



# L. P. Naval and Engineering Limited

(Formerly known as Siddhi Vinayak Shipping Corporation Limited)

## NOTICE

Notice is hereby given that the 8th Annual General Meeting of the Members of L. P. NAVAL AND ENGINEERING LIMITED will be held on Tuesday, 24th September, 2019 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, 2019 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."

### SPECIAL BUSINESS:

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

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the company, Mr. Girish Umesh Srivastava (DIN: 03017032) who was appointed as an Additional Director of the company at the meeting of the Board of Directors of the Company held on 6th May, 2019 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 05.05.2024, and whose office shall not be liable to retire by rotation."

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

4. To re-appoint Mrs. Ruchita Amit Mittal as an Independent Woman 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 Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Ruchita Amit Mittal, (DIN: 06870740), Independent Woman Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed to hold office for five consecutive years from 29th September, 2019, and whose office shall not be liable to retire by rotation."



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

5. To Reappoint Mr. Amit Khandelwal as a 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 consent of the Company, be and is hereby accorded to re-appoint Mr. Amit Khandelwal as Manager for a further period of five years effective from 24th July, 2020, on the terms and conditions of appointment and remuneration as approved by the Board on recommendation of Nomination and Remuneration Committee, and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration not exceeding the limits specified in Schedule V to the Companies Act, 2013.”

6. Approval for the material related party transaction with Siddhi Vinayak Knots & Prints Private Limited for Sale or provision of services:

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

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

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

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

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

7. Approval for the material related party transaction with Siddhi Vinayak Polyfab Private Limited for Entering into Lease and License Agreement:

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders be and is hereby accorded to the Board of Directors to enter and execute lease & license agreement with Siddhi Vinayak Polyfab Private Limited for using its premises situated at 186/1 & 186/2, Makhinga, Palsana, Surat 394315 Gujarat for a period upto 5 years at a Monthly Rent upto Rs. 2,00,000/- (Rupees Two Lakhs only).

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

**RESOLVED FURTHER THAT** the Board of Directors be and hereby authorized to alter the terms of the above transactions as



per the requirements and interest of the company

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

8. Approval for the material related party transaction for taking of Loans and paying interest thereon:

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

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

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

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

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

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

**Date: 22/08/2019**

**Pace: Surat**

**Kaushik Haribhai Vegad  
Company Secretary**

**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@lpnaval.com, **WebSite:** www.lpnaval.com, **Tel. No.** 0261-2894415 **Fax No.** 0261- 2894419

**CIN:** L35111GJ2012PLC068922



## 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 22nd September, 2019, 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. 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.
4. 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.
5. Members are requested to quote Folio number in all their correspondences.
6. 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.
7. 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.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from 18th September, 2019 to 24th September, 2019 (both days inclusive).
9. The Shareholders are requested to direct change of address notifications and updates details to their respective Depository Participant(s).
10. Equity shares of the Company are under compulsory demat trading by all Investors.
11. The Annual Report 2018-19, the Notice of the 8th 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.
12. Members may also note that the Notice of the 8th AGM and the Annual Report 2018-19 will be available on Company's website, [www.lpnaval.com](http://www.lpnaval.com).
13. 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.
14. 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 AGM hall.
15. 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.
16. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 17th September, 2019.
17. 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.
18. 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. The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'polling paper'.

III. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

IV. 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.

V. 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. September 17, 2019.

VI. A person, whose name is recorded in the register of members as on the cut-off date, i.e. September 17, 2019 only shall be entitled to avail the facility of remote e-voting / voting.

VII. 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.

VIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 24, 2019.

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

I. The voting period starts on Saturday, 21st September, 2019 on open of working hours (i.e 9:30 hours) and ends on the close of working hours (i.e. 05:00 hours), Monday, 23rd September, 2019. 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 17th September, 2019 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. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com)

III. Click on "Shareholders/Members" tab

IV. Now Enter your User ID (For CDSL: 16 digits beneficiary ID; For NSDL: 8 Characters DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Image Verification Code as displayed and Click on Login).

V. If you are holding shares in Demat form and had logged on to e-voting platform and casted your vote earlier for any company, then your existing password is to be used.

VI. If you are a first time user follow the steps given below:

|  |  |
|--|--|
|  | 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"> <li>· 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.</li> <li>· In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is 3 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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</p> <p>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).</p>   |

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

VIII. 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.

- IX. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- X. Click on the EVSN - **190823089** for L. P. NAVAL AND ENGINEERING LIMITED on which you choose to vote.
- XI. 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.
- XII. Click on the "Resolutions File Link" if you wish to view the entire Resolution.
- XIII. 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.
- XIV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XV. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVI. If Demat account holder has forgotten the changed password then enter the User ID and Image verification Code and click on Forgot Password & enter the details as prompted by the system.

xvii. 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.

xviii. 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](http://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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

xix. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

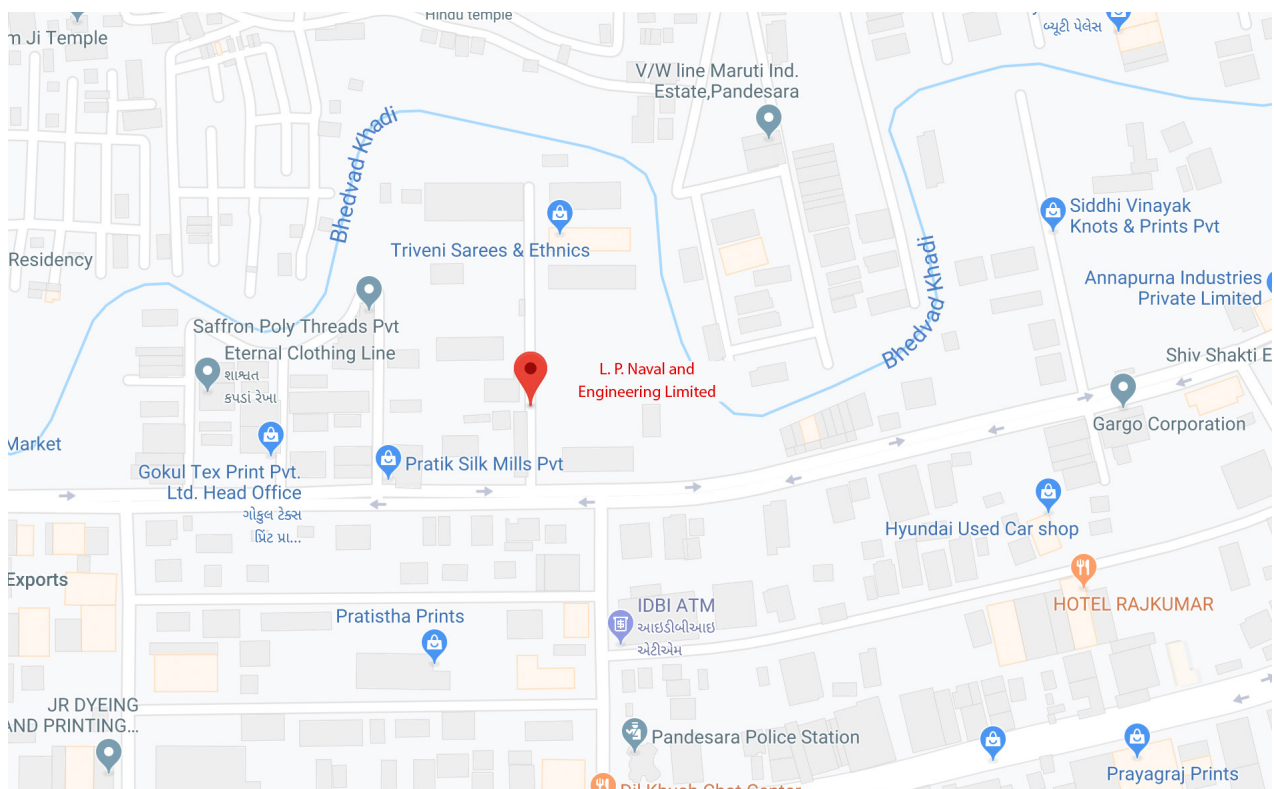
**Date: 22/08/2019  
Place: Surat**

**Kaushik Haribhai Vegad  
Company Secretary**



# ROUTE MAP TO THE VENUE

## TO THE 8TH ANNUAL GENERAL MEETING OF THE COMPANY



# 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 (44 years)   |
| Qualification  | B.Com   |
| Expertise in specific functional areas                           | Expert in Marketing   |
| Experience   | 22 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 Govindprasad Sarawagi and Rakeshkumar Govindprasad Sarawagi are brothers of Manojkumar G Sarawagi   |
| List of Companies in which directorship is held as on 31/03/2019 | As attached below   |
| Chairman / Member of the Committee of other Company              | Siddhi Vinayak Knots & Prints Private Limited<br>• 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, 2019:

| S.No. | Name of the Company                           | Nature of Interest | Shareholding | Date on which interest arose |
|-------|---|--------------------|--------------|------------------------------|
| 1.    | Siddhi Vinayak Knots & Prints Private Limited | Wholetime Director | 7904250      | 05/05/2009                   |
| 2.    | L. P. Naval and Engineering Limited           | Director           | 3261000      | 07/02/2012                   |
| 3.    | Surat Realators Private Limited               | Director           | 13500        | 27/01/2015                   |
| 4.    | S.V. Plantations Private Limited              | Director           | 5000         | 07/12/2015                   |
| 5.    | Siddhi Vinayak Knight Riders Private Limited* | Director           | 5000         | 16/08/2017                   |

\* Siddhi Vinayak Knight Riders Private Limited is under process of Strike Off

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

**2. Mr. Girish Umesh Srivastava** 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 his details are as under:





|  |  |
|--|--|
| Name of Director   | Mr. Girish Umesh Srivastava  |
| DIN  | 03017032   |
| Date of Birth  | 05/11/1981 (37 years)  |
| Qualification  | M.A.   |
| Expertise in specific functional areas                           | Educational Training and Consultancy   |
| Experience   | 20 year  |
| Terms and Conditions of Appointment/ Reappointment               | As per the resolution at item No 3 of the notice convening this meeting, Mr. Girish umesh Srivastava is proposed to be Appointment as Independent Director   |
| Remuneration Last drawn  | NA   |
| Remuneration Proposed  | Nil  |
| Date of First Appointment  | 06/05/2019   |
| Relationship with other Directors                                | Not related to any Director  |
| List of Companies in which directorship is held as on 31/03/2019 | As attached below  |
| Shareholding in the company                                      | Nil  |
| Chairman / Member of the Committee of Company                    | L. P. Naval and Engineering Limited <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Nomination and Remuneration Committee - Chairman/Member</li> <li>• Stakeholders, Shareholders &amp; Investors Grievance Relationship Committee - Chairman/Member</li> </ul> |
| No. of Meetings of the Board Attended during the year            | NA   |

**List of Companies in which Mr. Girish Umesh Srivastava holds directorship:**

| S No. | Name of the Company                 | Nature of Interest | Shareholding | Date on which interest arose |
|-------|-------------------------------------|--------------------|--------------|------------------------------|
| 1.    | L. P. Naval and Engineering Limited | Director           | NIL          | 06/05/2019                   |

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

**3. Mrs. Ruchita Amit Mittal**, is to be re- appointed as an Independent Woman 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. Ruchita Amit Mittal   |
| DIN  | 06870740   |
| Date of Birth  | 25/06/1992 (26 years)  |
| Qualification  | BBA  |
| Expertise in specific functional areas                           | Finance  |
| Experience   | 5 years  |
| Terms and Conditions of Appointment/ Reappointment               | As per the resolution at item No 4 of the notice convening this meeting, Mrs. Ruchita Amit Mittal is proposed re-appointment as Independent Director |
| Remuneration Last drawn  | Nil  |
| Remuneration Proposed  | Nil  |
| Date of First Appointment  | 29/09/2014   |
| Relationship with other Directors                                | Not related to any Director  |
| List of Companies in which directorship is held as on 31/03/2019 | As attached below  |



|   |   |
|---|---|
| Chairperson / Member of the Committee of Company      | L. P. Naval and Engineering Limited <ul style="list-style-type: none"> <li>• Audit Committee - Chairperson/Member</li> <li>• Nomination and Remuneration Committee - Member</li> <li>• Stakeholders, Shareholders &amp; Investors Grievance Committee - Member</li> </ul> |
| No. of Meetings of the Board Attended during the year | 6   |

List of Companies in which Mrs. Ruchita Amit Mittal holds directorship as on 31st March, 2019:

| S. No. | Name of the Company                 | Nature of Interest | Shareholding | Date on which interest arose |
|--------|-------------------------------------|--------------------|--------------|------------------------------|
| 1.     | L. P. Naval and Engineering Limited | Director           | NIL          | 29/04/2014                   |

**4. Mr. Amit Khandelwal**, is proposed to be re- appointed as Manager, 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 Manager  | Mr. Amit Khandelwal  |
| DIN/PAN  | AHLPK1456E   |
| Date of Birth  | 03/02/1977 (42 years)  |
| Qualification  | M.B.A, B.Sc  |
| Expertise in specific functional areas                           | Expert in Marketing  |
| Experience   | 17 years   |
| Terms and Conditions of Appointment/ Reappointment               | As per the resolution at item No 5 of the notice convening this meeting, Mr. Amit Khandelwal is proposed to be re-appointed as Manager |
| Remuneration Last drawn  | Rs. 75,000 per month   |
| Remuneration Proposed  | Rs. 85,000 per month   |
| Date of First Appointment  | 24/07/2015   |
| Relationship with Directors/ Key Managerial Personnel            | NA   |
| List of Companies in which directorship is held as on 31/03/2019 | Nil  |
| Chairman / Member of the Committee of other Company              | --   |
| No. of Meetings of the Board Attended during the year            | NA   |

**List of Companies in which Mr. Amit Khandelwal holds directorship:**

| S. No. | Name of the Company | Nature of Interest | Shareholding | Date on which interest arose |
|--------|---------------------|--------------------|--------------|------------------------------|
| 1.     | NIL                 |                    |              |                              |

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

**Date: 22nd August, 2019**  
**Pace: Surat**

**Kaushik Haribhai Vegad**  
**Company Secretary**



# Annexure to the Notice

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

### ITEM NO 3

Mr. Girish Umesh Srivastava 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 and the Articles of Association of the Company effective from 6th May, 2019 holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Mr. Girish Umesh Srivastava is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Girish Umesh Srivastava as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Girish Umesh Srivastava, 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 4

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and on the basis of the report of performance evaluation of independent director, Mrs. Ruchita Amit Mittal, it is proposed to re-appoint her for the second term as an independent director on the Board of L. P. Naval and Engineering Limited for a period of five years from 29th September, 2019. In the opinion of the Board, Mrs. Ruchita Amit Mittal fulfills the conditions specified in the Act.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Ruchita Amit Mittal as an Independent Director. Accordingly, the Board recommends passing of the Resolution as a Special Resolution.

Except Mrs. Ruchita Amit Mittal, 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.

The Board recommends this Resolution for Members' approval.

### ITEM NO 5

Mr. Amit Khandelwal was appointed as Manager of the company in AGM held on 24th July, 2015 for a term of 5 years from that AGM. The tenure of the manager will expire on 23rd July, 2020, so the approval of members is hereby accorded for re-appointing the manager for the further term of 5 year commencing from 24th July, 2020 on the terms and conditions as approved by the board on recommendation of Nomination and Remuneration Committee.

Mr. Amit Khandelwal being eligible, the resolution seeks approval of members for his reappointment as Manager for a period of 5 years. Consent in writing has been received from Mr. Amit Khandelwal as a manager of the Company.

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 6

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that a Related Party Transaction will require prior approval of shareholders through resolution, if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year exceeds 10% of the turnover of the Company as per last audited financial statements of the Company. The value of proposed aggregate transactions with Siddhi Vinayak Knots & Prints Private Limited (SVKPPL) is likely to exceed the said threshold limit, and is expected to be around Rs. 5 Crore during the financial year 2019-20.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with SVKPPL in the financial year 2019-20.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with SVKPPL are as follows:

|   |   |
|---|---|
| Name of the related party   | Siddhi Vinayak Knots & Prints Private Limited   |
| Name of the director or key managerial personnel who is related   | Mr. Sanjaykumar Sarawagi, Mr. Manojkumar Sarawagi and Mr. Rakeshkumar Sarawagi are the common directors in both company i.e. Siddhi Vinayak Knots & Prints Private Limited and L. P. Naval and Engineering Limited. |
| Nature of relationship  | Common Director   |
| Nature, material terms, monetary value and particulars of the contract or arrangement/service             | Sale of fabrications shall be on running basis. Monetary value of proposed aggregate transactions during financial year 2019-20 and future year is expected to be Rs. 5 Crore p.a.                                  |
| Any other information relevant or important for the members to take a decision on the proposed resolution | None  |

Mr. Sanjaykumar Sarawagi, Mr. Manojkumar Sarawagi, Mr. Rakeshkumar Sarawagi, Directors of the company and their relatives who directly hold in aggregate 41,68,000 equity shares of the Company are concerned or interested in the resolutions mentioned in Item No. 6. None of the other Directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the resolution.

The Board recommends this Resolution for Members' approval.

## ITEM NO 7

The Company desires to take premises of Siddhi Vinayak Polyfab Private Limited situated at 186/1 & 186/2, Makhinga, Palsana, Surat 394315 Gujarat for a period of 5 (Five) years at a monthly rent of Rs. 2,00,000/- (Rupees Two Lakhs only) on leave and license basis for official purpose. Further the transactions entered into with the Siddhi Vinayak Polyfab Private Limited either singly or taken together with this transaction may exceed the 10% of the turnover of the company as per last audited financial statement of the company, therefore the members approval through resolution is required. The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 are furnished hereunder:



|  |   |
|--|---|
| Name of the related party  | Siddhi Vinayak Polyfab Private Limited  |
| Name of the director or key managerial personnel who is related, if any and nature of relationship | Mr. Sanjaykumar Sarawagi and Mr. Rakeshkumar Sarawagi are the common directors in both company i.e. Siddhi Vinayak Polyfab Private Limited and L. P. Naval and Engineering Limited.     |
| Nature of relationship   | Common Director   |
| Nature, material terms, monetary value and particulars of the contract or arrangement;             | Company proposed to take on rent, one premises from Siddhi Polyfab Private Limited for official purpose. Company can also use the premises for any other purpose as per its discretion. |
| the nature, duration of the contract and particulars of the contract or arrangement;               | Leave and license agreement for 5 years.  |
| the material terms of the contract or arrangement including the value                              | Monthly rent upto Rs. 2,00,000/-  |

Mr. Sanjaykumar Sarawagi, Mr. Manojkumar Sarawagi, Mr. Rakeshkumar Sarawagi, Directors of the company and their relatives who directly hold in aggregate 41,68,000 equity shares of the Company are concerned or interested in the resolutions mentioned in Item No. 7. None of the other Directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the resolution.

The Board recommends this Resolution for Members' approval.

#### ITEM NO 8

Presently the company has taken following unsecured loan from Related Parties:

| Name            | Outstanding Amount of Loan Taken |
|-----------------|----------------------------------|
| Manoj Sarawagi  | 62,24,000                        |
| Sanjay Sarawagi | 2,56,05,000                      |
| Rakesh Sarawagi | 2,68,05,000                      |

The company seeing a good increase in turnover of company further wants to take financial assistance by the by way of loan from the related parties upto amount of Rs. 15 Cr. at rate of interest upto 15% p.a. Although the interest amount is not exceeding the limit of 10% of the turnover of the company as per the last audited financial statement but it exceeds the limit if the transaction taken together with the amount of Loan and all the other transactions collectively.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with related party in the financial year 2019-20.

Mr. Sanjaykumar Sarawagi, Mr. Manojkumar Sarawagi, Mr. Rakeshkumar Sarawagi, Directors of the company and their relatives who directly hold in aggregate 41,68,000 equity shares of the Company are concerned or interested in the resolutions mentioned in Item No. 8. None of the other Directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the resolution.

The Board recommends this Resolution for Members' approval.



# Attendance Slip

Record of Attendance at the ANNUAL GENERAL MEETING held on Tuesday, 24th September, 2019 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: , 2019



# 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., 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 Annual General Meeting of the company, to be held on the 24th September, 2019 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 Nos.

1. To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on 31st March, 2019 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. To Appoint Mr. Girish Umesh Srivastava (DIN: 03017032) as an independent director.
4. To Re-appoint Mrs. Ruchita Amit Mittal as an Independent Woman Director of the Company.
5. To Reappoint Mr. Amit Khandelwal as a Manager of the company
6. Approval for the material related party transaction with Siddhi Vinayak Knots & Prints Private Limited for Sale or provision of services
7. Approval for the material related party transaction with Siddhi Vinayak Polyfab Private Limited for Entering into Lease and License Agreement
8. Approval for the material related party transaction for taking of Loans and paying interest thereon.

Signed this ..... day of ..... 2019

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



# 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]

|                             |  |
|-----------------------------|--|
| <b>Name of the Company:</b> | L. P. NAVAL AND ENGINEERING LIMITED  |
| <b>Registered Office:</b>   | Office Block First Floor Pl. No.237/2 & 3 Sub Pl. No. A/25 Central Park Soc.<br>G.I.D.C Pandesara Surat 394221 |
| <b>CIN</b>                  | L35111GJ2012PLC068922  |
| <b>BALLOT PAPER</b>         |  |

| 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 Annual General Meeting of Company scheduled to be held on Tuesday, 24th September, 2019 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, 2019 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 |  |  |  |

#### Special Business

|   |   |  |  |  |
|---|---|--|--|--|
| 3 | Appointment of Mr. Girish Umesh Srivastava (DIN: 03017032) as an Independent Director of the Company  |  |  |  |
| 4 | Re-appointment of Mrs. Ruchita Amit Mittal as an Independent Woman Director   |  |  |  |
| 5 | Re-appointment of Mr. Amit Khandelwal as a Manager of the company   |  |  |  |
| 6 | Approval for the material related party transaction with Siddhi Vinayak Knots & Prints Private Limited for Sale or provision of services      |  |  |  |
| 7 | Approval for the material related party transaction with Siddhi Vinayak Polyfab Private Limited for Entering into Lease and License Agreement |  |  |  |
| 8 | Approval for the material related party transaction for taking of Loans and paying interest thereon   |  |  |  |

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.