

SI. VI. Shipping Corporation Limited

Annual Report 2013-14

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CORPORATE INFORMATION**BOARD OF DIRECTORS**

Mr. Manoj Kumar Sarawagi	Executive Director & Chairman
Mr. Sanjay Kumar Sarawagi	Executive Director
Mr. Rakesh Kumar Sarawagi	Executive Director
Mr. Binod Kejriwal	Non- Executive Independent Director
Mr. Mahesh Kumar Saboo	Non- Executive Independent Director
Mr. Gururaj Kaujalgi	Non- Executive Independent Director

STATUTORY AUDITORS**M/s R. Kejriwal & Co.**

1, Aastha, 2/906, Hira Modi Sheri,
Opp. Gujarat Samachar Press,
Sagrampura, Ring Road,
Surat - 395002
Ph: +91-261-2331123/2355984

BANKER TO THE COMPANY**Bank of Baroda**

0642 Textile Market Branch,
Surat Textile Market
Ring Road, surat-395002

Union Bank of India

New City light Branch
Surat

REGISTERED OFFICE

CIN : U35111GJ2012PLC068922
Office Block 1st Floor, Plot No. 237/2 & 3,
Sub Plot No. A/25, Central Park Society
GIDC, Pandesara, Surat-394 221
Tel.: +91-261-2894415/16
Fax : +91-261-2894419
Email: admin@sivishipping.com
Website: www.sivishipping.com

REGISTRAR & SHARE TRANSFER AGENT

M/s Big Share Services Pvt. Ltd
E- 2, Ansa Ind Estate,
Saki Vihar Road,
Andheri(E), Sakinaka,
Mumbai – 400072
Tel.: +91-22-28473474
Email: ipo@bigshareonline.com
Website: www.bigshareonline.com

AUDIT COMMITTEE

Binod Kejriwal	Chairman
Mahesh Saboo	Member
Rakesh Kumar Sarawagi	Member

NOMINATION & REMUNERATION COMMITTEE

Gururaj Kaujalgi	Chairman
Binod Kejriwal	Member
Mahesh Saboo	Member

SHAREHOLDERS & INVESTORS GRIEVANCE COMMITTEE

Gururaj Kaujalgi	Chairman
Mahesh Saboo	Member
Binod Kejriwal	Member

COMPANY SECRETARY COMPLIANCE OFFICER

Ms. Ankita Jain

BOOK CLOSURE

Date: 15/09/14 to 19/09/14
(both days inclusive)

THIRD ANNUAL GENERAL MEETING

Date: 29th September, 2014

Time: 11.00 A.M.

Venue: Registered Office

Office Block 1st Floor, Plot No. 237/2
& 3, Sub Plot No. A/25, Central Park
Society GIDC, Pandesara,
Surat-394 221

[ON LETTER HEAD]
NOTICE

Notice is hereby given that the Annual General Meeting of the Members of **SI. VI. SHIPPING CORPORATION LIMITED** will be held on 29th September, 2014 at 11.00 A.M. at the Registered Office of the Company at Office Block 1st Floor, Plot No. 237/2 & 3, Sub Plot No. A/25, Central Park Society, GIDC, Pandesara, Surat Gujarat - 394 221 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the year ended on that date together with the reports of the Board of Directors & Auditors' thereon.
2. To appoint a Director in place of Mr. Rakeshkumar Govind Prasad Sarawagi, Executive Director (Holding DIN: 00005665), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for 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 Rakeshkumar Govind Prasad Sarawagi (Holding DIN: 00005665), be and is hereby appointed as Director of the Company, liable to retire by rotation.”

3. To re-appoint the Auditors and Authorise 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 & 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made here under M/s R. Kejriwal & Co., having firm registration no. 133558W, Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the company for a period of 4 years i.e. from the conclusion of this 3rd Annual General Meeting till the conclusion of the 7th Annual General Meeting of the company, subject to annual ratification by the members at every Annual General Meeting and at such remuneration as may be determined by the Board of Directors of company.”

SPECIAL BUSINESS

4. APPROVAL FOR CHANGE OF NAME:

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

RESOLVED THAT pursuant to section 13 (2) of the Companies Act, 2013, rule 9 & 29 of The Companies (Incorporation) rules 2014 and any other applicable provision, subject to the approval of the Central Government, the name of the company be and is hereby changed from “Si. Vi. Shipping Corporation Limited” to “Siddhi Vinayak Shipping Corporation Limited”; and that Clause 1 of the Memorandum of Association and Article of Association be and are hereby altered accordingly.

5. APPOINTMENT OF WOMAN DIRECTOR – INDEPENDENT:

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 (1) & 152 (5) and other applicable provisions, if any, of the Companies Act, 2013 including any modification or re-enactment thereof Mrs. Ruchita Mittal (Holding DIN: 06870740) in respect of whom a notice in writing has been received by the Company proposing her candidature for the office of Director under section 152 (5) of the Companies Act, 2013, be and is hereby appointed as non-executive Independent director not liable to retire by rotation.”

6. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass with or without modification following Resolution as a Special Resolution:

RESOLVED THAT pursuant to section 14 of the Companies Act, 2013 and other applicable provisions (Including any statutory modification or amendment or re-enactment thereto); approval of the company be and is hereby accorded to alter the articles of association of the company by adopting complete new set of articles of association of the company.

RESOLVED FURTHER THAT any Director be and is hereby authorised to take necessary steps for giving effect to the resolution, including filing the necessary forms with Registrar of Companies.

7. APPOINTMENT OF CHIEF FINANCIAL OFFICER:

To consider and if thought fit, to pass with or without modification following Resolution as a Special Resolution:

RESOLVED FURTHER that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 made thereunder (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 the appointment of Mr. Mustafa Moiz Haji as Chief Financial Officer” for a period of five years effective from 30th September, 2014, on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013.

8. APPOINTMENT OF MANAGER:

To consider and if thought fit, to pass with or without modification following Resolution as a Special Resolution:

RESOLVED FURTHER that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 made thereunder (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 the appointment of Mr. Rakesh Kumar Singh as Manager for a period of five years effective from 30th September, 2014, on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013.

9. Any other Business with the permission of chair.

For and on behalf of the Board of Directors

Manoj Kumar Sarawagi
Executive Director & Chairman
(DIN: 00005447)

Place: Surat
Date: 30th August, 2014

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 should, however be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
2. Corporate members intended 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.
3. The copy of annual report, notice of general meeting, notice of e-voting, etc. are being sent to the members through e-mail who have registered their email ids with their depository participants (DPs)/ Company’s Registrar and Transfer Agent (RTA).

Members whose e-mail id is not registered with the Company/DPs/RTA will be sent physical copies of this notice, abridged version of Annual Report, notice of e-voting, etc. at their registered address through permitted mode.

4. All 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 12.30 p.m. up to the date of the Annual General Meeting.
5. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
6. Members are requested to quote Folio number in all their correspondences.
7. Explanatory statement as required under section 102 of the Companies Act, 2013 which form part of this notice is annexed herewith.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from 15th September, 2014 to 19th September, 2014 (both days inclusive).
9. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent – Bigshare Services Private Limited.
10. As per clause 50 (f) of Listing Agreement with SME, Company has designated email id: of the grievance redressal division/compliance officer exclusively for the purpose of registering complaints by investors. Investors are requested to send their communication on designated email id : admin@sivishipping.com
11. Equity shares of the Company are under compulsory demat trading by all Investors.
12. Pursuant to Section 108 & 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the assent or dissent of the shareholders in respect of the resolutions contained in the AGM notice is also being taken through e-voting/ postal ballot facility provided by Bigshares Services Private Limited (for e-voting only), to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form wherever e-mail ID is registered.

13. The e-voting Event Number, User ID and Password along with the detailed instructions for e-voting are provided in the notice of e-voting, being sent along with the notice of AGM.
14. In terms of provisions of Section 107 of the Companies Act, 2013 there shall be no voting by show of hands at the AGM since the Company is providing e-voting/Postal Ballot facility to its members. The shareholders who will be physically present at the AGM shall be provided with polling papers to cast their votes at the meeting.
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 29th August, 2014.
16. The voting period starts on Monday, 22nd September, 2014 on open of working hours (i.e. 09.30 hours) and ends on the close of working hours (i.e. 17:30 hours), Tuesday, 23rd September, 2014. The e-voting module shall also be disabled by Bigshares Services Private Limited for voting thereafter.
- 17. Members are requested to intimate their Email IDs for correspondence and quicker response to their queries to RTA or Company.**

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 (2) OF THE COMPANIES ACT, 2013

ITEM 4:

During Listing (IPO) procedure, ROC has raised an objection regarding the name of the Company being confusing so company had applied for the new name with the ROC, Gujarat. ROC has granted the name “**SIDDHI VINAYAK SHIPPING CORPORATION LIMITED**” to us, for which the directors, proposes the members to pass the resolution.

The name is proposed to be changed under section 13 of The Companies Act, 2013 and after passing the resolution in the general meeting, steps will be taken to get the necessary approval of the Central Government and after getting the approval, steps will be taken to give effect to this resolution and accordingly clause 1 of the memorandum and articles of Association will be altered.

ITEM 5:

To realign the new companies act and rules made there under, the board recommends the appointment of Independent Woman Director in the Board of the company.

Mrs. Ruchita Mittal, being eligible, the resolution seeks approval of members for her appointment as an Independent Women Director for a period of 5 years. An Independent Women Director appointment is subject to retirement policy of the Board subject to the term of office conditionality's under the Companies Act, 2013 (including any statutory modifications or re-enactment (s) thereof for time being in force) and the Listing Agreement.

Hence it is proposed to appoint Ruchita Mittal as Director pursuant to second proviso of Sec 149(1), 152(5) and other applicable provisions of Companies Act, 2013 and the Rules made there under and that she shall not be liable to retire by rotation. The company has received notice in writing from a member along with a deposit Under Section 160 of the Companies Act, 2013, of Rs.1, 00,000/- proposing the candidature of Mrs. Ruchita Mittal for the office of Non-executive Independent director.

None of the Directors, Key Managerial person or their relatives are interest in the resolution except as members of the company. The Board therefore, commends the resolutions for the approval of members as special resolution.

Name of Director	Mrs. Ruchita Mittal
DIN No.	06870740
Date of Birth	25/06/1992
Qualification	BBA
Expertise in specific functional areas	Finance
List of Companies in which directorship is held as on 31st March, 2014	NIL
Chairman / Member of the Committee of other Company	NIL

ITEM 6:

The members must be aware that after the passing of the Companies Act, 2013 and rules made there under, the law governing companies has faced sea changes. To realign the existing articles of association with the new companies act and rules made there under, the board recommends the adoption of the new Articles of association of the company.

A copy of the new set of articles of association is kept for inspection of members at the registered office of the company during working hours (i.e. 10.00 a.m. to 5.00 p.m.).

None of the Directors, Key Managerial person or their relatives are interest in the resolution except as members of the company. The Board therefore, recommends the resolutions for the approval of members as special resolution.

ITEM 7:

To realign the new companies act and rules made there under, the board recommends the appointment of Chief Financial Officer in the Board of the company

Mr. Mustafa Moiz Haji being eligible, the resolution seeks approval of members for his appointment as CFO for a period of 5years. Consent in writing has been received from Mr. Mustafa Moiz Haji as a candidate for the office of Director of the Company. A copy of terms & conditions of appointment is kept for inspection of members at the registered office of the company.

None of the Directors, Key Managerial person or their relatives are interest in the resolution except as members of the company. The Board therefore, commends the resolutions for the approval of members as special resolution.

Name of CFO	Mr. Mustafa Moiz Haji
Designation	Chief Financial Officer
Date of Birth	09.03.1978
Expertise in specific functional areas	Finance
Whether Whole-time KMP in any other company	Not Applicable

ITEM 8:

To realign the new companies act and rules made there under, the board recommends the appointment of Manager in the Board of the company

Mr. Rakesh Kumar Singh being eligible, the resolution seeks approval of members for his appointment as Manager for a period of 5years.Consent in writing has been received from Mr. Rakesh Kumar Singh as a manager of the Company, who is currently employed with the company as CEO. A copy of terms & conditions of appointment is kept for inspection of members at the registered office of the company.

None of the Directors, Key Managerial person or their relatives are interest in the resolution except as members of the company. The Board therefore, commends the resolutions for the approval of members as special resolution.

Name of Manger	Mr. Rakesh Kumar Singh
Designation	Manager
Date of Birth	10.03.1969
Qualification	B.E (Industrial engineering)
Expertise in specific functional areas	Ship Building - Engineering
Whether Whole-time KMP in any other company	Not Applicable

For and on behalf of the Board of Directors

Place: Surat

Date: 30th August, 2014

Manoj Kumar Sarawagi
Executive Director & Chairman
 (DIN: 00005447)

ANNEXURE TO NOTICE:**Details of Director liable to retire by Rotation:**

Mr. **Rakeshkumar Govind Prasad Sarawagi**, was appointed as Director, who is liable to retire by rotation and as per the clause 52 of SME Listing Agreement his details are as under:

Name of Director	Mr. Rakeshkumar Govindprasad Sarawagi
DIN No.	00005665
Date of Birth	20/10/1976
Expertise in specific functional areas	Finance
List of Companies in which directorship is held as on 31st March, 2014	As attached below: Annexure I
Chairman / Member of the Committee of our Company	Member of Audit Committee
Chairman / Member of the Committee of other Company	NIL

Annexure I

List of Companies in which Mr. Rakeshkumar Govind Prasad Sarawagi holds directorship as on 31st March, 2014:

S.No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Siddhi Vinayak Knots & Prints Pvt. Ltd.	Whole Time Director	4298	01/04/2013
2.	Narmada Thermal Power Limited	Director	-	20/11/2010
3.	Siddhi Vinayak Weaving Pvt. Ltd.	Director	6000	17/01/2011
4.	Narmada Polyester Pvt. Ltd.	Director	5000	23/02/2011
5.	Siddhi Vinayak Polyfab Pvt. Ltd.	Director	1200	28/02/2011
6.	Tapti Valley Education Foundation	Director	-	06/09/2013
7.	Krishnakali Couture Pvt. Ltd.	Director	5000	03/01/2014

None of other directors are concerned or interested in this resolution except the appointee.

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

By Order of the Board of Directors

Date: 30th August 2014

Place: Surat

Manoj Kumar Sarawagi
Executive Director & Chairman
 (DIN: 00005447)

DIRECTOR'S REPORT**TO THE MEMBERS,**

Your Directors take pleasure in presenting the Third Annual Report on the business and operations of your Company together with the Audited Accounts for the financial year ended 31st March 2014.

FINANCIAL PERFORMANCE:

During the year, your Company has recorded a total income of Rs. 2,00,04,371 against Rs. 1,19,47,485 in the previous year, an increase of 67.44%. Net Profit before Taxation for the financial year ended March 31, 2014 increased to Rs. 13,82,812 against Rs. 8,10,323 in the preceding year, representing a rise of 70.65%. Consequently, the Profit after Tax amounted to Rs. 7,75,521 against Rs. 2,86,255 in the preceding year, representing a rise of 170.92%.

However the previous year figures represent only 9.5 months, as the commercial activity of the company starts from 16th Day of June, 2012.

Financial performance of the Company for Financial Year 2013-14 is summarized below:

Particulars	2013-14	2012-13
Sales and Other Income	20004371	11947485
Profit before Interest, Depreciation & Tax	3615415	1219827
Less: Interest (Net)	1398290	32191
Profit before Depreciation & Tax	2217125	1187636
Less: Depreciation	834313	377313
Profit before Tax	1382812	810323
Less: Provisions for Taxation	607290	524068
Net Profit after Tax	775521	286255
Balance brought forward from previous year	276255	(10000)
Profit available for appropriations	1051776	276255
Appropriations	--	--
Transfer to General Reserve	--	--
Proposed Dividend – Equity shares - -	--	--
Corporate Dividend Tax - -	--	--
Balance carried to Balance Sheet	1051776	276255

* Figures regrouped wherever necessary.

** The figures of 2012-13 do not represent figures of the full year as the Company has undertaken its commercial activity from 16th June, 2012 to 31st March, 2013 (for 9.5 months only).

DIVIDEND:

Keeping in mind the overall performance and outlook for your Company, your Board of Directors recommend that this time the company is not declaring dividends as the company is at infant stage of shipping industry and require funds for expansion. Your Directors are unable to recommend any dividend for the year ended 31st March, 2014.

UNCLAIMED DIVIDEND:

There is no balance lying in unpaid equity dividend account.

TRANSFER TO RESERVES:

Company has not transferred any amount from profit to general reserve.

LISTING ON SME PLATFORM OF BSE LIMITED:

Yours Directors are pleased to inform you that your Company has become the Fiftieth Company in India to get listed its securities on the SME Platform of the BSE Limited on 06th March, 2014 and the Company has paid Listing Fees to the Exchange for the year 2013-14.

INITIAL PUBLIC OFFERING:

Post Completion of initial public offer (IPO) of shares, your Company has fully spent / utilized the proceeds of the funds raised under IPO as per the objects of the issue.

EXTRACT OF ANNUAL RETURN:

As per the annexure 'A'

SUBSIDIARY COMPANY

The Company does not have any subsidiary.

NUMBER OF MEETING HELD DURING THE YEAR

The Details of All meeting of Board of Directors and Committee meeting had taken place during the year and their details along with their attendance, is given in annexure 'B'

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Clause 52 of the Listing Agreement with the Stock Exchanges, the Management Discussion and Analysis of the financial condition and results of consolidated operations of the Company under review, is annexed and forms an integral part of the Directors' Report.

MANAGEMENT

There was change in Management by the resignation of Mr. Narendra Kumar Singh, additional director of the Company as on 24th September, 2013.

PUBLIC DEPOSIT

The Company has not accepted any fixed deposits from the public within the meaning of the Companies (Acceptance of Deposits) Rules 1975 during the year.

INSURANCE:

All the properties and the insurable interest of the company including building, plants and machinery and stocks wherever necessary and to the extent required have been adequately insured.

APPOINTMENT / RE-APPOINTMENT OF DIRECTORS

In accordance with Section 149(1), 152(5) and other applicable provisions, if any, of the Companies Act, 2013 including any modification or re-enactment thereof Mrs. Ruchita Mittal shall be appointed as Independent Women Director for the term of 5 years, not liable to retire by rotation after being approved by members at the ensuing general meeting.

In accordance with Section 152(6) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Rakeshkumar Govind Prasad Sarawagi (DIN: 00005665), Executive Director, retire by rotation and is being eligible offer himself for re-appointment at the ensuing Annual General Meeting.

Based on the confirmations received from Directors, none of the Directors are disqualified from appointment under Section 164 of the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a. in the preparation of the annual accounts for the year ended March 31, 2014, the applicable Accounting Standards have been followed and there are no material departures from the same;
- b. the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the State of affairs of the Company as at March 31, 2014 and of the Profit of the Company for that period;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Directors had prepared the annual accounts of the Company on a 'going concern' basis; and
- e. The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- f. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY INFORMATION

The Company being basically into the Shipping business and is the member of BSE SME Platform. Apart from shipping business, the Company has not engaged in any other business/activities.

RESEARCH & DEVELOPMENT

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of your Company.

STATUTORY AUDITORS

M/s. R. Kejriwal & Co., Chartered Accountants (having Firm Registration No 133558W) as Statutory Auditors of the Company, holds office until the conclusion of the ensuing Annual General Meeting and is eligible for re-appointment. The Company has received letter from M/s R. Kejriwal & Co., Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of Section 141 of the Companies Act 2013.

The observations made in the Auditors report read together with the relevant notes thereon, are self explanatory and hence do not call for any comments under Section 134 of the Companies Act,2013.

COMMENTS ON AUDITOR'S REPORT

The notes referred to in the Auditor's Report are self explanatory and as such they do not call for any further explanation as required under section 217(3) of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES

There was no employee drawing remuneration in excess of limits prescribed under section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 2011.

ENERGY CONSERVATION MEASURES, TECHNOLOGY ABSORPTION AND R & D EFFORTS AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of the nature of activities carried on by the Company, the requirements for disclosure in respect of Conservation of Energy, Technology Absorption, in terms of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable to the Company. However the Company takes all possible efforts towards energy conservation.

The requirement for disclosure with regard to technology absorption does not apply to the Company as the activity in which the Company operates does not require any technology.

During the period under review the Company has earned Foreign Exchange of Rs. NIL and incurred the Foreign Exchange outgo of Rs. NIL.

CORPORATE GOVERNANCE

As per clause 52 of the Listing Agreement with the Stock Exchange, the Report of the Corporate Governance and the Certificate of the Auditors of the Company in respect of compliance thereof are appended hereto and forming part of this report.

APPRECIATION

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment and express their sincere thanks and appreciation to all the employees for their continued contribution, support and co-operation to the operations and performance of the company.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from Shareholders, Bankers, regulatory bodies and other business constituents during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in successful performance of the Company during the year.

For and on behalf of the Board of Directors

Place: Surat

Date: 30th August, 2014

Manoj Kumar Sarawagi
Executive Director & Chairman
(DIN: 00005447)

Annexure 'A'

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2014

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN:- U35111GJ2012PLC068922
- ii) Registration Date: 07/02/2012
- iii) Name of the Company: SI. VI. SHIPPING CORPORATION LIMITED
- iv) Category / Sub-Category of the Company: Public Company/Company having share capital
- v) Address of the Registered office and contact details: OFFICE BLOCK FIRST FLOOR,
PL. NO.237/2 & 3 SUB PL.NO.A/25,
CENTRAL PARK SOC., G.I.D.C,
PANDESARA, SURAT-394221
- vi) Whether listed company: YES
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:
Bigshare Services Private Limited
E/2, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (East), Mumbai 400072
Tel No. +91-22-40430200
Email: ipo@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / Services	NIC Code of the Products/Services	% to total turnover of the company
1	Ship Manufacturing	35	100%
2			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. No.	Name & Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section
1	NOT APPLICABLE				
2					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning				No. of Shares held at the end				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoters									
1. Indian:									
a. Individual/HUF	4168000	0	4168000	72.46	4168000	0	4168000	72.46	0
b. Central Govt.	0	0	0	0	0	0	0	0	0
c. State Govt.	0	0	0	0	0	0	0	0	0
d. Body Corporate	0	0	0	0	0	0	0	0	0
e. Banks/ FI	0	0	0	0	0	0	0	0	0
f. Any other	0	0	0	0	0	0	0	0	0
Total of (1)	4168000	0	4168000	72.46	4168000	0	4168000	72.46	0
2. Foreign									
a. NRI Individual	0	0	0	0	0	0	0	0	0
b. Other Individual	0	0	0	0	0	0	0	0	0
c. Body Corporate	0	0	0	0	0	0	0	0	0
d. Banks/ FI	0	0	0	0	0	0	0	0	0
e. Any other	0	0	0	0	0	0	0	0	0
Total of (2)	0	0	0	0	0	0	0	0	0
Total A (1+2)	4168000	0	4168000	72.46	4168000	0	4168000	72.46	0
B. Public Shareholding									
1. Institutions									
a. Mutual Funds	0	0	0	0	0	0	0	0	0
b. Banks/ FI	0	0	0	0	0	0	0	0	0
c. Central Govt.	0	0	0	0	0	0	0	0	0
d. State Govt.	0	0	0	0	0	0	0	0	0
e. Venture Capital Funds	0	0	0	0	0	0	0	0	0
f. Insurance Companies	0	0	0	0	0	0	0	0	0
g. FIIs	0	0	0	0	0	0	0	0	0
h. Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i. Others (Market Maker)	162000	0	162000	2.82	162000	0	162000	2.82	0
Total of (1)	162000	0	162000	2.82	162000	0	162000	2.82	0
2. Non-Institutions									
a. Body Corporate									
i. Indian	168000	0	168000	2.92	168000	0	168000	2.92	0
ii. Overseas	0	0	0	0	0	0	0	0	0
b. Individual									
i. Individual shareholders holding nominal share capital upto Rs. 1 lakh	666000	0	666000	11.58	666000	0	666000	11.58	0
ii. Individual shareholders holding nominal share capital in excess of Rs 1 lakh	588000	0	588000	10.22	588000	0	588000	10.22	0
c. Others	0	0	0	0	0	0	0	0	0
Total of (2)	1422000	0	1422000	24.72	1422000	0	1422000	24.72	0
Total B (1+2)	1584000	0	1584000	27.54	1584000	0	1584000	27.54	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Total A+B+C	5752000	0	5752000	100	5752000	0	5752000	100	0

ii) Shareholding of Promoters

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares	% of Shares Pledged / encumbered to total shares	
1	Manoj kumar Sarawagi	3261000	56.69%	0	3261000	56.69%	0	0

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares	No. of Shares	% of total Shares
	At the Beginning of the year	No Changes as			
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Lock in for			
	At the end of the year	3years			

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares	No. of Shares	% of total Shares
1.	CHOICE EQUITY BROKING PRIVATE LIMITED				
	At the Beginning of the year	150000	2.60%	150000	2.81%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	31.03.2014 12000 Transfer		31.03.2014 12000 Transfer	
	At the end of the year	162000	2.81%	162000	2.81%

2.	ABHILASHA MONEY OPERATIONS PVT LTD				
	At the Beginning of the year	90000	1.56%	90000	1.56%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	31.03.2014 (6000) Transfer		31.03.2014 (6000) Transfer	
	At the end of the year	84000	1.46%	84000	1.56%
3.	EDELCAP SECURITIES LIMITED				
	At the Beginning of the year	60000	1.04%	60000	1.04%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.		N.A.	
	At the end of the year	60000	1.04%	60000	1.04%
4.	SANJAY AGARWAL (HUF)				
	At the Beginning of the year	42000	0.73%	42000	0.73%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.		N.A.	
	At the end of the year	42000	0.73%	42000	0.73%
5.	KANISHKA S AGARWAL				
	At the Beginning of the year	42000	0.73%	42000	0.73%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.		N.A.	
	At the end of the year	42000	0.73%	42000	0.73%
6.	JAIPRAKASH DWARIKAPRASAD AGARWAL				
	At the Beginning of the year	42000	0.73%	42000	0.73%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.		N.A.	
	At the end of the year	42000	0.73%	42000	0.73%

7.	RAJKUMAR CHOUDHARY				
	At the Beginning of the year	30000	0.52%	30000	0.52%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.		N.A.	
	At the end of the year	30000	0.52%	30000	0.52%
8.	SANJAY KUMAR CHOUDHARY				
	At the Beginning of the year	30000	0.52%	30000	0.52%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.		N.A.	
	At the end of the year	30000	0.52%	30000	0.52%
9.	JAIPRAKASH DWARAKAPRASAD AGARWAL				
	At the Beginning of the year	24000	0.41%	24000	0.41%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.		N.A.	
	At the end of the year	24000	0.41%	24000	0.41%
10.	SANJAYKUMAR JAIPRAKASH AGARWAL				
	At the Beginning of the year	24000	0.41%	24000	0.41%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.		N.A.	
	At the end of the year	24000	0.41%	24000	0.41%

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares	No. of Shares	% of total Shares
1	MANOJKUMAR SARAWAGI				
	At the Beginning of the year	3261000	56.69	3261000	56.69
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.		N.A.	
	At the end of the year	3261000	56.69	3261000	56.69
2	RAKESHKUMAR SARAWAGI				
	At the Beginning of the year	303700	5.28%	303700	5.28%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.		N.A.	
	At the end of the year	303700	5.28%	303700	5.28%
3	SANJAYKUMAR SARAWAGI				
	At the Beginning of the year	303000	5.27%	303000	5.27%
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.		N.A.	
	At the end of the year	303000	5.27%	303000	5.27%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning				
i) Principal Amount	1,00,85,948	9,18,99,000		10,19,84,948
ii) Interest due but not paid				
iii) Interest accrued but not due				
Change in Indebtedness during the year				
· Addition	15314125	36886000		5,22,00,125
· Reduction	19210595	89615000		10,88,25,595
Indebtedness at the end				
i) Principal Amount	61,89,478	3,91,70,000		4,53,59,478
ii) Interest due but not paid				
iii) Interest accrued but not due				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to other directors:**

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Director					
	a. Fees for attending board/ committee meeting	NIL				NIL
	b. Commission					
	c. Others, please specify					
	Total (1)					
2	Other Non-Executive Directors					
	a. Fees for attending board/ committee meeting	NIL				NIL
	b. Commission					
	c. Others, please specify					
	Total (2)					
	Total (1+2)					
	Overall Ceiling as per the Act					

B. Remuneration To Key Managerial Personnel Other Than Md / Manager / Wtd :

S.No.	Particulars	Ankita Jain (Company Secretary)
1	Gross Salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	35,898/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	
2	Stock Option	
3	Sweat Equity	
4	Commission -	
	as % of Profit	
	Others, Specify	
5	Others, please specify	
	Total	
	Ceiling as per the Act	

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Breif Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ Court]	Appeal made, if any (give details)
A. COMPANY					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				
B. DIRECTOR					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				

Corporate Governance

In terms of Clause 52 of the SME Listing Agreement with BSE Limited (BSE) the report containing details of corporate governance systems and processes at Si. Vi. Shipping Corporation Limited is as under:

1. COMPANY'S PHILOSOPHY ON THE CODE OF CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is to strive to do the right things, we explore innovative ideas and thinking with positive outlook. We stand and deliver our promises by adhering to highest standard of business ethics. We believe integrity is the foundation of our individual and corporate actions drives our organisation to make it vibrant. Our organisation is based on trust between the different element of our organisation with honesty and credibility. In its endeavor to achieve the higher standards of governance by adopting the best emerging practices, the Company not only adheres to the prescribed corporate governance practices in terms of the regulatory requirements but is also committed to sound corporate governance principles and practices.

2. BOARD OF DIRECTORS

The Board of Directors of the Company (Board) has optimum combination of Non-Executive and Independent Directors comprising three Executive Non Independent Directors and three Non Executive Independent Directors.

Mr. Manoj Kumar Sarawagi is the Executive Director of the company.

None of the Directors hold directorship in more than 20 public limited companies nor is a member of more than 10 committees or chairman of more than 5 committees across all the public limited companies in which they are Directors.

Board Procedure

The Directors of the Company are informed about the Agenda of the Board Meetings and Committee Meetings, containing relevant information / supporting data, as required well in advance, to enable the Board to take informed. Statutory Auditors are also requested to attend the Board or Committee meeting as and when required. When deemed expedient, the Board also approves by circular resolution important items of which cannot be deferred till the next Board Meeting.

Matters discussed at Board Meeting generally relate to Company's performance, half yearly results of the Company, approval of related-party transactions, general notice of interest of Directors, review of the reports of the internal auditors, Audit Committee and compliance with their recommendation, suggestion, compliance of any regulatory, statutory or listing requirements, etc.

Directors

Disclosure regarding re-appointment of Directors required as per Clause 52 of the Listing Agreement:

- i. Mr. Manoj Kumar Sarawagi** aged 39 years, is the Chairman & Executive Director and an expert in marketing. He with his dynamism and innovation has changed the way in which sarees are sold in Asia's most famous Textile Market-Suart. He was responsible for introduction of many new products such as kaddak Synthetic Sarees, Khadi Print Sarees etc. He, with his sharp marketing skills and fine sense of business, has increased the business of Laxmipati Group manifold in a short span of time. In order to diversify the business activities of the group and to prepare the group for next level of growth he has made a contrarian bet on Ship building Sector. Though the Shipbuilding industry is currently going through a downturn he believes that the future is going to be promising once the momentum of global trade picks up. He is instrumental in getting the fabrication contract from M/s L & T for fabrication of interceptor boats.
- ii. Mr. Sanjay Kumar Sarawagi**, is the Executive Director of our Company, has expertise in marketing and corporate skill. He has experience of more than 20 years. He is looking after the marketing, designing and production aspects of the group. He has vast experience in formulating and implementing effective business strategies.
- iii. Mr. Rakesh Kumar Sarawagi** aged 38 years, is the Executive Director (holding DIN: 00005665) of our Company and an expert in Finance has sound knowledge of financial management. He has played a vital role in debt and equity fund raising activity of Laxmipati group. He is a member of the Audit Committee of our Company and has been responsible for managing the fund requirement of the group effectively and keeping the funding costs low to enhance returns to the shareholders.
- iv. Mr. Gururaj Kaujalgi** is a Graduate in Science (Textile Technology) from Bangalore University. He is also a Certified Quality Engineer form RWTUV Germany, Lead Assessor from British Standards Institute, UK and has completed Management Development form IIM Bangalore. He has served the Textile Committee of Ministry of Textiles, Government of India for 36 years before retiring as Deputy Director. He has vast experience in setting up and monitoring of Quality Management Systems. He has provided Quality management system consultancy to various Textile Industries across the length and breadth of India.
- v. Mr. Mahesh Kumar Saboo** is a graduate in Commerce form Nav Yug Commerce College, Surat. He has over 19 years of experience in handling various aspects of Textile Production and Trading. He has wide knowledge in texturing embroidering and weaving.

vi. Mr. Binod Kejriwal is an expert in accounting, finance and business laws. He has over 40 years of experience in handling accounts and finance function for various kinds of businesses. He currently engaged in providing legal assistance to various business groups of Surat.

vii. Mr. Narendra Kumar Singh was appointed as Additional Director on March 18, 2013 and retired as on September 24, 2013 because of completion of his term as director.

Board Strength and representation:

As of March 31, 2014, the Board consisted of six members. The Composition and the category of Directors on the Board of the Company were as under:

Category	Name of Director
Executive and Non Independent Director	Mr. Manoj Kumar Sarawagi Mr. Sanjay Kumar Sarawagi Mr. Rakesh Kumar Sarawagi
Non Executive and Independent Director	Mr. Binod Kejriwal Mr. Maheshkumar Saboo Mr. Gururaj Kaujalgi

During the financial year 2013-14, Fifteen Meetings of the Board of Directors were held on the following dates:

<u>27.06.2013</u>	<u>27.07.2013</u>	<u>14.08.2013</u>	<u>21.08.2013</u>	<u>30.08.2013</u>
<u>16.09.2013</u>	<u>24.09.2013</u>	<u>01.10.2013</u>	<u>02.11.2013</u>	<u>12.11.2013</u>
<u>26.11.2013</u>	<u>21.12.2013</u>	<u>03.02.2014</u>	<u>01.03.2014</u>	<u>27.03.2013</u>

The Details of Directorship and Membership / Chairmanship of the Committee of the Board held by the Directors as on 31st March, 2014 and their attendance at the meetings during the year are as follows:

Name of Directors	Category	No. of Board meetings held during the financial year 2013-14	No. of Board meetings as attended by the Directors during the financial year 2013-14	Attendance at the Last AGM	No. of Directorship in other Public Limited Companies	No. of Committee positions held including the Company *
Mr. Manoj Kumar Sarawagi	Promoter & Chairman	15	15	Yes	0	0
Mr. Sanjay Kumar Sarawagi	Promoter & Executive Director	15	15	Yes	0	0
Mr. Rakesh Kumar Sarawagi	Promoter & Executive Director	15	15	Yes	0	0
Mr. Narendra Kumar**	Additional Director	15	5	No	0	0
Mr. Binod Kejriwal***	Independent Director	15	4	No	0	3
Mr. Gururaj Kaujalgi***	Independent Director	15	4	No	0	2
Mr. Mahesh Kumar Saboo***	Independent Director	15	4	No	0	3

* Membership / Chairman of only Audit Committee and Shareholders' / Investors' Grievance Committee in Public limited companies have been considered.

** Resigned from Directorship on 24th September, 2013.

*** Attended the meeting after their appointment.

3. AUDIT COMMITTEE

The Audit Committee of Si. Vi. Shipping Corporation Limited consists of two Independent Directors and one Executive Director of the Company. All the Directors have good knowledge of Finance, Accounts and Company Law. The Chairman of the Committee is Mr. Binod Kejriwal. The Committee held 1 (One) meeting/s during the year after its formation in December 2013. The Audit Committee also advises the Management on the areas where internal control system can be improved.

Mr. Binod Kejriwal is the Chairman of the Audit Committee.

The Compliance Officer of the Company acts as the Secretary to the Audit committee.

The Terms of reference of the Audit Committee are in accordance with all the items listed in Clause 52 (II) (D) and (E) of the Listing Agreement are as follows:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (C) of Sub-section 3 of section 134 of the Companies Act.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
9. Discussion with internal auditors on any significant findings and follow up there on.
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
13. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
14. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

The powers of the Audit Committee include the following:

1. Investigating any activity within its terms of reference;
2. Seeking information from any employee;
3. Obtaining outside legal or other professional advice; and
4. Securing attendance of outsiders with relevant expertise, if it considers necessary.

Composition and attendance at Meetings:

As on 21st December, 2013, the composition of Audit Committee has been as under:

Name of Directors	Categories	Nature of Directorship
Mr. Binod Kejriwal	Chairman	Independent Director
Mr. Maheshkumar Saboo	Member	Independent Director
Mr. Rakesh Kumar Sarawagi	Member	Executive Director

During the financial year 2013-14, one meeting of Audit Committee was held on following dates: 27th March 2013.

Attendance of the Directors at the Audit Committee Meetings held during the financial year is as under:

Name of Directors	Categories	No. of Meeting Attended
Mr. Binod Kejriwal	Chairman	1
Mr. Maheshkumar Saboo	Member	1
Mr. Rakesh Kumar Sarawagi	Member	1

4. REMUNERATION COMMITTEE

Your Company has constituted a Nomination & Remuneration Committee to look into the matters pertaining to remuneration of executive and non executive directors. The Nomination & Remuneration Committee was constituted vide resolution passed at the meeting of the Board of Directors held April 30, 2014.

The terms of reference of the Nomination & Remuneration Committee include the following:

1. To determine the framework or broad policy for the remuneration of the company's chairman, chief executive, the executive directors, and such other members of the executive management as it is designated to consider. No director or manager shall be involved in any decisions as to their own remuneration.
2. In determining such policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the guidance standards. The objective of such policy shall be to ensure that members of the executive management of the company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the company.
3. When setting remuneration policy for directors, review and have regard to the trends the company or group or peers in the Industry.
4. To review the ongoing appropriateness and relevance of the remuneration policy.
5. Within the terms of the agreed policy and as appropriate, determine the total individual remuneration package of the chairman, each executive director, company secretary and other designated senior executives including bonuses, incentive payments and share options or other share awards.
6. To obtain reliable, up-to-date information about remuneration in other companies. To help it fulfill its obligations the committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary, within any budgetary restraints imposed by the board.
7. To be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the committee.
8. To approve the design of and determine targets for, any performance related pay schemes operated by the company and approve the total annual payments made under such schemes.
9. To review the design of all share incentive plans for approval by the board and shareholders. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to executive directors, company secretary and other designated senior executives and the performance targets to be used.
10. To determine the policy for, and scope of, pension arrangements for each executive director and other designated senior executives.
11. To oversee any major changes in employee benefits structures throughout the company or group.

Composition of the Nomination & Remuneration Committee and attendance at Meetings:

As on 30th April, 2014, the composition of Nomination & Remuneration Committee has been as under:

Name of Directors	Categories	Nature of Directorship
Mr. Gururaj Kaujalgi	Chairman	Independent Director
Mr. Maheshkumar Saboo	Member	Independent Director
Mr. Binod Kejriwal	Member	Independent Director

During the financial year 2013-14 no meetings of the Nomination & Remuneration Committee were held.

None of the Directors have received any remuneration during the Financial Year 2013-14.

5. SHAREHOLDERS' / INVESTOR'S GRIEVANCES COMMITTEE

Your Company has constituted a shareholder / investors grievance committee ("Shareholders / Investors Grievance Committee") to redress the complaints of the shareholders. The Shareholders/Investors Grievance Committee was constituted vide resolution passed at the meeting of the Board of Directors held December 21, 2013.

The Shareholder/Investors Grievance Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Investor Grievance Committee include the following:

1. Redressal of shareholder's/investor's complaints;
2. Reviewing on a periodic basis the Approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
4. Non-receipt of declared dividends, balance sheets of the Company; and
5. Carrying out any other function as prescribed under the Listing Agreement.

Composition of the Shareholders' / Investors Grievance Committee and attendance at Meetings:

As on 21st December, 2013, the composition of Shareholders' / Investors Grievance Committee has been as under:

Name of Directors	Categories	Nature of Directorship
Mr. Gururaj Kaujalgi	Chairman	Independent Director
Mr. Maheshkumar Saboo	Member	Independent Director
Mr. Binod Kejriwal	Member	Independent Director

During the financial year 2013-14, one meeting of Shareholders' / Investors Grievance Committee was held on following date: 27th March 2013.

Attendance of the Directors at the Shareholders' / Investors Grievance Committee Meetings held during the financial year is as under:

Name of Directors	Categories	No. of Meeting Attended
Mr. Gururaj Kaujalgi	Chairman	1
Mr. Maheshkumar Saboo	Member	1
Mr. Binod Kejriwal	Member	1

Name & Designation and address of the Compliance Officer

Miss Ankita Jain – Company Secretary
 Si. Vi. Shipping Corporation Limited
 Office Block 1st Floor, Plot No. 237/2 & 3,
 Sub Plot No. A/25, Central Park Society,
 GIDC, Pandesara, Surat-394 221

Status of Complaints received, resolved and pending as on 31st March, 2014

Number of Shareholders' Complaints received during the year	Nil
Number of Shareholders' Complaints resolved during the year	Nil
Number of Shareholders' Complaints Pending at the end of the year	Nil

6. GENERAL BODY MEETINGS

The details of Annual General Meetings held during the last three years are as follows:

Years	Day, Date and Time	Venue
2011-12	Monday, 30 th August, 2012 at 11:30 A.M.	Shop no. UG-24, H. Gr. Floor, City Light Complex, Opp. Dev Darshan Apartment, City Light Road, Surat- 395007
2012-13	Tuesday ,24 th September, 2013 at 11:00 A.M.	Shop no. UG-24, H. Gr. Floor, City Light Complex, Opp. Dev Darshan Apartment, City Light Road, Surat- 395007

No Special Resolution(s) were passed at the last two Annual General Meetings (“AGM”)

During the year under review, no resolution was put through by Postal Ballot

EXTRAORDINARY GENERAL MEETING

During the year under review, Four Extra ordinary General Meeting was held.

EOGM Date	Special Resolutions Passed
14 th August,2013	1. M/s R Kejriwal & Co. were appointed as auditors of the Company in place of M/s RPR & Co.
21 st August, 2013	1. Authorised capital of the Company is increased from Rs.2.5 Crs to Rs.6 Crs.
12 th Novenber,2013	1. Conversion of Company from Private to a Public Limited Company. 2. Adoption of New set of Articles of Association.

21 st December,2013	<ol style="list-style-type: none"> 1. Increased the Borrowing power of Board of Directors of Company. 2. Authorized the Board to Mortgage and/ or Change Properties of the Company. 3. Authority to pay Remuneration to Non- Executive Directors. 4. Approval of Initial Public Offer (IPO) 5. Appointment of Mr. Mahesh Saboo as a Non Executive Independent Director. 6. Appointment of Mr. Gururaj Kaujalgi as a Non Executive Independent Director. 7. Appointment of Mr. Binod Kejriwal as a Non Executive Independent Director.
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PROCEDURE FOR POSTAL BALLOT AND VOTING PATTERN:

Since, no special business was carried out in last three years by way of Postal ballot so this section is not applicable.

FINANCIAL RESULT:

The half yearly/yearly financial results were informed in time to stock exchange.

SHAREHOLDING PATTERN:

Share holding pattern as on 31st March, 2014.

Number of Shares	Number of Shares	Number of Shareholders	% to Total
Upto	6000	115	11.79
6001	12000	11	2.29
12001	18000	13	4.08
18001	24000	2	0.83
24001	30000	2	1.04
30001	42000	3	2.19
42001	60000	1	1.04
60001	84000	1	1.46
84001	162000	1	2.82
162001	300000	1	5.22
300001	304000	2	10.55
304000	5752000	1	56.69

All the Shares of the Company are in demat form.

Out of 5752000 Shares, 5020000 Shares are registered with CDSL &

Out of 5752000 Shares, 732000 Shares are registered with NSDL

7. DISCLOSURES**7.1 Related Party Transaction**

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given for information as follows:

(Rs. In Lakhs)

Name of Lender	Amount outstanding as on 30 th September, 2013	Rate of Interest	Security	Tenure	Repayment from the Net Proceeds of the Issue
Anmol Tradelink Pvt. Ltd.	415.78	Nil	Unsecured	Repayable on Demand	415.78
Georgette Tradecom Pvt. Ltd.	39.00	Nil	Unsecured	Repayable on Demand	39.00
Hi- choice Trading Pvt. Ltd.	67.00	Nil	Unsecured	Repayable on Demand	67.00
Govindprasad Sarawagi	143.00	Nil	Unsecured	Repayable on Demand	68.72
Manoj Kumar Sarawagi	12.44	Nil	Unsecured	Repayable on Demand	Nil
Sanjay Sarawagi	108.00	Nil	Unsecured	Repayable on Demand	Nil
Rakesh Sarawagi	35.55	Nil	Unsecured	Repayable on Demand	Nil

7.2 Statutory Compliance, Penalties and Strictures

The Company has complied with the requirements of the Stock Exchanges / Securities

and Exchange Board of India (SEBI) / and Statutory Authorities to the extent applicable, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the last three years.

7.3 Whistle Blower Policy/Vigil Mechanism Policy

The Company has framed a Code of Conduct for Directors and Senior Management. At present, the Company has a formal Whistle Blower Policy/ Vigil Mechanism Policy. The Directors of the Company affirms that no personnel have been denied access to the Audit Committee.

7.4 Proceeds from the Initial Public Offer of the Company

The Details about the utilization of the proceeds raised through Initial Public Offer of equity shares of the Company are disclosed to the Audit Committee. The Company has not utilized these funds for the purposes other than those mentioned in the prospectus of the Company.

7.5 Reconciliation of Share Capital Audit

In line with the requirements stipulated by SEBI, Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

7.6 Non-Mandatory Requirements

The Status of compliances with the non-mandatory requirements is as under:

7.6.1 The Board:

No separate office for the Chairman is maintained, and hence no reimbursement is made towards the same. No Specific tenure has been specified for the Independent Director. However, they are liable to retire by rotation and seek re-appointment by the Members.

7.6.2 Remuneration Committee:

Details regarding Remuneration Committee are provided and forms part of this report.

7.6.3 Shareholders' Rights:

The Company has posted its half yearly financial results on its website i.e. www.sivishipping.com

7.6.4 Audit Qualification:

There are no audit qualifications in the financial statements for the financial year 2013-14. Standard practices and procedures are followed to ensure unqualified financial statements.

7.6.5 Training to Board Members:

The Board is equipped to perform its role through inputs from various sources from time to time. Directors are fully briefed on all matters concerning the

business and operations of the Company and they regularly interact with the management in a free and open manner in order to obtain any information that they may require.

7.6.6 Mechanism for evaluating Non-Executive Board Members:

The Company presently does not have any formal mechanism for evaluating Non-Executive Board members.

8. MEANS OF COMMUNICATION

The half yearly financial results are regularly submitted to the Stock Exchange in accordance with the Listing Agreement and also uploaded on the Company's website – www.sivishipping.com

The official news, release, presentation that may be made to the Shareholders at the Annual General Meeting and the presentation as may be done to the analysts will be posted on the Company's website – www.sivishipping.com

9. GENERAL SHAREHOLDER MEETING

9.1	Date, Time and Venue	22 nd September, 2014 at 11:00 A.M. at the Registered office of the Company at. Office Block, First Floor, Plot No. 237/2 & 3, Sub Plot A-25 Central Park Society, GIDC , Pandesara, Surat-394221
9.2	Financial Year	The Financial Year of the Company is from April 1 to March 31 of the following year.
9.3	Date of Book Closure	15 th September, 2014 to 19 th September, 2014 (both days inclusive)
9.4	Listed on Stock Exchanges	SME Platform of BSE Limited
9.5	Scrip Code / ID	537669 / SIVI

9.6 Market Price Data

Table below gives the monthly high and low prices and volumes of M/s. Si. Vi. Shipping Corporation Limited equity shares at SME Platform of BSE Limited for the year 2013-2014:

Month	BSE	
	High (in Rs.)	Low (in Rs.)
March 2014	36.15	25.00

9.7 Registrar & Transfer Agents: Bigshare Services Private Limited

E/2, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (East), Mumbai 400072
Tel No. +91-22-40430200
Email: ipo@bigshareonline.com

9.8 Share Transfer System: All shares are held in Demat Form.

9.9 Distribution of Shareholdings as on 31st March, 2014:

Share Holding of Nominal Value Rs.	Number of Shareholders	Percentage of Total	Share Amount Rs.	Percentage of Total
Upto 5000	3	1.95	3000	0.01
5001 -100000	113	73.38	6780000	11.78
100001-9999999999	38	24.67	50737000	88.21
Total	154		57520000	100.0000

9.10 Category of Shareholders as on 31st March, 2014:

Category	No of Shares held	Shareholding %
Promoter & Promoter Group	4168000	72.46
Market Maker	162000	2.82
Bodies Corporate	168000	2.92
Individuals	1254000	21.80
Total	5752000	100.00

9.11 Dematerialization of Shares and Liquidity:

As on 31st March, 2014, a total of 57, 52,000 equity shares equivalent to 100% of the total issued, subscribed and paid-up equity share capital of the Company were in dematerialized form.

The equity Shares of the Company are traded on the SME platform of BSE Limited.

9.12 Outstanding GDRs/ADRs/Warrants or any Convertible Instruments: NIL

9.13 Plant Locations: Not Applicable

9.14 Address for Correspondence:

Registrar and Share Transfer Agents:

Bigshare Services Private Limited

E/2, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (East), Mumbai 400072
Tel No. +91-22-40430200

Email: ipo@bigshareonline.com

Company & Registered Office:

Si. Vi. Shipping Corporation Limited

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

Tel No. +91 261 2894415/16

Email: investors@sivishippng.com

Website: www.sivishipping.ciom

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Si. Vi. Shipping Corporation Limited

We have examined the compliance of the conditions of Corporate Governance by Si. Vi. Shipping Corporation Limited (The Company) for the year ended 31st March 2014 as stipulated in Clause 52 of the Listing Agreement of the said Company with Bombay Stock Exchange Ltd.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investors Grievances Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with the management has conducted the affairs of the Company.

**For R Kejriwal & Co.
Chartered Accountants
(FRN : 133558W)**

PLACE : SURAT
DATE : 30.05.2014

**RUCHI KEJRIWAL
Partner
M. No. 145801
AAPFR9048C**

CERTIFICATE UNDER CLAUSE 52 (V) OF THE LISTING AGREEMENT

All the Members of the Board of Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them as laid down by the Company in terms of Clause 52(V) of the Listing Agreement entered into with the Stock Exchanges for the financial year ended 31st March, 2014.

For Si. Vi. Shipping Corporation Limited

Date: 30th May, 2014

Place: Surat

Manoj Kumar Sarawagi
Chairman
(DIN: 00005447)

MANAGEMENT DISCUSSION AND ANALYSIS

The purpose of this discussion is to provide an understanding of financial statements and a composite summary of performance of our business.

Management Discussion and Analysis (MDA) is structured as follows:

- Industry Overview & Outlook
- Opportunities & Threats
- Risk and Concerns
- Internal Control System
- Financial and operational performance
- Material Development in Human Resources

Some Statements in this discussion may be forward looking. Future performance may however differ from those stated in the management discussion and analysis on account of various factors such as changes in Government regulations, tax regimes, impact of competition, etc.

MARKET TREND & ECONOMY

Globally, Shipbuilding and Ship Repair industry is growing at a Compounded Annual Growth Rate (CAGR) of about 24 per cent and is likely to reach Rs. 14 lakh crore by 2015 owing to rising global sea borne trade, according to the study done by the Associate Chambers of Commerce (ASSOCHAM). During the year under review, Global Shipbuilding Industry experienced rapid decline in new shipbuilding orders as backlogs remained high and the global economic downturn adversely affected the demand for new ships or vessels. China, South Korea and Japan are leading shipbuilding nations and cater to over 80% of the global shipbuilding industry. However, India has not yet reached a stage where it can enjoy economies of scale like Korea or China. Still Indian Shipbuilding industry accounts for less than 1 per cent of global market share. According to study done by Shipyards Association of India (SAI), while shipbuilding in countries like China, South Korea and Japan continue to account for more than 80 per cent of the global shipbuilding market. The Indian Shipbuilding and Ship repair Industry is likely to reach Rs. 9,200 crore by year 2015, growing at a Compounded Annual Growth Rate (CAGR) of about 8 per cent according to a study done by the ASSOCHAM. Approximately 90% of the country's trade by volume and 70% by value are moved through Maritime Transport. There is huge scope for development of the shipping sector.

OVERVIEW & OUTLOOK

The Indian Shipbuilders Association (ISBA) has carried out an assessment of the present and future growth trend of the industry and is of the view that this industry can grow at a rate of more than 30% and this momentum can be maintained for the next 10 years. With this shipbuilding industry would also be able to achieve a world share of 2.2% and an annual turnover of Rs. 18,000 crores (2.5 Billion \$). It is expected that by the time the shipbuilding industry matures by 2017 it would have attained more than 7.5% of global order book and will have a turnover of Rs 40,500 crs (9 billion \$).

The Indian Shipping industry accounting for approximately 7%-9% of the global sea-borne trade continues to be plagued by several challenges such as: onerous tax regime and multiplicity of regulations owing to the absence of 'infrastructure industry' status, higher port calling costs, port congestion arising from poor connectivity with the hinterland, underdeveloped coastal shipping. In addition, factors intrinsic to the industry such as declining share of Indian shipping tonnage in India's overseas trade owing to the absence of cargo reservation for Indian shipping companies, manpower shortage etc, continue to dither the growth of Indian tonnage.

OPPORTUNITIES & THREATS

Union budget 2013-14 has provided exemption from excise duty on ships and vessels provides a small positive for the domestic shipbuilding industry. Currently, 2% excise duty is paid by the domestic shipyards in case no CENVAT credit is availed and 6% in other cases. With the above exemption, the Indian shipyards would benefit marginally, who in turn may pass on some of the benefits to the Indian ship owners placing orders with them. Import of ships will also become marginally cheaper with the abolition of the CVD on imported ships and vessels. Overall, the above exemption from excise duty is a small positive for the domestic shipbuilding & shipping sector, which has been facing several challenges such as slowdown in orders, cancellation of orders, stretched cash flows and high leverage.

RISK AND CONCERNS

The nodal responsibility of the entire Shipbuilding and Ship-repair Industry vests with the Ministry of Shipping. The Ministry of Shipping encompasses within its fold shipping and port sectors which also include shipbuilding and ship repair, major ports and inland water transport. Thus risks arising from political instability as well as changes in government policy would be a cause of concern. The shipping sector is continuing with a down cycle. The Indian shipbuilding industry has already touched a three figure capacity but the room for improvement is still huge as evident from the fact that in spite of our achievements in shipbuilding, we still lag significantly behind the countries with their own shipbuilding industries.

INTERNAL CONTROL SYSTEM

The Company has in place an adequate system of internal control commensurate with its size and nature of its business. These have been designed to provide reasonable assurance that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly and the business operations are conducted as per the prescribed policies and procedures of the Company. The Audit committee and the management have reviewed the adequacy of the internal control systems and suitable steps are taken to improve the same.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Your company has successfully delivered 05 vessels during the financial year under review.

Your Company has recorded total revenue of Rs. 2,00,04,371, Net Profit after tax for the Financial Year stood at Rs. 7,75,521 and recorded an EBIDITA of Rs. 13,82,812, as standalone basis for the financial year under consideration.

HUMAN RESOURCES DEVELOPMENT AND INDUSTRIAL RELATIONS

Your Company firmly believes that its human resources are the key enablers for the growth of the Company and important asset. Hence, the success of the Company is closely aligned to the goals of the human resources of the Company. Taking into this account, your Company continued to Invest in developing its human capita and establishing its brand on the market to attract and retain the best talent.

Employee relations during the period under review continued to be healthy, cordial and harmonious at all levels and your Company is committed to maintain good relations with the employees.

CAUTIONARY STATEMENT

The report may contain certain statements that the Company believes are, or may be considered to be "forward looking statements" that describe our objectives, plans or goals. All these forward looking statements are subject to certain risks and uncertainties, including but not limited to, government action, economic development and risks inherent in the Company's growth strategy and other factors that could cause the actual results to differ materially from those contemplated by the relevant forward looking statements.

For Si. Vi. Shipping Corporation Limited

Date: 30th August, 2014

Place: Surat

Manoj Kumar Sarawagi
Chairman
(DIN: 00005447)

CERTIFICATION BY THE CHIEF FINANCIAL OFFICER ON FINANCIAL STATEMENTS OF THE COMPANY

I, Manoj Kumar Sarawagi, Executive Director and Chairman of Si. Vi. Shipping Corporation Limited, certify that:

- (a) I/We have reviewed the financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best our knowledge the belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We are responsible for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
 - (i) significant changes in internal control over financial reporting during the year
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements, and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Surat
Date: May 30, 2014

By order of Board of Directors

Manoj Kumar Sarawagi
Chairman & Executive Director
(DIN: 00005447)

AUDITOR'S REPORT

Auditor's Report to the Members of **SI. VI. SHIPPING CORPORATION LIMITED**

Report on the Financial Statements:

We have audited the accompanying financial statements of SI. VI. SHIPPING CORPORATION LTD ("the Company"), which comprise the Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements:

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility:

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Profit and Loss Account, of the profit for the year ended on that date and
- (c) in the case of Cash Flow statement, of the cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

As required by section 227(3) of the Act, we report that:

we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

the Balance Sheet, and Profit & Loss Account dealt with by this report are in agreement with the Books of Account;

in our opinion, the Balance Sheet and Profit & Loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;

on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For R Kejriwal & Co.
Chartered Accountants
(FRN : 133558W)**

**PLACE : SURAT
DATE : 30.05.2014**

**RUCHI KEJRIWAL
Partner
M. No. 145801
AAPFR9048C**

Annexure to Auditors' Report

(Referred to in paragraph 3 of our report of even date to the members of SI. VI. SHIPPING CORPORATION LTD. On the financial statements for the year ended March 31, 2014)

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of audit, we state that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) According to information and explanation given to us, during the year, the management conducted physical verification of certain fixed assets in accordance with its policy of physical verification in a phased manner. In our opinion, such frequency is reasonable having regard to the size of the Company and the nature of its fixed assets. As explained to us, the discrepancies noticed on physical verification as compared to book records maintained, were not material and have been properly dealt with in the books of account.
- (c) The Company has not disposed off substantial part of fixed assets during the year.
- (ii) (a) As explained to us, the management has conducted physical verification of stocks of raw materials, finished goods and stores and spares at reasonable intervals during the year, except in case of stocks lying with third parties, in respect of which certificates of stocks held as at year-end have been received for a substantial portion.
- (b) In our opinion, and according to the information and explanations given to us, the procedures during the year for physical verification of inventory, followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
- (c) On the basis of our examination of inventory records, we are of the opinion that the Company has maintained proper records of inventory. Discrepancies noticed on physical verification of inventory as compared to the book records were not material and these have been properly dealt with in the books of account.
- (iii) (a) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to parties covered in the

- register maintained under Section 301 of the Act. Consequently, the provisions of sub-clauses (b), (c) and (d) of clause (iii) of paragraph 4 of the Order are not applicable.
- (b) During the Year the company has taken/accepted loans from 7 parties covered in the Register maintained under Section 301 of the Companies Act, 1956 the balance outstanding from such parties at the end of the year is Rs. 391.70 Lacs.
 - (c). In our opinion, and according to the information and explanations given to us, the rate of interest and other terms and conditions on which the loans are availed are prima facie, not prejudicial to the interest of the Company.
- (iv) In our opinion and according to information and explanation given to us, during the year under report, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods. Further, on the basis of our examination of books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control procedures.
- (v) In respect of transaction covered under section 301 of the Act,
- (a) To the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Act have been so entered.
 - (b) In our opinion and according to the information and explanation given to us, transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Act and exceeding the value of Rs. 5 Lacs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time where such market prices are available.
- (vi) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public, to which the directives issued by the Reserve Bank of India and the provisions of Section 58A and 58AA or any other provisions of the Companies Act, 1956 or the rules framed there under apply.
- (vii) Commensurate with its size and nature of its business in our opinion the company has in house internal audit system.
- (viii) The accounts and records maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 209 (1) (d) of the Act are not applicable to the company.

- (ix)
- (a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employee's State Insurance, Income-tax, Sales-tax, and other material Statutory Dues applicable to it. There were no arrears as at, 31st March, 2014 for a period of more than six months from the date they became payable.
 - (b) According to the records of the Company, no dues of sales tax, income- tax, customs, wealth-tax, excise duty, cess which have not been deposited on account of disputes
- (x) The Company has neither accumulated losses at the end of the financial year nor has it incurred cash loss, in the financial year under report nor in the immediately preceding financial year.
- (xi) According to the information and explanations given to us, the Company has not committed default in repayment of dues to banks and financial institutions. The Company has not borrowed any funds by way of issue of debentures.
- (xii) In our opinion, and according to the information and explanations given to us, during the year under report, the Company has not granted any loans or advances against security by way of pledge of shares and securities; accordingly, the provisions of clause (xii) of paragraph 4 of the Order are not applicable.
- (xiii) In our opinion, the Company is not a chit fund / nidhi / mutual benefit fund / society and accordingly, the provisions of clause (xiii) of the Order are not applicable.
- (xiv) According to the information and explanations given to us, the Company is not dealing or trading in shares, securities and other investments, and accordingly the provisions of clause (xiv) of paragraph 4 of the Order are not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- (xvi) In our opinion and accordingly the information and explanations given to us, the Company has not raised any term loan during the year.
- (xvii) In our opinion, and according to the information and explanations given to us, and on an overall examination of the balance sheet of the Company, we report that no funds raised on a short- term basis have been used for long-term investment.

- (xviii) The Company has made preferential allotment of shares during the year to the parties covered in the register maintained under Section 301 of the Act at face value of the shares, thus at a price not prejudicial to the interests of the company.
- (xix) The Company has not issued any debenture during the year.
- (xx) The Company has disclosed the end use of funds raised through public issue during the year under report and it has been verified by us.
- (xxi) To the best of our knowledge and according to the information and explanations given to us, there have been no cases of fraud on or by the Company noticed or reported during the year under report.

For R Kejriwal & Co.

Chartered Accountants

(FRN : 133558W)

PLACE: SURAT

DATE : 30.05.2014

Ruchi Kejriwal

Partner

M. No. 145801

AAPFR9048C

SI. VI. SHIPPING CORPORATION LIMITED
(Formerly known as Si. Vi. Shipping Corporation Pvt Ltd)

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- U35111GJ2012PLC068922

Website: www.sivishipping.com ; Email: admin@sivishipping.com

PART-I COMBINED BALANCE SHEET AS AT 31.03.2014

	Note No.	As at 31.03.2014	As at 31.03.2013
<u>EQUITY & LIABILITIES</u>			
I Shareholders' Funds			
Share Capital	2	5,75,20,000	1,21,00,000
Reserve and Surplus	3	4,21,81,776	2,76,255
II Share Application Money Pending Allotment		-	1,80,00,000
III Non-Current Liabilities			
Long term Borrowings	4	54,80,479	49,49,968
Deferred Tax Liabilities(Net)		7,13,456	3,69,661
Other Long term Liabilities		-	-
Long term provisions		-	-
IV Current Liabilities			
Short term Borrowings	5	3,74,58,000	9,46,74,748
Trade payables	6	2,42,468	89,587
Other Current Liabilities	7	24,20,999	23,60,232
Short Term Provisions	8	15,05,819	25,20,004
TOTAL		14,75,22,998	13,53,40,455
<u>ASSETS</u>			
I Non-Current Assets			
Fixed Assets			
- Tangible Assets	9	12,27,15,088	1,47,35,101
- Intangible assets		-	-
- Capital WIP	10	1,41,18,147	43,04,995
- Intangible Assets under development		-	-
Non current Investments		-	-
Deferred tax assets (net)		-	-
Long term Loans and Advances	11	93,985	10,98,39,003

Other Non-Current Assets	12	73,420	73,420
II Current Assets			
Current Investments			
Inventories	13	2,81,967	5,28,193
Trade receivables	14	17,05,851	50,25,124
Cash and bank balances	15	50,87,616	5,22,930
Short term Loans and advances	16	15,82,924	3,11,690
Other current assets	17	18,64,000	-
TOTAL		14,75,22,998	13,53,40,455

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS AS PER NOTE 1

As per our report of even date

For R. Kejriwal & Co.

Chartered Accountants

Ruchi Kejriwal

Proprietor

Director

Director

Partner

M.No. 145801

FRN.133558W

Date : 30/05/2014

Place : SURAT

Company Secretary

SI. VI. SHIPPING CORPORATION LIMITED**(Formerly known as Si. Vi. Shipping Corporation Pvt Ltd)**

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- U35111GJ2012PLC068922

Website: www.sivishipping.com ; Email: admin@sivishipping.com

PART-I COMBINED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2014

	Note No.	From 01.04.2013 - 31.03.2014	From 01.04.2012 - 31.03.13
Income			
I Revenue From Operations (Net)		1,99,85,245	1,18,78,669
II Other income	18	19,126	68,816
III TOTAL REVENUE		2,00,04,371	1,19,47,485
IV Expenses			
Purchases	19	10,55,815	15,50,004
Changes in inventory of finished goods, work-in- progress	20	2,46,226	(5,28,193)
Employee benefit expense	21	1,41,35,685	82,61,562
Finance costs	22	15,79,904	1,84,293
Depreciation & Amortization Exp.	9	8,34,313	3,77,313
Other expenses	23	7,69,616	12,92,183
V TOTAL EXPENSES		1,86,21,559	1,11,37,162
VI Profit before Exceptional & Extraordinary items & tax		13,82,812	8,10,323
Add/(less) exceptional items		-	-
VII Profit before extraordinary items and tax		13,82,812	8,10,323
Add/(less) Extraordinary items		-	-
VIII Profit Before Tax		13,82,812	8,10,323
Tax expense			
Current Tax		2,63,495	1,54,407
Wealth Tax		-	-
Deferred Tax		3,43,795	3,69,661
Less: MAT credit entitlement		-	-
IX Profit /(Loss) from Continuing Operations		7,75,521	2,86,255

X	Profit /(Loss) from Discontinuing Operations	-	-
	Less: Tax Expenses of Discontinuing Operations	-	-
XI	Profit /(Loss) from Discontinuing Operations after Tax	-	-
XII	Profit / (Loss) for the year	7,75,521	2,86,255
XIII	Earning per Equity Share		
	Basic	0.32	5.43
	Diluted	0.32	5.43

See accompanying notes to the financial statement

As per our report of even date
For R. Kejriwal & Co.
Chartered Accountants

For SI. VI. SHIPPING CORPORATION LTD.

Ruchi Kejriwal
Partner
M.No. 145801
FRN.133558W
Date : 30/05/2014
Place : SURAT

Proprietor

Director

Director

Company Secretary

SI. VI. SHIPPING CORPORATION LIMITED**(Formerly known as Si. Vi. Shipping Corporation Pvt Ltd)**

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- U35111GJ2012PLC068922

Website: www.sivishipping.com ; Email: admin@sivishipping.com

PART-I COMBINED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2014

	01.04.2013 - 31.03.2014	01.04.2012 - 31.03.2013
A Cash flow from operating activities:		
Net Profit before tax as per Profit And Loss A/c	13,82,812	8,10,323
Adjusted for:		
Depreciation	8,34,313	3,77,313
Interest & Finance Cost	15,79,904	1,84,293
Operating Profit Before Working Capital Changes	37,97,029	13,71,929
Adjusted for:		
Inventories	2,46,226	(5,28,193)
Trade Receivables	33,19,273	(50,25,124)
Loans and advances and other assets	(31,35,234)	(3,11,690)
Liabilities & Provisions	(8,00,537)	49,59,823
Cash Generated From Operations	34,26,757	4,66,745
Direct Tax Paid	2,63,495	1,54,407
Net Cash Flow from/(used in) Operating Activities:	31,63,262	3,12,338
B Cash Flow From Investing Activities:		
Purchase of Fixed Assets	(12,08,17,449)	(1,97,27,936)
Sale of Fixed Assets	18,64,985	-
Proceeds from other investment	11,00,70,029	(10,95,28,476)
Net Cash flow from /(Used in) Investing Activities:	(88,82,435)	(12,92,56,412)
C Cash Flow from Financing Activities:		
Proceeds From Share Capital & Share Premium	8,65,50,000	1,20,00,000
Proceeds From Share Application Money	(1,80,00,000)	1,80,00,000
Proceeds from Long Term Borrowing (Net)	5,30,511	49,49,968
Proceeds from Short-term borrowings	(5,72,16,748)	9,41,68,328
Interest & Financial Charges	(15,79,904)	(1,84,293)

Net Cash Flow from/(used in) Financing Activities	1,02,83,859	12,89,34,003
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	45,64,687	(10,071)
Cash & Cash Equivalents As At Beginning of the Year	5,22,930	5,33,000
Cash & Cash Equivalents As At End of the Year	50,87,616	5,22,930

As per our report of even date
For R. Kejriwal & Co.
Chartered Accountants

For SI. VI. SHIPPING CORPORATION LTD.

Director

Director

Ruchi Kejriwal
Partner
M.No. 145801
FRN.133558W
Date : 30/05/2014
Place : SURAT

Company Secretary

SI. VI. SHIPPING CORPORATION LIMITED**(Formerly known as Si. Vi. Shipping Corporation Pvt Ltd)**

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- U35111GJ2012PLC068922

Website: www.sivishipping.com ; Email: admin@sivishipping.com

NOTES FORMING PART OF COMBINED FINANCIAL STATEMENT PART-I

PARTICULARS	(Amount in Rs.)	(Amount in Rs.)
	As at 31.03.2014	As at 31.03.2013
NOTE- 2		
SHARE CAPITAL		
AUTHORIZED CAPITAL		
60,00,000 Equity shares of Rs.10 each	6,00,00,000	2,50,00,000
(Last year 25,00,000 Equity shares of Rs 10 each)	6,00,00,000	2,50,00,000
ISSUED CAPITAL		
57,52,000 Equity Shares of Rs.10/- each	5,75,20,000	1,21,00,000
(Last year 12,10,000 Equity shares of Rs 10 each)	5,75,20,000	1,21,00,000
SUBSCRIBED AND FULLY PAID UP CAPITAL		
57,52,000 Equity Shares of Rs.10/each fully paid up	5,75,20,000	1,21,00,000
(Last year 12,10,000 Equity shares of Rs 10 each)	5,75,20,000	1,21,00,000
SUBSCRIBED BUT NOT FULLY PAID UP CAPITAL		
	-	-
	-	-

RECONCILIATION OF SHARES

	As at 31.03.2014		As at 31.03.2013	
	<u>Equity Shares</u>		<u>Equity Shares</u>	
<u>Shares outstanding</u>	Number	In Rs	Number	In Rs
Shares outstanding at beginning of the year	12,10,000	1,21,00,000	10,000	1,00,000
Shares issued during the year	45,42,000	4,54,20,000	12,00,000	1,20,00,000
Shares bought back during the year	-	-	-	-
shares outstanding at end of the year	57,52,000	5,75,20,000	12,10,000	1,21,00,000

Shareholder(s) holding more than 5% shares

	As at 31.03.2014		As at 31.03.2013	
	No. of shares held	% of holding	No. of shares held	% of holding
<u>Equity shares of Rs.10 each</u>				
Rakesh Sarawagi	303700	5.28%	304000	25.12%
Sanjay Sarawagi	303000	5.27%	303000	25.04%
Manoj Sarawagi	3261000	56.69%	303000	25.04%
Govind Prasad Sarawagi	300000	5.22%	300000	24.79%

Shares allotted for consideration other than cash(for period of five years preceding the B/S date)

NIL

Unpaid calls	As at 31.03.2014	As at 31.03.2013
By Directors	Nil	Nil
By Officers	Nil	Nil

Terms/rights attached to shares:

The Equity shares have a face value of Rs 10 per share. Each holder of share is entitled to one vote per share. In the event of liquidation of company all shareholders will be entitled to receive remaining assets of the company after distribution of all preferential amounts in proportion to the shares held by them.

NOTE 3**RESERVE & SURPLUS****Securities Premium Account**

	As at 31.03.2014	As at 31.03.2013
Opening balance	-	-
Add: Credited during the year	4,11,30,000	-
Less: Utilized during the year	-	-
Closing Balance (A)	4,11,30,000	-

Surplus

Opening balance	2,76,255	(10,000)
(+)Net Profit/Net Loss	7,75,521	2,86,255
(+)Transfer from reserves	-	-
(-)Issue of bonus shares	-	-
(-)Proposed dividends	-	-
(-)Transfer to reserves	-	-
Closing Balance (B)	10,51,776	2,76,255
Total Reserves & Surplus (A+B)	4,21,81,776	2,76,255

NOTE 4**LONG TERM BORROWINGS****Term Loan:***From Banks:**Secured:*

Bus Loan (Kotak Bank)	3,55,596	6,55,792
Car Loan -EECO	42,185	1,32,951
Car Loan -SCORPIO	2,99,364	6,84,586
Car Loan -SKODA	-	10,58,097
Term Loan (UBI)	47,83,334	24,18,542
	54,80,479	49,49,968

(The term loan is secured by equitable mortgage of Plant & machinery. There is personal gurantee of all the directors. The term loan is to be repaid in 60 monthly instalments of Rs 116667/- excuding moratorium of six months from disbursement. Interest to be recovered as and when debited to the account.)

(Vehicle Loans are taken from various Banks and are secured by hypothecation of respective vehicle purchased out of that loan.)

NOTE 5**SHORT TERM BORROWINGS****Loans repayable on demand:**

From banks:

Secured:

Union Bank of India (C.C.)	(17,12,000)	27,75,748
-------------------------------	-------------	-----------

(Secured by hypothecation of Stock and book Debts. There is personal gurantee of all the directors.)

Loans & Advances from related parties:

Unsecured

3,91,70,000	9,18,99,000
3,74,58,000	9,46,74,748

Additional disclosure

Directors	3,02,17,000	2,34,99,000
Other officers of the company	-	-
Firm in which director is a partner	-	-
Pvt company in which director is a member	-	4,52,00,000
	3,02,17,000	6,86,99,000

NOTE 6**TRADE PAYABLES**

Creditors for Expenses	1,61,285	48,462
Creditors for Assets	81,183	41,125
	2,42,468	89,587

NOTE 7**OTHER CURRENT LIABILITIES****Current Maturities of Long Term Debts:**

Kotak Mahindra Bank Bus Loan	4,14,155	4,52,932
UBI Term Loan	14,00,004	10,16,492
BOB Car Loan - EECO	1,13,976	1,13,724
BOB Car Loan -SCORPIO	4,92,864	2,89,200
BOB Car Loan -SKODA	-	4,87,884
	24,20,999	23,60,232

NOTE 8**SHORT TERM PROVISIONS****Provision for Employee Benefits:**

E.S.I.C. Payable	37,550	21,235
Professional Tax Payable (Employee)	9,970	10,850
Provident Fund Payable	7	7
Salary Payable	10,18,040	11,53,897

Others:

Audit Fees Payable	30,000	15,000
Conveyance Exp. Payable	-	2,660
Electricity Payable	306	215
Legal Fees Payable	-	7,500
Provision for Tax	2,63,495	1,54,407

Service Tax Payable	-	10,77,870
TDS Payable	1,39,541	38,675
Telephone Payable	6,910	9,608
Transport Exp. Payable	-	28,080
	15,05,819	25,20,004

NOTE 9

(Amount in Rs.)

PARTICULARS

As at 31.03.2014

FIXED ASSETS AND DEPRECIATION AS ON 31.03.2014

Description	Rate	Gross Block			As At 31.03.2014	Depreciation			Net Block		
		Opening Balance	Addition	Deduction		Opening Balance	For the Period	Adjustment	As At 31.03.2014	As At 31.03.2014	As At 31.03.2013
Air conditioner	4.75%	49,000	-	-	49,000	1,590	2,328	-	3,918	45,083	47,410
Attendance Device	4.75%	15,500	23,000	-	38,500	480	1,248	-	1,728	36,772	15,020
Bicycle	7.07%	4,700	-	-	4,700	42	332	-	374	4,326	4,658
Computer	16.21%	2,57,150	14,799	-	2,71,949	27,624	44,005	-	71,629	2,00,320	2,29,526
Container	5.28%	5,80,400	-	-	5,80,400	21,557	30,645	-	52,202	5,28,198	5,58,843
Drill Machine	5.28%	32,375	-	-	32,375	556	1,709	-	2,265	30,110	31,819
Furniture & Fixtures	6.33%	2,72,909	-	-	2,72,909	13,220	17,275	-	30,495	2,42,414	2,59,689
Grinding Machine	5.28%	99,036	46,680	-	1,45,716	2,302	6,515	-	8,817	1,36,899	96,734
Hitachi Cutting Machine	5.28%	-	7,650	-	7,650	-	231	-	231	7,419	-
Kawasaki Chain Pully	5.28%	-	6,773	-	6,773	-	89	-	89	6,684	-
Block Machine	5.28%	-	6,773	-	6,773	-	89	-	89	6,684	-
Mig Machine	5.28%	75,00,837	25,73,550	-	1,00,74,387	1,61,658	4,80,739	-	6,42,397	94,31,990	73,39,179
Mobile	5.28%	20,450	44,900	-	65,350	493	2,496	-	2,989	62,361	19,957
Numatic/Air Grinder	5.28%	23,194	-	-	23,194	411	1,225	-	1,636	21,558	22,783
Plasma Cutter	5.28%	2,57,250	-	-	2,57,250	10,420	13,583	-	24,003	2,33,247	2,46,830
Staff Bus	11.31%	17,74,804	-	-	17,74,804	1,17,138	2,00,730	-	3,17,868	14,56,936	16,57,666
Taper Drill	5.28%	-	13,145	-	13,145	-	531	-	531	12,614	-
Tig Machine	5.28%	5,25,000	95,880	-	6,20,880	19,822	30,633	-	50,455	5,70,425	5,05,178
TOTAL		1,14,12,605	28,26,377	-	1,42,38,982	3,77,313	8,34,313	-	12,11,626	1,30,27,356	1,10,35,292
Previous Year		-	1,14,12,605	-	1,14,12,605	-	3,77,313	-	3,77,313	1,10,35,292	-

NOTE 9

(Amount in Rs.)

PARTICULARS

As at 31.03.2014

FIXED ASSETS AND DEPRECIATION AS ON 31.03.2014

(DEPRECIATION OF ASSETS IS SHOWN IN CAPITAL WIP)

Description	Rate	Gross Block			Depreciation				Net Block		
		Opening Balance	Addition	Deduction	As At 31.03.2014	Opening Balance	For the Period	Adjustment	As At 31.03.2014	As At 31.03.2014	As At 31.03.2013
Land	0.00%	-	10,81,77,920	-	10,81,77,920	-	-	-	-	10,81,77,920	-
Car EECO	9.50%	4,29,208	-	-	4,29,208	20,517	40,775	-	61,292	3,67,916	4,08,691
Car SCORPIO	9.50%	13,64,162	-	-	13,64,162	92,670	1,29,595	-	2,22,265	11,41,897	12,71,492
Car SKODA	9.50%	22,16,966	-	18,64,985	3,51,981	1,97,340	1,54,641	-	3,51,981	-	20,19,626
TOTAL		40,10,336	10,81,77,920	18,64,985	11,03,23,271	3,10,527	3,25,011	-	6,35,538	10,96,87,733	36,99,809
Previous Year		-	40,10,336	-	40,10,336	-	3,10,527	-	3,10,527	36,99,809	-

NOTE 10**CAPITAL WIP***Depreciation**Interest on Car Loan**Land Testing charges**Consultancy Charges**Issue Expenses**Motor car Expenditure**Plan Layout Expenditure**Travelling Expenditure**Salary Expenditure**Staff Welfare Expenses*

(Amount in Rs.)	(Amount in Rs.)
As at 31.03.2014	As at 31.03.2013

6,35,538

3,10,527

6,58,503

3,89,299

8,54,944

2,56,000

17,23,646

-

49,40,674

-

8,34,857

2,90,335

4,500

4,000

6,64,480

3,22,210

36,52,505

25,84,124

1,48,500

1,48,500

1,41,18,147**43,04,995****NOTE 11****LONG TERM LOANS AND ADVANCES*****Capital Advances:***

Gujarat Industrial Development Corporation

-

10,84,72,384

(The advances had been given in previous year for land allotment, The possession of which is given to the company in the current year)

Security Deposit:

Fixed Deposit (Given against Performance Guarantee by BOB of Rs. 11,00,609 given to L& T)	-	12,72,634
Sales Tax Deposit	45,000	45,000
Security & Labour Lic. Deposit	40,725	40,725
Gas Bottle Deposit	8,260	8,260
	93,985	10,98,39,003

NOTE 12**OTHER NON CURRENT ASSETS**

Preliminary Expenses	73,420	73,420
	73,420	73,420

NOTE 13**INVENTORIES**

Stores & Spares	2,81,967	5,04,822
Work in Progress	-	23,371
	2,81,967	5,28,193

NOTE 14**TRADE RECEIVABLES**

Debt outstanding for more than Six Months	8,16,347	5,20,955
Debt outstanding for less than Six Months	8,89,504	45,04,169
	17,05,851	50,25,124

NOTE 15**CASH AND CASH EQUIVALENT**

Cash in Hand	95,024	2,48,773
Balances With Bank	49,92,592	2,74,157
	50,87,616	5,22,930

NOTE 16**SHORT TERM LOANS AND ADVANCES****Others:***Others, considered good:*

BSE Ltd(Security Deposit for IPO)	6,85,500	-
BSE Ltd	2,809	-
Flat Deposit	30,000	45,000
Staff Advances		

	-	12,496
Prepaid Expenses(Professional Tax)	-	2,000
Service Tax Input	20,035	-
Service Tax Input (Capital Input)	2,86,349	-
TDS Receivables (A.y. 14-15)	4,82,492	22,048
TDS Receivables	75,739	2,30,146
	15,82,924	3,11,690

NOTE 17**OTHER CURRENT ASSETS**

Narendra Kumar (Car Sold)	18,64,000	
	18,64,000	-

NOTE 18**OTHER INCOME*****Interest Income:***

Interest On Fixed Deposit	19,126	68,816
	19,126	68,816

NOTE 19**PURCHASES**

<i>Consumable Store</i>	8,95,533	14,08,576
<i>Fright Exp.</i>	820	27,570
<i>Safety Material Purchase Exp.</i>	1,59,462	1,13,858
	10,55,815	15,50,004

NOTE 20**(INCREASE)/ DECREASE IN INVENTORY**

<i>Closing Stock of Goods</i>	2,81,967	5,04,822
<i>Less: Opening Stock of Goods</i>	5,04,822	-
	2,22,855	(5,04,822)
<i>Work In Progress</i>	-	23,371
<i>Less: Opening WIP</i>	23,371	-
	23,371	(23,371)
	2,46,226	(5,28,193)

NOTE 21**EMPLOYEE BENEFIT EXPENSES**

<i>Salary Expenses</i>	1,29,00,506	74,13,185
<i>Staff Welfare Expenses</i>	2,99,007	1,04,808
<i>Staff Uniform Expenses</i>	59,715	1,71,785
<i>Bonus Expenses</i>	3,85,463	1,97,800
<i>ESIC Expense</i>	2,25,244	1,07,631
<i>Labour Welfare Fund</i>	1,230	816
<i>Provident Fund</i>	84	84
<i>Worker Insurance Expenses</i>	25,440	-
<i>Transport for Staff</i>	2,38,996	2,65,453
	<u>1,41,35,685</u>	<u>82,61,562</u>

NOTE 22**FINANCE COST**

<i>Bank Charges</i>	81,614	67,747
<i>Bank Interest</i>	4,66,168	17,687
<i>Bank Interest (Term Loan)</i>	9,32,122	14,504
<i>Loan Processing Charges</i>	1,00,000	84,355
	<u>15,79,904</u>	<u>1,84,293</u>

NOTE 23**OTHER EXPENSES*****Payment to Auditor:***

As Auditors	20,000	10,000
<i>Insurance Expense</i>	17,154	52,500
<i>Repairs to Building & Machinery</i>	17,850	66,620
<i>Miscellaneous Expenditure:</i>		
Advertisement Expense	80,000	35,000
Business Promotion Expenses	41,325	-
Conveyance Expense	43,839	1,09,035
Computer Expenses	9,090	-
Diwali Expense	-	1,25,150

Discount Exp	8,216	-
Electricity Expense	4,365	7,209
Interest on Late payment of Professional tax	-	840
Interest on Late payment of TDS & Service Tax	23,747	496
Legal Fees	8,027	4,37,710
Medicine Expense	20,935	7,155
Office & General Expense	55,032	1,80,950
Postage Expense	2,130	335
Vehicle Exp.	2,25,018	59,259
Vehicle Maintenance	78,086	80,963
Stationery Expense	26,284	51,555
Tax & Duty	11,224	-
Telephone Expense	77,294	67,406
	7,69,616	12,92,183

Si. Vi. Shipping Corporation Limited

Regd Office: Office Block, First Floor, Plot 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 3rd ANNUAL GENERAL MEETING held on 29th September, 2014 at 11.00 am at Office Block, First Floor, Plot 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: , 2014

**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:

Name of the company:

Registered office:

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 theAnnual general meeting/ Extraordinary general meeting of the company, to be held on the day of..... At..... a.m. / p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1.....
- 2.....
- 3.....

Affix a

Re. 1

Revenue

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

Stamp

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.

POSTAL BALLOT FORM

1. Name(s) of Member(s) :
(Including joint holders, if any)
2. Registered address of the :
Sole/first named Member
3. Registered folio No./ :
DP ID No./Client ID No.*
(*Applicable to investors holding
Shares in dematerialized form)
4. Number of Shares held :
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice and Explanatory Statement annexed thereto by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (√) mark at the appropriate box below:

Item No.	Item	Nature of Resolution	No. of shares	I/We dissent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
4	Change of Name	Special Resolution			
5	App of Independent Director	Special Resolution			
6	Adoption of New AOA	Special Resolution			
7	App of CFO	Special Resolution			
8	App of Manager	Special Resolution			

Place:

Date:

.....
(Member)ELECTRONIC VOTING PARTICULAREVSN (E VOTING
SEQUENCE NUMBER)

USER ID

PASSWORD/PIN

140829044

e-Voting shall remain open till Tuesday, 23rd September, 2014 till the close of working hours (i.e. 17:30 hours).

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

VOTING THROUGH ELECTRONIC MEANS

In compliance with section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their votes by electronic means for all the resolutions detailed in the Notice of the 3rd Annual General Meeting scheduled to be held on Monday, the 29th day of September 2014 at 11 AM and the business may be transacted through e-voting. The Company has engaged the services of CDSL as the authorized agency to provide the e-voting facilities as per instructions below.

In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in respect of the resolution as set out in this Notice, a postal ballot Form is annexed. A member desiring to exercise vote by postal ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to Shri Ranjit Kejriwal FCS, Company Secretary, 1, Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Sagrapura, Ring Road, Surat – 395002 so as to reach him on or before 23rd September 2014 by 17.30 hours. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received. Kindly note that members can opt for only one mode of voting i.e. either by postal ballot or through e-voting. If members are opting for e-voting then do not vote by postal ballot or vice versa.

However, in case of Members casting their vote both by postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

Instructions to Members for e-voting are as under:

- (a) Date and time of commencement of voting through electronic means: 22nd September, 2014 at 9.30 hours.
- (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: 23rd September, 2014 at 17.30 hours.
- (c) Details of Website : www.evotingindia.com

Details of persons to be contacted for issues relating to e-voting:

M/s R. Kejriwal & Co.
1, Aastha, 2/906, Hira Modi Sheri,
Opp. Gujarat Samachar Press,
Sagrapura, Ring Road,
Surat – 395002
Email : rbksurat@gmail.com
Ph: +91-261-2331123/2355984

The e-voting module shall be disabled for voting on 23rd September, 2014 at 17.30 hours. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the company as on 29th August 2014 (cut-off date).

Shri Ranjit Kejriwal, FCS, Practising Company Secretary has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Company. The results shall be declared at / after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of conclusion of the

AGM of the Company and communicated to the Stock Exchange.

In case of members receiving e-mail:

- (i) Log on to the e-voting website: www.evotingindia.com
- (ii) Click on "Shareholders" tab
- (iii) Now, select, "SI VI SHIPPING CORPORATION LIMITED" from the drop down menu and click on "SUBMIT"
- (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 www.evotingindia.co.in 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) Members who have not updated their PAN with the Company /Depository participant are requested to use the sequence number provided at the attendance slip enclosed herewith in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company's records for the said demat account or folio. If the details are not recorded with the depository or Company please enter the member ID/ folio number in the Dividend Bank details field.

Please enter the DOB or Dividend Bank Details in order to login.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the "Si. Vi. Shipping Corporation 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 relevant EVSN- Si Vi Shipping Corporation 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.
- ☞ Institutional shareholders (i.e. other than individuals, HUF, NRI, etc) are required to log on to <https://www.evotingindia.co.in> 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.

In case of members receiving the physical copy :

- (A) Please follow all steps from Sl. No. (i) to Sl. No. (xvi) above to cast vote.
- (B) The voting period begins on Monday, the 22nd September, 2014 at 9.30 hours. and ends on Tuesday, the 23rd September, 2014 at 17.30 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.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

In case of members desiring to exercise vote by Postal Ballot:

A member desiring to exercise vote by postal ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to Shri Ranjit Kejriwal, Company Secretary, 1, Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Sagrampura, Ring Road, Surat – 395002 so as to reach him on or before 23rd September 2014 by 17.30 hours. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.