

**FIFTEENTH
ANNUAL REPORT**

AND

ACCOUNTS

2004-2005



**SANGHI CORPORATE SERVICES LTD.
12, Balmoral Apts., Ground Floor, Amritvan, Yashodham, Goregaon (E), MUMBAI – 400 063**

SANGHI CORPORATE SERVICES LTD.

BOARD OF DIRECTORS

A. K. SANGHI

SMT. POONAM SANGHI

SMT. NISHMA GUPTA

AUDITORS

**S.S. KHANDELWAL & CO.
MUMBAI**

REGISTERED OFFICE

**12, Balmoral Apts., Ground Floor,
Amritvan, Yashodham,
Goregaon (E),
MUMBAI – 400 063**



SANGHI CORPORATE SERVICES LTD

NOTICE OF MEETING

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Members of SANGHI CORPORATE SERVICES LTD. will be held at 12 Balmoral Apts., Ground Floor, Anritvan, Yashodham, Goregaon (E), Mumbai-400 063, on Friday, 30th day of September, 2005 at 4.00 p.m. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet and the Profit and Loss Account for the year ended 31st March, 2005 together with the report of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri A. K. Sanghi, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

By Order of the Board

(A.K. SANGHI)

Date : 20th August, 2005

NOTES:

- a) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The instrument of proxy should however be deposited at the registered office of the company not less than Forty eight hours before the commencement of the meeting.
- b) The Register of Members and Share Transfer Books of the Company will remain closed from 26th September, 2005 to 30th September, 2005 (both days inclusive).
- c) Members desiring any information with respect to the accounts for the year ended 31st March, 2005 are requested to write to the Company at its Registered Office at least seven days before the date of the General Meeting so as to enable the Management to keep information ready.
- d) Members are requested to notify to the company immediately about change in their address, if any.
- e) Members are requested to bring their copy of Annual Report to the meeting.

DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting the Fifteenth Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March,2005.

FINANCIAL RESULTS

The financial results of the Company for the year ended 31st March,2005 are as follows :-

	31st March,2005 (Rs.)	31st March,2004 (Rs.)
Turnover	25,90,677	-----
Profit/(Loss)	(12,98,551)	(3,98,095)
Less/Add: Balance brought forward	(1,97,09,498)	(1,93,11,403)
Balance carried to the Balance Sheet	<u>(2,10,08,049)</u>	<u>(1,97,09,498)</u>

DIVIDEND :

In view of the losses, no dividend is recommended for the year under review.

OPERATIONS & FUTURE PROSPECTS:

As mentioned under Notes on Accounts, your company is facing substantial Income Tax liabilities which are being contested at appeal level. Management thought it prudent to undertake fresh substantial business activities once the Income Tax matter is settled and required working capital organised.

FIXED DEPOSITS :

The Company is not having any deposit.

PARTICULARS OF EMPLOYEES :

There are no employees in respect of whom particulars as required under Section 217 (2-A) of the Companies Act,1956 need to be disclosed in the Directors' Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.

Particulars required to be disclosed in accordance with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 are not applicable to the Company.

DIRECTORS RESPONSIBILITY

Yours Directors confirm the following Directors' Responsibility statements pursuant to provisions of Section 217(2AA) of the Companies Act, 1956 :

- a) In the preparation of Annual Accounts for the year ended 31st March, 2005 the Company has followed the applicable accounting standards with proper explanations relating to material departures, if any:
- b) Appropriate accounting policies have been selected and applied consistently and judgement and estimates are made prudently and reasonably so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2005 and of the profit of the Company for that year:
- c) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with applicable provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Annual accounts have been prepared on a going concern basis:

CORPORATE GOVERNANCE

The Report on Management's Discussion and Analysis and Report on Corporate Governance are forming part of Director's Report and are annexed as Annexure 'A'.

As required by the Listing Agreement, an Auditor's Report on Corporate Governance is also attached to the said Report.

CASH FLOW STATEMENT

As required under Clause 32 of the Listing Agreement with the Stock Exchanges, a Cash Flow Statement is attached to the Balance Sheet, along with Auditors' Certificate.

DIRECTORS :

In accordance with the Companies Act, 1956 and the Articles of Association, Shri. A. K. Sanghi retires by rotation and being eligible offers for re-appointment.

AUDITORS REPORT :

The Auditors in their Report have referred to notes forming part of accounts. The said notes are self explanatory.

AUDITORS :

M/s. S.S. Khandelwal & Co., Chartered Accountants, retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

For and on behalf of Board

Place : Mumbai

A K SANGHI
(CHAIRMAN)

Date : 20th August, 2005

ANNEXURE - A**CORPORATE GOVERNANCE REPORT**

1 We state herein below the requisite information, to the extent applicable, relating to corporate functioning of your Company for the purposes of due transparency on this aspect.

2 **BOARD OF DIRECTORS**

a) **Composition of Board**

The Board of Directors of the Company consists of 3 members. The Board of Directors of the Company as at 31st March, 2005 is as under :-

Name	Designation/	No. other Directorships and Committee Memberships/Chairmanships (excluding Pvt. Cos.)		
		Other Directorship	Committee Membership	Committee Chairmanships
Mr. A.K. Sanghi	Non Executive	ONE	NIL	NIL
Mrs. Poonam Sanghi	Non Executive	NIL	NIL	NIL
Mrs. Nishma Gupta	Non Executive	NIL	NIL	NIL

b) **Attendance record of each Director**

5 Board Meetings were held during the year 2004-05. These meeting were held on 24.04.04, 31.07.04, 07.08.04, 30.10.04 & 31.01.05. The attendance record of all the Directors at the Board Meeting and the last Annual General Meeting between 1.4.2004 to 31.3.2005 is as under :-

Name	No. of BoD Meetings held	No. of BoD Meetings attended	Attended last AGM
Mr. A.K. Sanghi	5	5	YES
Mrs. Poonam Sanghi	5	5	YES
Mrs. Nishma Gupta	5	5	YES

3. **COMMITTEES OF THE BOARD OF DIRECTORS**

Taking into consideration the volume of business operations of the Company, the company does not have Audit Committee and Remuneration Committee of the Board.