



RANJIT KEJRIWAL
Company Secretaries

1, Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Ring Road, SURAT-395 002.
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Date :

FORM NO. MGT-13
SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013
And Rule 20(4) (xii) and Rule 21 of the Companies (Management and Administration)
Rules, 2014]

To
The Chairman
Of 7th Annual General Meeting of the members of
L. P. Naval and Engineering Limited
(Formerly known as Siddhi Vinayak Shipping Corporation Limited)
held on 30th July, 2018
At Office Block, 1st Floor, Pl. No. 237/2 & 3,
Sub Pl. No. A/25, Central Park Soc.,
GIDC, Pandesara, Surat 394221, Gujarat at 11.00 A.M.

Dear Sir,

Sub.: Scrutinizer's report on E voting / Postal Ballot.

1. I, Ranjit Kejriwal, a Company Secretary in practice, have been appointed as a scrutinizer by the Board of Directors of M/s L. P. Naval and Engineering Limited for the purpose of scrutinizing the e-voting process along with Postal Ballot Forms and ascertaining the requisite majority on e-voting / Postal Ballot carried out as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) and Rule 21 of the Companies (Management and administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 7th Annual General Meeting (AGM) of the members of the company, held at Office Block, 1st Floor, Pl. No. 237/2 & 3, Sub Pl. No. A/25, Central Park Soc., GIDC, Pandesara, Surat 394221, Gujarat on Monday, 30th July, 2018 at 11:00 A.M.
2. At the 07th AGM of the Company held on 30th July, 2018, the Company has also provided facility for voting by Ballot paper to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the AGM has also appointed me as the Scrutinizer for the same.
3. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and on the resolutions contained in the Notice to the 7th AGM of



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the members of the Company, My responsibility as a scrutinizer for the e-voting process at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the authorised agency to provide e-voting facilities.

4. Further to the above, I submit my reports as under:
- The e-voting period remained open from 27th July, 2018 at 09.30 a.m. to 29th July, 2018 at 5.00 p.m.
 - The members of the Company as on the "cut-off" date i.e. 23rd July, 2018 were entitled to vote on the resolutions (item No. 01 to 04 as set out in the notice of the 7th AGM of the Company).
 - The votes cast were unblocked on 31st July, 2018 at 04.19 p.m. in the presence of 2 (Two) witnesses namely **Ms. Purvi Jain** and **Ms. Pratibha Banthia** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

Purvi

Name: Ms. **Purvi Jain**

Pratibha

Name: Ms. **Pratibha Banthia**

- Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the evoting website of Central Depository Services (India) Limited (CDSL) i.e. <https://evotingindia.com> based on such reports generated, the result of the e-voting together with voting through postal ballot is as under:

RESOLUTION NO. 1:

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 and Profit & Loss Account for the year ended on that date together with the report of the Board of Directors & Auditors' thereon:

"RESOLVED THAT the Balance sheet as on 31st March, 2018, Profit & Loss Account and the cash flow statement for the year ended on that date together with Auditors Report and Directors Report be and are hereby considered and adopted."

| Mode | Ballots received | Total Shares | Favour | | Against | | Invalid | |
|--------------|------------------|----------------|-----------|----------------|----------|----------|----------|----------|
| | | | Ballots | Votes | Ballots | Votes | Ballots | Votes |
| Electronic | 7 | 4168000 | 7 | 4168000 | 0 | 0 | 0 | 0 |
| Physical | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| At AGM | 5 | 213000 | 5 | 213000 | 0 | 0 | 0 | 0 |
| Total | 12 | 4381000 | 12 | 4381000 | 0 | 0 | 0 | 0 |

This resolution is passed as ordinary resolution



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RESOLUTION NO. 2:

To appoint a Director in place of Mr. Sanjaykumar Govind Prasad Sarawagi, Executive Director (DIN: 00005468), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment

“RESOLVED THAT in accordance with the provision of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Sanjaykumar Govind Prasad Sarawagi, Director (DIN: 00005468), who retires by rotation at this annual general meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation.”

| Mode | Ballots received | Total Shares | Favour | | Against | | Invalid | |
|--------------|------------------|---------------|----------|---------------|----------|----------|----------|----------|
| | | | Ballots | Votes | Ballots | Votes | Ballots | Votes |
| Electronic | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Physical | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| At AGM | 5 | 213000 | 5 | 213000 | 0 | 0 | 0 | 0 |
| Total | 5 | 213000 | 5 | 213000 | 0 | 0 | 0 | 0 |

This resolution is passed as ordinary resolution

RESOLUTION NO. 3:

To Re-appoint Auditors and Authorize the Board of Directors to fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, M/s. R. Kejriwal & Co., Chartered Accountants (FRN No. 133558W) be and are hereby re-appointed as statutory auditors of the company, to hold office from the conclusion of 7th Annual General Meeting until the conclusion of the 12th Annual General Meeting of the Company as per the provisions of the Companies Act, 2013, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

| Mode | Ballots received | Total Shares | Favour | | Against | | Invalid | |
|--------------|------------------|----------------|-----------|----------------|----------|----------|----------|----------|
| | | | Ballots | Votes | Ballots | Votes | Ballots | Votes |
| Electronic | 7 | 4168000 | 7 | 4168000 | 0 | 0 | 0 | 0 |
| Physical | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| At AGM | 5 | 213000 | 5 | 213000 | 0 | 0 | 0 | 0 |
| Total | 12 | 4381000 | 12 | 4381000 | 0 | 0 | 0 | 0 |

This resolution is passed as ordinary resolution



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RESOLUTION NO. 4:

To Re-appoint Mr. Maheshkumar Hariram Saboo as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Maheshkumar Hariram Saboo (DIN: 01616969), Independent Director of the Company who has submitted a declaration that he 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 this AGM, and whose office shall not be liable to retire by rotation.”

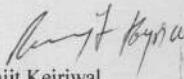
| Mode | Ballots received | Total Shares | Favour | | Against | | Invalid | |
|--------------|------------------|----------------|-----------|----------------|----------|----------|----------|----------|
| | | | Ballots | Votes | Ballots | Votes | Ballots | Votes |
| Electronic | 7 | 4168000 | 7 | 4168000 | 0 | 0 | 0 | 0 |
| Physical | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| At AGM | 5 | 213000 | 5 | 213000 | 0 | 0 | 0 | 0 |
| Total | 12 | 4381000 | 12 | 4381000 | 0 | 0 | 0 | 0 |

This resolution is passed as Special Resolution.

The physical postal ballot forms received have been enclosed herewith, to be kept by the Company in its safe custody.

Thanking You,

Yours faithfully,


Ranjit Kejriwal
Practicing Company Secretary
Membership No. 6116
Place: Surat
Date: 31st July, 2018



Encl: Physical Ballot - 5

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