

**TWENTY SIXTH
ANNUAL REPORT
AND
ACCOUNTS**

2015-16

SANGHI CORPORATE SERVICES LTD.

Regd. Off: Bal Moral Apartment, Plot No.12, Amritvan, Yashodham, Opp. Dindoshi Depot, Goregaon (E),
Mumbai - 400 063. Tel: 28429501 / 28422703

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Regd. Off: Bal Moral Apartment, Plot No.12, Amritvan, Yashodham, Opp. Dindoshi Depot, Goregaon (E),
Mumbai - 400 063.

Tel: 28429501 / 28422703
Email ID: sanghi_mumbai@yahoo.com

Website: www.sanghicorp.com
CIN: L67190MH1989PLC054086

CORPORATE INFORMATION:

BOARD OF DIRECTORS:

Shri A.K.Sanghi
Smt. Poonam Sanghi
Shri M.K.Saboo
Shri K. Udaykumar

DIRECTOR INCHARGE:

Shri A.K. Sanghi

AUDITORS:

Vivek R. Agarwal & Co.,
Chartered Accountants
Mumbai

REGISTERED OFFICE:

12 Balmoral CHS Ltd., Ground Floor,
Amritvan, Yashodham,
Goregaon (E)
Mumbai: - 400063

**REGISTRAR & SHARE:
TRANSFER AGENT:**

Sharex Dynamic (India) Pvt. Ltd
Unit-1, Luthra Industrial Premises,
Andheri Kurla Road, Safed Pool,
Andheri (E), Mumbai-400072

NOTICE OF MEETING

(Pursuant to Section 101 of Companies Act, 2013)

NOTICE IS HEREBY GIVEN THAT the Twenty Sixth Annual General Meeting of the Members of **SANGHI CORPORATE SERVICES LTD.** will be held at G-30, Shagun Arcade Premises Co op Soc. Ltd., Gen A.K. Vaidya Marg, Dindoshi, Malad (E), Mumbai 400 097 on 10th September, 2016 at 4.00 pm. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report, the Audited Financial Statements including the Statement of Profit and Loss for the year ended 31st March 2016 and the Balance Sheet as at that date and the Auditors' Report thereon.
2. To appoint a Director in place of Shri M.K. Saboo (holding DIN: 00014598), who retires by rotation, and being eligible, offers himself for re-appointment.
3. 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 framed thereunder, as amended from time to time, M/s. Vivek R. Agrawal, Chartered Accountants, Mumbai (Registration No. 129058W), appointed as Auditors of the Company, by resolution passed at the 24th Annual General Meeting of the Company, to hold office from the conclusion of 24th Annual General Meeting to the conclusion of the Annual General Meeting to be held in the year 2017 be and is hereby ratified for the balance term, at such remuneration, expenses, etc. as may be mutually decided by the Board of Directors and Auditors from time to time."

Place: Mumbai
Date: 30/07/2016



For and on behalf of the Board

A.K. Sanghi
(A.K Sanghi)
Director

NOTES:

- a) A member entitled to attend and vote is entitled to appoint a proxy to attend and, on poll, to vote instead of himself/herself and the proxy need not be a member. The instrument of proxy duly completed in all respects should however be submitted 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 2nd September, 2016 to 10th September, 2016 (both days inclusive).
- c) Details under Clause 49 of the Listing Agreement with Stock Exchange in respect of the Director seeking reappointment at the Annual General Meeting, forms integral part of the Notice. The Director has furnished requisite declaration for his reappointment.
- d) In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, e-voting facility is being provided to the Members. The business may be transacted by Central Depository Services Limited (CDSL). Details of the e-voting process and other relevant details are being sent to the Members, along with the Notice
- e) Members desiring any information with respect to the accounts for the year ended 31st March, 2016 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 the information ready.
- f) Members are requested to notify the Company immediately about change in their address, if any.
- g) Members are requested to bring their copy of Annual Report to the meeting.



DIRECTORS' REPORT

To,
The Members,
Sanghi Corporate Services Limited

Your Directors are pleased to present the Twenty Sixth Annual Report together with the Audited Financial Statements of the Company for the financial year ended 31st March, 2016.

1. FINANCIAL RESULTS

The Financial Results of the Company for the year ended 31st March, 2016 are as follows:-

	31 st March, 2016 (Rs.)	31 st March, 2015 (Rs.)
Turnover	0	2,58,44,000
Profit/(Loss) After Tax	(29,01,000)	(1,33,04,000)
Less/Add: Balance brought forward	(3,83,40,679)	(2,50,36,679)
Balance carried to the Balance Sheet	(4,12,41,679)	(3,83,40,679)

2. DIVIDEND

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

3. OPERATIONS AND FUTURE PROSPECTS

As mentioned under Note No. 18-B-1 of Notes on Accounts-, your company is facing substantial Income Tax Liabilities which are being contested at ITAT level. Management thought it prudent to undertake fresh substantial business activities once the Income Tax matter is settled.

4. SUBSIDIARIES AND JOINT VENTURES

There are no Subsidiaries and Joint ventures of the Company.

5. REPORTS ON MANAGEMENT DISCUSSION, ANALYSIS AND CORPORATE GOVERNANCE

As required under the Listing Agreement with Bombay Stock Exchange ("Listing Agreement"), Management Discussion, Analysis and Corporate Governance Report are annexed as **Annexure 1** and **Annexure 2** respectively to this Report.

6. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Provisions of Section 135 of the Companies Act, 2013 ("the Act") read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company.

7. DIRECTORATE

Pursuant to the provisions of the Act, Shri M. K. Saboo retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment. Further, the Company has not appointed any whole-time key managerial personnel as per the provisions of Section 203 of Companies Act, 2013 during the financial year under review.

8. EXTRACT OF THE ANNUAL RETURN

Extract of the annual return for the Financial Year ended on 31st March, 2016 as required by Section 92(3) of the Act is annexed as **Annexure 3** to this report.

9. NUMBER OF BOARD MEETINGS

During the year five Board Meetings were held. The details of the Board meetings are provided in the Corporate Governance report. The intervening gap between the meetings was within the period prescribed under Companies Act, 2013.



10. DIRECTORS RESPONSIBILITY STATEMENT

As required under the provisions of Section 134 of the Act, your Directors report that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss 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 this Act for Safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis; and
- (e) the directors, have laid down internal financial Controls to be followed by the company and that such internal financial controls are Adequate and are operating effectively.
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. DECLARATION BY INDEPENDENT DIRECTORS

The following Directors are independent in terms of Section 149 (6) of the Act and Clause 49 of the Listing Agreement:

- i. Shri M.K.Saboo
- ii. Shri K. Udaykumar

The Company has received declarations/ confirmations from both the Directors confirming their independence.

12. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The requisite details as required by Section 134 (3)(e), Section 178(3) & (4) and Clause 49 of the Listing Agreement are annexed as **Annexure 4** to this Report.

13. RESERVES AND SURPLUS

In view of heavy losses and non-availability of surplus, no amount has been allocated to reserves.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT UNDER SECTION 186 OF THE ACT

Particulars of loan given and of the investments made by the Company as at 31st March, 2016 are given in the Notes forming part of the Financial Statements. During Financial Year under review the Company has not made any investments.

15. SECRETARIAL AUDIT

Pursuant to Section 204 of the Act, the Secretarial Audit Report for the Financial Year ended 31st March, 2016 given by Shri R. K. Agrawal & Associates, Practicing Company Secretary is annexed as **Annexure 5** to the Report.

As regards the observation made in the said Secretarial Audit Report, Directors would like to explain as below:

- i. Regarding non appointment of whole-time key managerial personnel it is hereby stressed that the Company's financial position do not permit the same as it is virtually out of business due to prolonged Income tax dispute and contested at ITAT level. As soon as the same is resolved,



Directors would make all out efforts to generate the resources & bring the Company on its feet and with proper managerial personnel.

- ii. Regarding non appointment of Internal Auditor it is hereby clarified that there is no business in the Company due to ITAT reasons explained earlier. Directors further confirm that no sooner the business is re-started, necessary requirements will be fulfilled.

16. RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and as such provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in Form AOC-2 is not required. Further there are no material related party transactions during the year under review with the Promoters or Directors.

17. STATE OF COMPANY'S AFFAIRS

The state of the Company's affairs is given under the heading "Operations and Future Prospects" and various other headings in the Report and in Management Discussion and Analysis Report which is annexed to the Directors' report.

18. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which the financial statements relate and the date of this Directors' Report.

19. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

Additional information on conservation of energy, technology absorption, foreign exchange earnings and outgo as required, to be disclosed in terms of section 134 of the Act, read with The Companies (Accounts) Rules, 2014 is annexed as Annexure 6 to this Report.

20. RISK MANAGEMENT POLICY

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organization from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risk in order to minimize its impact on the business. It is dealt with in greater details in the management discussion and analysis section.

21. ANNUAL PERFORMANCE EVALUATION

In compliance with the provisions of the Act and Clause 49 of the Listing Agreement, the performance evaluation was carried out as under:

Board:

In accordance with the criteria suggested by the Nomination and Remuneration Committee, the Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings, also evaluated the performance of the Board as a whole based on various criteria. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

Committees of the Board:

The performance of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee was evaluated by the Board having regard to various criteria such as committee composition, committee dynamics, etc. The Board was of the unanimous view that all the committees were performing their functions satisfactorily and according to the mandate prescribed by the Board under the regulatory requirements including the provision of the Act, the Rules framed there under and the Listing Agreement.



ALL

Individual Directors:

- a) Independent Directors: In accordance with the criteria suggested by the Nomination and Remuneration Committee, the performance of each independent director was evaluated by the entire Board of directors (excluding the director being evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance and interest of stakeholders. The Board was of the unanimous view that each independent director was a reputed professional and brought his/her rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all the independent directors in guiding the management in achieving higher growth and concluded that continuance of each independent director in the Board will be in the interest of the Company.
- b) Non-Independent Directors: The performance of each of the non-independent directors (including the Chairperson) was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance and interest of stakeholders. The Independent Directors and the Board were of the unanimous view that each of the non-independent directors was providing good business and people leadership.

22. DEPOSITS

The Company has not accepted or continued any public deposits as contemplated under Chapter V of the Act.

23. DISCLOSURE UNDER SECTION 197(12) AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The requisite details relating to ratio of remuneration etc. as stipulated under the above Rules are annexed as Annexure 7 to this Report.

24. DISCLOSURE UNDER RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The requisite details relating to the remuneration of the specified employees covered under the above Rules are annexed as Annexure 8 to this Report.

25. ORDERS BY REGULATORS, COURTS OR TRIBUNALS

No significant and material orders were passed by any regulator or court or tribunal impacting the going concern status and the Company's operations in future.

26. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The existing internal financial controls are commensurate with the nature, size, complexity and the business processes followed the Company. They have been reviewed and found generally satisfactory by an independent expert on the following key control matrices:

1. Entity level controls
2. Financial controls and
3. Operational controls

Which included authority and organization matrix, standard operating procedures, risk management practices, compliance framework within the organization, ethics and fraud risk management, management information system, self-assessment of control point, business continuity and disaster recovery planning, budgeting system, etc.

27. AUDITORS

At the 24th Annual General Meeting held on 23rd August, 2014, the members approved appointment of M/S Vivek Agrawal & Co., Chartered Accountants, Mumbai (Registration No. 129058W) to hold office from the conclusion of the 24th Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2017, (subject to ratification of the appointment by the Members, at every Annual General Meeting held after the 24th Annual General Meeting) on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.



28. AUDIT REPORT

The notes to account referred to in Auditors' Report are self-explanatory and therefore do not call for further explanations or comments.

Regarding the observations made in the Auditor's Report regarding the non-appointment of whole-time Company Secretary as per provisions of Section 203 of Companies Act, 2013 and Internal Auditor as per provisions of Section 138 of Companies Act, 2013, the Directors hereby state that there is no business in the Company due to ITAT reasons explained earlier. Directors further confirm that no sooner the business is re-started, necessary requirements will be fulfilled.

29. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Since there is no employee in the Company the above disclosure stands not applicable.

Place: Mumbai
Date: 30/07/2016

For and on behalf of the Board,



As-
(A.K Sanghi)
Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management of Sanghi Corporate Services Limited is pleased to present its analysis report covering business outlook. The report contains expectations of the Company's business based on the current environment. Many unforeseen and uncontrollable external factors could alter these expectations.

BUSINESS ORGANISATION

The Company is mainly engaged in the business of investments & trading in Stocks, Mutual Funds and other NBFC related activities. The Company is facing substantial Income-Tax Liabilities which are being contested at ITAT Level. Management thought it prudent to undertake fresh substantial business once the Income Tax Matter is settled.

FUTURE OUTLOOK

The performance of the company shall be reviewed in coming year once the business is undertaken.

RISKS AND CONCERNS

Since the future of the Company is largely dependent on the outcome of ITAT decision regarding pending Income Tax issues and therefore the management thought it prudent to have a total control on the expenses and keep them at their minimum level. The present risk to the Company lies in prolonged Income Tax legal hurdles.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has well-established internal control systems at all levels. Board takes major decisions in all aspects of business. There is an elaborate internal audit system. The management is reasonably satisfied about the adequacy of these internal control systems.

The Board of Directors has an Audit Committee, whose Chairman is an Independent Director. The Committee meets periodically to review internal controls. Results and recommendations of the Auditors are analyzed by the Board from time to time.

OPERATIONAL AND FINANCIAL PERFORMANCE

Since there are no substantial activities due to Income tax issues, there is not much to report and analyze.

SEGMENT WISE REPORTING

The Company's main business is dealing in shares and stocks as trading activity. Further to hedge the stock of shares management decided to take up Future and Option activity to safeguard the investment at any point of time. Since both activities are inter-related with each other management has decided not to treat it as a separate segment.

CONCLUSION

Management is hopeful that pending matters with ITAT should get resolved shortly and business strategy to revive the fortunes of the Company would be arrived at.

Place: Mumbai
Date: 30/07/2016

For and on behalf of the Board,



AK-S
(A.K Sanghi)
Director

CORPORATE GOVERNANCE REPORT

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. To enunciate, the spirit behind the governance process, your Company listed out its various compliances with the statutory requirements of the day, as well as the spirit of the practice.

1. BOARD OF DIRECTORS**a) Composition of Board**

The Board of Directors of the Company consists of 4 members The Board of Directors of the Company as at 31st March 2016 is as under:

Name	Designation	No. of other Directorships and Committee Memberships / Chairmanship (including Pvt. Cos.)		
Shri A.K.Sanghi	Non Executive	NIL	NIL	NIL
Smt. Poonam Sanghi	Non Executive	NIL	NIL	NIL
Shri M.K.Saboo	Non Executive	2*	NIL	NIL
Shri K. Udaykumar	Non Executive	NIL	NIL	NIL

* In two Private Limited Companies

b) Attendance records of each Director

5 Board Meetings were held during the year 2015-16. These meetings were held on 30/04/2015, 22/06/2015, 18/07/2015, 17/10/2015 and 22/01/2016. The attendance record of all the Directors at the Board Meeting and the last Annual General Meeting between 01-04-2015 to 31-03-2016 is as under:

Name	No. of BOD Meeting held	No of BOD Meetings attended	Attended last AGM
Shri A.K. Sanghi	5	5	Yes
Smt. Poonam Sanghi	5	5	Yes
Shri M.K.Saboo	5	4	Yes
Shri K. Uday Kumar	5	4	No

2. AUDIT COMMITTEE

As required under Section 177 of the Companies Act, 2013 read with provisions of Clause 49 of the Listing Agreement, the Board has constituted an Audit Committee. Shri K. Udaykumar is the Chairman of the Committee. Shri M. K. Saboo and Shri Ashok Kumar Sanghi are the other members. The terms of reference of the Audit Committee are as outlined in the Act, and the Listing Agreement.

During 2015-16, four meetings of the Audit Committee were held on 30/04/2015, 18/07/2015, 17/10/2015 and 22/01/2016. The attendance of the members of the Audit Committee was as follows:

Sr. No.	Dates on which Audit Committee meetings were held	Shri K. Udaykumar	Shri M.K. Saboo	Shri Ashok Kumar Sanghi
1	30 th April, 2015	Attended	Attended	Attended
2	18 th July, 2015	Attended	Attended	Attended
3	17 th October, 2015	Attended	Attended	Attended
4	22 nd January, 2016	Attended	Attended	Attended



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