

Notice

NOTICE is hereby given that the Twenty-sixth Annual General Meeting of the Members of Sanghvi Movers Limited will be held on Wednesday, the 23rd day of September 2015, at 11.00 a.m. at the Registered Office of the Company, at Survey No. 92, Tathawade, Taluka Mulshi, Pune 411033, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Financial Statements for the year ended on 31st March 2015, including audited Balance Sheet as at 31st March 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mrs. Mina C. Sanghvi (holding DIN 00116748), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. C. P. Sanghvi (holding DIN 00116599), who retires by rotation and being eligible, offers himself for re-appointment.
5. Appointment of Statutory Auditors as an **Ordinary Resolution:**
"**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") if any, read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of B S R & Co. LLP, Chartered Accountants, Pune, (Firm Registration Number 101248W allotted by the Institute of Chartered Accountants of India) as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirtieth Annual General Meeting of the Company, to be held in the year 2019 on such remuneration, as may be determined by the Board of Directors in consultation with the Auditors."

Special Business:

6. **Appointment of Mr. Sham D. Kajale, Executive Director & CFO of the Company for a further term of five years, as an Ordinary Resolution:**
"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") as amended or re-enacted from time to time, read with Schedule V of the Act and the Rules made thereunder, the Company hereby approves the appointment of Mr. Sham D. Kajale (DIN00786499) as an Executive Director & CFO of the Company for a period of five years with effect from 02nd September 2015 as per the terms and conditions including payment of remuneration and perquisites as set out in the Agreement to be entered into by the Company with Mr. Sham D. Kajale, draft whereof is placed before the Meeting and that the said Agreement be and is hereby specifically sanctioned and approved with an authority and power to the Board of Directors of the Company ("the Board") to alter and vary the terms and conditions of the re-appointment and/or the Agreement in such manner as the Board may think fit so as not to exceed the limits specified in Schedule V to the Act (including any statutory modifications or re-enactment thereof, for the time being in force or any amendments or modifications that may hereafter be made there to by the Central Government), as may be agreed to by and between the Board and Mr. Sham D. Kajale.
RESOLVED FURTHER THAT the Board or Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

By Order of the Board of Directors
For **Sanghvi Movers Limited**

Rajesh P. Likhite
Company Secretary &
Chief Compliance Officer
ACS-13151

Pune, 12th August 2015

Registered Office:

Survey No. 92, Tathawade, Taluka Mulshi, Pune 411033

Tel No. +91 (20) 66744700 Fax No: +91 (20) 66744724

Email: cs@sanghvicranes.com Website: www.sanghvicranes.com

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
2. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting.
4. Members/Proxies are requested to bring their duly filled Attendance Slips to be deposited to Company's officials at the venue of the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 09th day of the September 2015 to Wednesday, 23rd day of September 2015 (both days inclusive), for determining the names of Members eligible for the dividend for the financial year ended 31st March 2015. The cut-off date for e-voting is 16th September 2015
6. In terms of Article 135 of the Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Mr. C. P. Sanghvi and Mrs. Mina C. Sanghvi retire by rotation at the ensuing Meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company recommends respective re-appointment.
7. The explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
8. Members whose shareholding is in the dematerialised form are requested to direct change of address and updating of bank account details to the respective depository participants.
9. Members are requested to:
 - consider dematerializing the Equity Shares held by them,
 - intimate to the Company's Registrar & Share Transfer Agent/their Depository Participants (DP) changes, if any, in their registered addresses at an early date,
 - quote ledger folio numbers and/or DP Identity and Client Identity Numbers in all their correspondence,
 - inform the Registrar & Share Transfer Agent of the Company the particulars of Bank Account Number with the Name of the Bank and its Branch,
 - direct all their correspondence to the Registrar & Share Transfer Agent of the Company and
 - bring their copies of the Annual Report and the Attendance Slips with them at the Annual General Meeting.
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company atleast 10 days in advance before the date of Annual General Meeting, so that the information required may be made available at the Meeting.

12. It may be noted that Dividend which remains unpaid or unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund of the Central Government and thereafter no claim shall lie in respect thereof. The Shareholders, who have not claimed the Dividend for the Years ended 31st March 2009, onwards, are requested to claim the same from the Company at the earliest.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in dematerialized form are requested to submit the PAN to the Depository Participants with whom the demat account is maintained. Members holding the shares in physical mode are requested to submit their PAN to the Company/Registrars and Transfer Agents.
14. Electronic copy of the Notice of the Twenty-sixth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Twenty-sixth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. Members may also note that the Notice of the Twenty-sixth Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.sanghvicranes.com for their download.

16. **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, modifications and amendments thereof and clause 35B of the Listing Agreement, the Company is pleased to provide member's facility to exercise their right to vote at the Twenty-sixth Annual General Meeting (AGM) by electronic means.

INSTRUCTIONS FOR ELECTRONIC VOTING BY MEMBERS:

The e-voting period commences on 19th September 2015 (09.00 am IST) and ends on 22nd September 2015 (5.00 pm IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th day of September 2015 may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

A. In case a Member receives an email [for members whose email IDs are registered with the Company / Depository Participant(s)]:

- (i) Launch internet browser by typing the following URL: www.evotingindia.com
- (ii) Click on Shareholder
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank details or Date of Birth DOB	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is 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.
- (viii) For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emaild to helpdesk.evoting@cdslindia.com

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:
- a. Please follow all steps as given above, to cast vote.
 - (i) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 16th day of September 2015.
 - (ii) Mr. Vinayak Khanvalkar, Partner, Kanj & Associates, Practising Company Secretaries, Pune has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - (iii) The Scrutinizer, after scrutinizing the votes casted through remote e-Voting and at the Meeting through ballot, will prepare a consolidated report and submit the same to the Chairman and Managing Director or Executive Director & CFO of the Company within three days of conclusion of the Meeting i.e. on or before Saturday, 26th September 2015.
 - (iv) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.sanghvicranes.com and on the website of CDSL www.cdslindia.com immediately after the declaration of result by the Chairman and Managing Director or Executive Director & CFO of the Company. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company have been listed.
17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 a.m. to 5.00 p.m.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
18. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
19. Your Company is concerned about the environment and utilizes natural resources in a sustainable manner. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance", by allowing companies to send notices and documents to their shareholders electronically to facilitate paperless communication.
20. Sanghvi Movers Limited as a part of its corporate social responsibility undertakes "Green initiative" and intends to send documents to the shareholders in electronic form, at the email address, registered with the Depository Participant. We request you to update your email address with your Depository Participant to ensure that documents reach your preferred email address. By registering email address, you will receive the communication swiftly, save trees, reduce paper consumption, eliminate wastage of paper, avoid loss of documents in post and savings on the printing and postage.
21. The Annual Report is available on the website of the Company i.e. on www.sanghvicranes.com
22. In case of any queries, complaints, change of address, etc., members are requested to e-mail at grievance.redressal@sanghvicranes.com or pune@linkintime.co.in or send their queries, complaints to

the Registered Office of the Company or Link Intime India Private Limited, Registrar & Share Transfer Agent of the Company.

23. The Register of Directors' shareholding & Key Managerial Personnel maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

By Order of the Board of Directors
For Sanghvi Movers Limited

Rajesh P. Likhite
Company Secretary &
Chief Compliance Officer
ACS- 13151

Pune, 12th August 2015

Registered Office:

Survey No. 92, Tathawade,
Taluka Mulshi, Pune 411033
Tel No. +91 (20) 66744700
Fax No: +91 (20) 66744724
Email: cs@sanghvicranes.com
Website: www.sanghvicranes.com

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

The members of the Company at the Twenty Third Annual General Meeting of the Company held on 17th September 2012 had appointed Mr. Sham D. Kajale, as the Executive Director & CFO of the Company for a period of five three years with effect from 02nd September 2012.

The Nomination & Remuneration Committee and the Board appointed Mr. Sham D. Kajale, as Executive Director & CFO of the Company for a term of five years with effect from 02nd September 2015, subject to the approval of the Members.

In terms of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, re-appointment of the Executive Director & CFO and for the payment of remuneration is required to be approved by the members of the Company.

Brief Profile:

Mr. Sham D. Kajale is a Commerce Post Graduate and the Associate Member of The Institute of Cost Accountants of India. Mr. Sham D. Kajale is having experience of 20 years in the fields of accounts, finance, legal compliances and corporate management.

Members are aware of the Company's growth on all the fronts from last few years. The Company is immensely benefited because of the vast experience of Mr. Sham D. Kajale in finance and accounts. Being heading the finance function of the Company, he is a Chief Finance Officer (CFO) as per the Clause 49 of the Listing Agreement. It was considered desirable in the best interest of the Company to continue availing the benefits of his vast experience by making his re-appointment as Executive Director for a period of five years with effect from 02nd September 2015.

Accordingly, the terms and conditions of reappointment of Mr. Sham D. Kajale, as Executive Director & CFO

of the Company, including payment of remuneration and perquisites for a period of Five Years effective from 02nd September 2015, as recommended by the Nomination & Remuneration Committee and as approved by the Board of Directors and as set out in the Agreement to be entered into by the Company with Mr. Sham D. Kajale (hereinafter referred to as an "Executive Director") are given below:

Tenure of Appointment:

The appointment of the Executive Director is for a period of five years with effect from 02nd September 2015.

Nature of Duties:

The Executive Director shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to her by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company including performing duties as assigned to the Executive Director from time to time.

Remuneration:

a. Salary:

A Salary (Basic plus Dearness Allowance) of ₹ 3,03,000.00 (Rupees Three Lacs Three Thousand only) per month, subject to maximum permissible limit upto ₹ 7,50,000.00 (Rupees Seven Lakh Fifty Thousand Only).

The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendations of the Nomination & Remuneration Committee ("NRC") or by the NRC on authority of the Board, within the said maximum amount.

b. Performance Based Incentive:

As determined by the Nomination & Remuneration Committee of the Board & the Board from time to time.

c. Ex-gratia:

One Months' Basic Salary plus Dearness Allowance.

d. Perquisites:

In addition to the Salary payable, the Executive Director shall also be entitled to the following allowances and perquisites. For the purpose of calculating the above ceiling, the allowances and perquisites shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules there under or any statutory modifications(s) or re-enactment there to. In the absence of any such rules, they shall be evaluated at actual cost:

Category A

This will comprise House Rent Allowance, Education Allowance and Reimbursement of medical and newspaper expenses as follows:

House Rent Allowance : ₹ 1,21,900.00 (Rupees One Lac Twenty One Thousand Nine Hundred Only) per month, subject to maximum permissible limit upto ₹ 2,00,000.00 (Rupees Two Lacs Only).

Educational Allowance: As per the provisions of Income Tax Rules, 1962.

Reimbursement of Medical Expenses : Expenses including hospitalization, nursing home and surgical charges incurred for self and family and newspaper expenses, ₹ 1,800.00 (Rupees One Thousand Eight Hundred only) per month.

Category B

Gratuity at the rate not exceeding half month's salary for each completed year of service, in accordance with the rules of the Company.

Leave at the rate of twenty-one days for every year of service. Leave not availed of may be encashed, in accordance with the rules of the Company.

Retirement and other benefits including Superannuation as per the Rules of the Company.

Category C

The provision of one car, which shall be fueled and maintained by the Company, to be valued as per the provisions of Income tax Rules, 1962 for the time being in force.

Medical Insurance

As per the rules of the Company.

Leave Travel Concession \ Assistance

As per the rules of the Company.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

Other terms of Appointment:

Draft Agreement to be entered into between the Company and Mr. Sham D. Kajale, Executive Director, is available for inspection at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on all working days up to the date of the Meeting.

The terms and conditions of the appointment of the Executive Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.

The employment of the Executive Director may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.

Mr. Sham D. Kajale is holding nil shares of the Company as on date.

The Board commends the resolution at item no. 6 for approval of the members. No other Director or Key Managerial Personnel except Mr. Sham D. Kajale is concerned or interested in the above resolution financially or otherwise.

By Order of the Board of Directors
For Sanghvi Movers Limited
Rajesh P. Likhite
Company Secretary &
Chief Compliance Officer
ACS- 13151

Pune, 12th August 2015

Registered Office:

Survey No. 92, Tathawade,
Taluka Mulshi, Pune 411033
Tel No. +91 (20) 66744700
Fax No: +91 (20) 66744724
Email: cs@sanghvicranes.com
Website: www.sanghvicranes.com