause III (A) (1):

2. To carry on the business of mechanical engineers and manufacturers of all kinds of plant & machineries, arms, defence equipments and electrical apparatus for any purpose whatsoever and to manufacture, sell, supply, lay down, establish, install, maintain, fabricate, fix, carry out and deal in accumulates, lamps, meters, cables, wires, lines, pots, engines, dynamos, vehicles, tanks, of any kind and accessories thereof and manufacturers of and dealers in scientific, defence, mechanical and electrical instruments of any kind.

“**RESOLVED THAT** pursuant to Section 13 of the Companies Act, 2013 and other applicable provisions and regulations; New Memorandum of Association duly initialed by the chairman for the purpose of identification, be and is hereby approved and adopted as the Memorandum of Association of the Company in substitution of and to the exclusion of the existing Memorandum of Association of the Company.”

“**RESOLVED FURTHER THAT** the Memorandum of Association of the company; be further altered to realign with the provisions of The Companies Act, 2013.”

“**RESOLVED FURTHER THAT** any one of the Director of the Company be and is hereby authorized to submit the necessary application(s) with Registrar of Companies and such other authorities as may be required and to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution.”

For and on behalf of the Board of Directors
SIDDHI VINAYAK SHIPPING CORPORATION LTD.

Sd/-

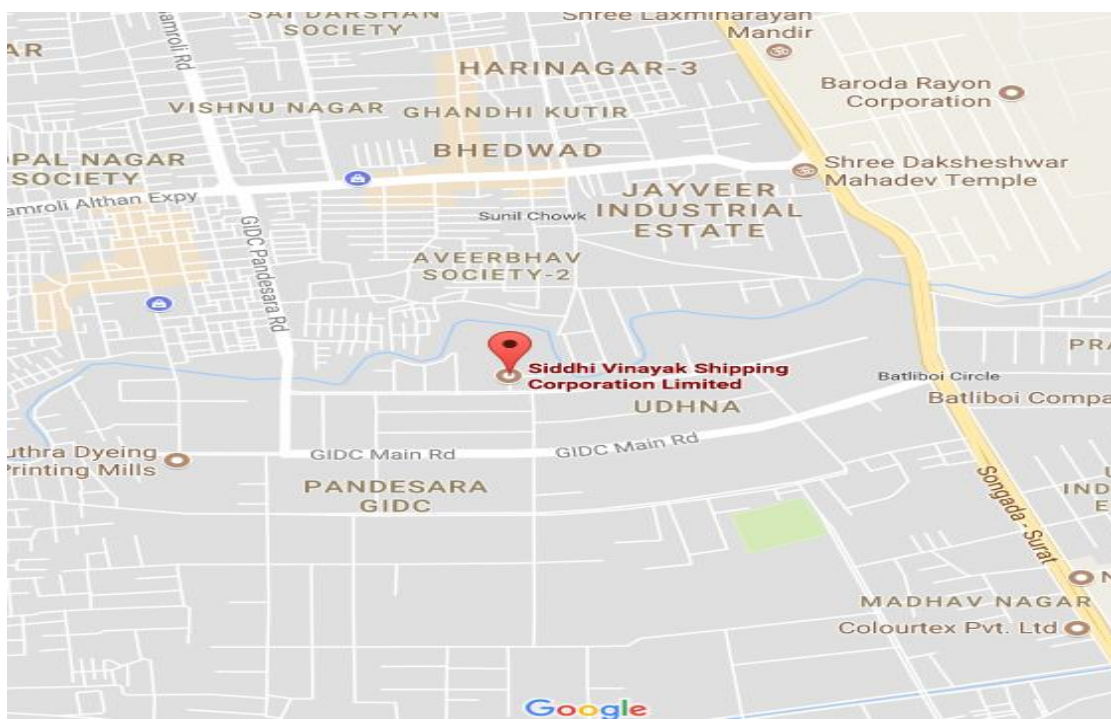
Date: 23.03.2018
Place: Surat

Sanjaykumar Govind Prasad Sarawagi
Director (DIN: 00005468)

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 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 Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the special business mentioned in above notice is annexed hereto. In terms of the provisions of Section 108 of the Companies Act, 2013, 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 after Note No. 19. 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 intending 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 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 April 26, 2018, 11:00 A.M. IST). A proxy form for the EOGM is enclosed.
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 Extra-ordinary General Meeting.
6. Members/Proxy holders/ Authorized representatives are requested to bring their Attendance slip sent herewith, duly filled-in for attending the Extra-ordinary General Meeting.
7. Members are requested to quote Folio number in all their correspondences.
8. 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.
9. 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.
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. Pursuant to Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by Companies (Management and Administration) Amendment, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by CDSL. The facility available for voting through ballot paper will also be made available at the 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 ballot 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. The instructions for e-voting are annexed to the Notice.
13. 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), 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.
14. Members may also note that the Notice of EOGM will be available on Company’s website, www.sivishipping.com.
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 **20th April, 2018**.
16. The voting period starts on Wednesday 25th April, 2018 on open of working hours (i.e 9:30 hours) and ends on the close of working hours (i.e. 17:00 hours), Friday, 27th April, 2018. The e-voting module shall also be automatically disabled for voting thereafter.
17. The Company has appointed CS Ranjit Kejriwal, Practicing Company Secretary, to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper at the EOGM, in a fair and transparent manner.
18. **Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications from the company electronically** and quicker response to their queries to RTA or Company.
19. **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.**

Note: The Map of Venue of EGM is as below, and the nearest land mark is State Bank of India, Pandesara, GIDC.



INSTRUCTIONS

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday 25th April, 2018 on open of working hours (i.e 9:30 hours) and ends on the close of working hours (i.e. 17:00 hours), Friday, 27th April, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20th April, 2018, Friday may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. 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 also to be 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 180323004** for the SIDDHI VINAYAK SHIPPING CORPORATION LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the 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**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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 Wednesday, the 25th April, 2018 at 09.30 hours and ends on Friday, the 27th April, 2018 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.

For and on behalf of the Board of Directors
SIDDHI VINAYAK SHIPPING CORPORATION LTD.

Sd/-

Sanjaykumar Govind Prasad Sarawagi
Director (DIN: 00005468)

Date: 23.03.2018
Place: Surat

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

ITEM NO. 1 and 2

The existing name of the company is SIDDHI VINAYAK SHIPPING CORPORATION LIMITED. The object clause of the company is stated in clause III of Memorandum of Association as below:

“To carry on in India or elsewhere the business of purchasing, taking in exchange, charter, hirer, repairer, build, acquire, own or otherwise deal in steam and motor or other ships, vessels, launches, flats, barges and craft of every description with all engines, tackles, Stores, equipment and furniture and to maintain, repair, reclass, improve, alter, sell, exchange, mortgage, charge, let on hire or charter or otherwise deal with and dispose of the same and to employ the same in conveyance of passengers, mails, troops, munitions of war, livestock, grain and other produce, treasure, specie and goods, merchandise, and cargo of every description at national and international level and provide all types of logistic services related with company’s business.”

As per the object of the company, it may carry various activities like manufacturing, trading, hiring, building of ships and transportation of goods by ships and other incidental objects.

At present, the company is engaged in the business of ship manufacturing, repairing and other specialized engineering services. But in layman’s language the word “Shipping” is taken for transportation of goods, which is actually not the current activity of the company. Also the company is a flagship company of Laxmipati group, which is a well known business group, having a wide reputation and business standing. Our board feels to take leverage of our group name also.

So, the board of our company proposes to amend our name to “**L. P. NAVAL and ENGINEERING LIMITED**”. L. P. stands for Laxmipati, which is a registered trademark of Shri Siddhi Vinayak fashions LLP, which has granted NOC to our company.

As the company is currently also engaged with construction and repairing of ships and other specialized engineering processes, your board feels that an object for engineering services shall also be inserted in the object clause of the company. So, the board proposes to add following clause as clause III (A) (2) after existing clause III (A) (1):

2. To carry on the business of mechanical engineers and manufacturers of all kinds of plant & machineries, arms, defence equipments and electrical apparatus for any purpose whatsoever and to manufacture, sell, supply, lay down, establish, install, maintain, fabricate, fix, carry out and deal in accumulates, lamps, meters, cables, wires, lines, pots, engines, dynamos, vehicles, tanks, of any kind and accessories thereof and manufacturers of and dealers in scientific, defence, mechanical and electrical instruments of any kind.

The above object will clarify the existing business and object of the company in a better way.

Also to realign our memorandum of association with the requirements of The Companies Act, 2013, it is proposed to adopt a new memorandum of association in place of earlier memorandum of association.

The draft copy of the memorandum of association will be available for inspection at the registered office of the company on any working day during business hours.

None of the directors or KMP are concerned or interested in the above resolutions.



Siddhi Vinayak Shipping Corporation Limited

Regd Office: Office Block, First Floor, Pl No.237/2&3 Sub PL No. A/25 Central Park Society, GIDC, Pandesara, Surat-394221.
Web:- www.sivishipping.com , Email:- admin@sivishipping.com , Contact No.:- 0261-2894415/16.

Attendance Slip

Record of Attendance at the EXTRA-ORDINARY GENERAL MEETING held on Saturday, 28th April, 2018 at 11:00 am at Office Block, First Floor, Pl No.237/2 & 3 Sub PL No. A/25 Central Park Society, GIDC, Pandesara, Surat-394221

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

TO BE USED ONLY WHEN THE FIRST NAMED 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: , 2018

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: SIDDHI VINAYAK SHIPPING CORPORATION LIMITED

Registered office: Office Block, First Floor, Pl. No. 237/2 & 3, Sub Pl. No. A/25, Central Park Soc., GIDC, 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 28th day of April, 2018 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.....

2.....

Signed this..... day of..... 2018

Signature of shareholder

Signature of Proxy holder(s)

Affix a
Re. 1
Revenue
Stamp

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

Form No. MGT- 12
Polling Paper

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

Name of the Company: SIDDHI VINAYAK SHIPPING CORPORATION 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 Extra Ordinary General Meeting of Company scheduled to be held on Saturday, 28th April, 2018 at 11:00 A.M. at the Registered Office of the Company at Office Block, First Floor, Pl. No. 237/2 & 3, Sub Pl. No. A/25, Central Park Soc., GIDC, Pandesara, Surat, Gujarat - 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 Businesses				
1.	To Change the Name of the Company			
2.	Adoption of New Memorandum of association with additional object clause			
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.