



SANGHVI MOVERS LIMITED



**Board of Directors**

C.P. Sanghvi
Chairman & Managing Director

V.B. Mainkar
Director

Gaurav Malik
Director

Gary Jit Meng Ng
Director

S. Padmanabhan
Director

Pradeep R. Rath
Director

Dara N. Damania
Director

Dinesh H. Munot
Director

Mina C. Sanghvi
Director

P.C. Bhalerao
(Resigned w.e.f. 06 December
2010)

R.S. Desai
Executive Director

Sham Kajale
Executive Director & CFO

Registered Office

Survey No.92, Tathawade,
Taluka Mulshi, Pune - 411 033
Tel : 91-20-66744700
Fax : 91-20-66744724
e-mail : cs@sanghvicranes.com
Website : www.sanghvicranes.com

Bankers

Axis Bank Ltd.

Bank of Baroda

Bank of India

Corporation Bank

Dena Bank

HDFC Bank Ltd.

ICICI Bank

ING Vysya Bank Ltd.

State Bank of Hyderabad

State Bank of India

The Saraswat Co-Op Bank Ltd.

**Company Secretary &
Chief Compliance Officer**

Rajesh P. Likhite

Auditors

L.M. Joshi & Co.
Chartered Accountants

Registrar & Share Transfer Agent

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W),
Mumbai - 400 078

Tel : 91-22-25963838

Fax : 91-22-25946969

e-mail : rnt.helpdesk@linkintime.co.in
website : www.linkintime.co.in

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ENGINEERING**LIFT PLANNING****HEAVY LIFT****CRANE RENTALS**

FINANCIAL HIGHLIGHTS

(₹ in Lakhs)

PARTICULARS	2010-2011	2009-2010	2008-2009	2007-2008	2006-2007
TOTAL INCOME	37,352.25	34,273.12	36,152.24	25,695.77	18,016.61
TOTAL EXPENDITURE	10,544.74	7,887.35	8,354.08	6,818.76	4,842.09
GROSS PROFIT	26,807.51	26,385.77	27,798.16	18,877.01	13,174.52
INTEREST	4,919.60	4,747.28	5,301.18	3,072.09	2,462.77
PBDT	21,887.91	21,638.49	22,496.98	15,804.92	10,711.75
DEPRECIATION	9,288.48	7,872.97	6,796.94	4,745.69	3,483.01
PROFIT BEFORE TAX	12,599.42	13,765.52	15,700.04	11,059.23	7,228.74
PROVISION FOR TAXATION-					
CURRENT TAX & PREVIOUS YEARS' TAX	2,747.67	3,451.73	4,166.80	3,005.00	1,852.10
DEFFERED TAX	1,220.72	1,271.71	1,396.47	751.30	632.71
FRINGE BENEFIT TAX	-	-	31.50	28.25	25.75
PROFIT AFTER TAX BEFORE					
EXTRA-ORDINARY ITEMS	8,631.03	9,042.08	10,105.27	7,274.68	4,718.18
EXTRA-ORDINARY ITEMS	-	-	-	-	1,712.19
PROFIT AFTER TAX AFTER					
EXTRA-ORDINARY ITEMS	8,631.03	9,042.08	10,105.27	7,274.68	6,430.37
CASH PROFIT	19,140.24	18,186.77	18,298.69	12,771.67	8,833.90
GROSS BLOCK	1,45,283.67	1,18,608.89	1,04,826.74	73,359.74	59,337.52
DEPRECIATION	38,263.71	30,640.29	24,038.88	17,382.34	12,864.32
NET BLOCK	1,07,019.96	87,968.60	80,787.86	55,977.40	46,473.20
DIVIDEND					
IN PERCENTAGE	*150.00	150.00	100.00	150.00	125.00
IN AMOUNT	*1,298.64	1,298.64	865.76	1,298.64	1,007.20
PAID-UP CAPITAL	865.76	865.76	865.76	865.76	817.71
RESERVES	53,218.53	46,096.81	38,569.06	29,484.48	19,589.16
SHAREHOLDERS' FUNDS	54,084.29	46,962.57	39,434.82	30,362.19	21,030.51
NET WORTH	54,084.29	46,962.57	39,434.82	30,362.19	21,030.51
DEBT : EQUITY	1.19:1	1.01:1	1.27	1.16	1.30
EARNING PER SHARE (₹)					
BASIC	**19.94	**20.89	**23.34	**17.75	64.25
DILUTED	**19.94	**20.89	**23.34	**17.75	59.98
CASH EPS (₹)	**44.22	**42.01	**42.27	**31.15	120.29
BOOK VALUE (₹)	**124.94	**108.49	**91.10	**70.14	261.00
CAPEX	29,900	16,000	23,600	22,000	18,900

* Subject to approval of the Members

**Earning Per Share, Cash EPS and Book Value after the sub-division of shares from ₹10/- each to ₹2/- each

MOVING INFRASTRUCTURE AHEAD

Notice

NOTICE is hereby given that the Twenty-second Annual General Meeting of the Members of Sanghvi Movers Limited will be held on Friday, the 30th day of September 2011, at 11.00 a.m. at the Registered Office of the Company, at Survey No. 92, Tathawade, Taluka Mulshi, Pune 411 033, to transact the following business:

Ordinary Business :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2011, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. R. S. Desai, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Dara Damania, who retires by rotation and being eligible, offers himself for re-appointment.
5. **RESOLVED THAT** subject to the provisions of Sections 224, 225 and other applicable provisions, if any, of the Companies Act, 1956, M/s. B.S. R. & Co. Chartered Accountants, Pune, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be fixed by the Board apart from reimbursement of out-of-pocket expenses and applicable taxes, in place of M/s. L. M. Joshi & Co., Chartered Accountants, Auditors of the Company, who retire at the conclusion of the Annual General Meeting of the Company and have expressed their inability to be re-appointed as the Auditors for the Financial Year 2011-2012.

Special Business:

6. 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 Sections 198, 269, 309, Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (the “Act”) (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded for the re-appointment of Mr. C.P. Sanghvi as Managing Director of the Company for a further period of Five Years, effective from 1st October 2011, 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. C. P. Sanghvi, 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 XIII 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 thereto by the Central Government), as may be agreed to by and between the Board and Mr. C. P. Sanghvi.

RESOLVED FURTHER THAT where in any Financial Year during the currency of tenure of Mr. C. P. Sanghvi as Managing Director, the Company has no profits or its profits are inadequate, the Company may pay to Mr. C. P. Sanghvi, as minimum remuneration, the salary, perquisites and any other allowances, as provided in the above referred Agreement, not exceeding the limits specified under Section II of Part II of Schedule XIII to the Act, as may be amended from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary the remuneration within limit prescribed by or under the Companies Act, 1956 and amended the Agreement between the Company and Mr. C.P. Sanghvi suitably to give effect to such or variation without any further reference to the Company in General Meeting.



MOVING INFRASTRUCTURE AHEAD

RESOLVED FURTHER THAT Mr. V. B. Mainkar, Director, Mr. R. S. Desai, Executive Director, Mr. Sham D. Kajale, Executive Director and Mr. Rajesh P. Likhite, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things, as may be considered necessary, usual or expedient to give effect to this resolution.”

7. 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 314 (1B) and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modifications or re-enactment thereof, consent and approval of the Company be and is hereby accorded to Mr. Rishi C. Sanghvi, son of Mr. C. P. Sanghvi, Chairman & Managing Director and Mrs. Mina C. Sanghvi, Director of the Company, to hold and continue to hold an office or place of profit as Manager – Business Development on a Cost to the Company of ₹78,808/- (Rupees Seventy Eight Thousand Eight Hundred & Eight Only) per month and other allowances and perquisites, benefits and amenities as applicable to others in the same grade as per the policy of the Company, with effect from 1st July 2011.”

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.
- 2 The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of Item No. 5 & 6 is annexed hereto.
- 3 Members/Proxies are requested to bring their duly filled Attendance Slips to be deposited to company's officials at the venue of the meeting.
- 4 The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 21st September 2011 to Friday, the 30th September 2011 (both days inclusive), for the purpose of Annual General Meeting and Payment of Dividend.
- 5 Dividend, if declared at the Meeting, will be paid to those Members whose names appear on the Register of Members on Tuesday, 20th September 2011. In respect of Equity Shares in electronic form, Dividend will be payable on the basis of beneficial ownership as per the details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
- 6 Members whose shareholding is in the electronic mode are requested to direct change of address and updation of bank account details to the respective depository participants. For payment of dividend (if any) through Electronic format, the members holding shares in dematerialized form are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
- 7 A brief profile of the Directors retiring by rotation and eligible for re-appointment is furnished in the Report on Corporate Governance.
- 8 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 so that these details could be shown on the Dividend Warrants,

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- 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.
- 9 **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.**
- 10 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 Year ended 31st March 2004, onwards, are requested to claim the same from the Company at the earliest.
- 11 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.
- 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, reduces paper consumption, eliminate wastage of paper, avoid loss of documents in post and resulting into savings on the printing and postage.
- The Annual Report is also available on the website of the Company i.e. on **www.sanghvicranes.com**.
- 12 In case of any queries, complaints, change of address, etc., Members are requested to e-mail at **grievance.redressal@sanghvicranes.com** or **rnt.helpdesk@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.
13. The Register of Directors’ shareholding, maintained under Section 307 of the Companies Act, 1956, will be available for inspection by the member at the Annual General Meeting.
14. The Register of Contracts, maintained under Section 301 of the Companies Act, 1956, will be available for inspection by the members at the registered office of the Company.

By Order of the Board of Directors
For Sanghvi Movers Limited

Rajesh P. Likhite
Company Secretary &
Chief Compliance Officer

Pune, 05th August 2011

Registered Office :
Survey No. 92, Tathawade,
Taluka Mulshi, Pune 411 033



Explanatory Statement pursuant to section 173 of the Companies Act, 1956

In conformity with the provisions of Section 173(2) of the Companies Act, 1956, the following Explanatory Statement sets out all material facts in respect of item Nos.5, 6 and 7 mentioned in the accompanying Notice dated 05th August 2011.

Item No.5

Presently, the Company's auditor are M/s. L. M. Joshi & Co., Chartered Accountants, Pune. They are eligible to hold the office till the conclusion of the 22nd Annual General Meeting of the Company. They have expressed their unwillingness to be reappointed as the Auditors of the Company for the Financial Year 2011-2012. The Company has received a special notice, in terms of the provisions of the Companies Act, 1956, from a member of the Company signifying his intention to propose the appointment of M/s. B.S. R. & Co., Chartered Accountants, Pune, as the Auditors of the Company to hold office from the conclusion of the 22nd Annual General Meeting till the conclusion of the next Annual General Meeting of the Company.

M/s. B.S. R. & Co., has expressed their willingness to act as Auditors of the Company, if appointed, and have also confirmed that the said appointment would be in conformity with the provisions of Section 224(1B) of the Companies Act, 1956. M/s. L. M. Joshi & Co., the retiring Auditors, have issued 'No Objection Certificate' to the appointment of M/s. B.S. R. & Co., as the Statutory Auditors of the Company, if made, at this Annual General Meeting of the Company. The Audit Committee and the Board of Directors have recommended the appointment of M/s. B.S. R. & Co., as the Statutory Auditors.

Your Directors recommend passing of the above resolution as an Ordinary Resolution with Special Notice. None of the Directors of the Company is concerned or interested in the said resolution.

Item No. 6

Mr. C.P. Sanghvi was appointed as Managing Director of the Company for a period of Three years with effect from 1st October 2008, on terms and conditions including payment of Remuneration and Perquisites, as approved by the Members by passing a Special Resolution, at the Annual General Meeting held on 29th July 2008 and as set out in the Agreement dated 29th July 2008.

Mr. C.P. Sanghvi has been instrumental for the rapid growth of the Company since inception. In view of the overall growth in the size and business activities of the Company and the future plans, it has been considered desirable in the best interest of the Company to continue availing the benefits of his able leadership. It is, therefore, proposed to re-appoint Mr. C. P. Sanghvi as Managing Director of the Company for a period of Five Years with effect from 1st October 2011.

The Remuneration Committee of the Board of Directors at its Meeting held on 05th August 2011 approved the terms and conditions of re-appointment of Mr. C. P. Sanghvi, as Managing Director including payment of remuneration and perquisites for a period of Five Years effective from 1st October 2011, subject to approval of Board of Directors and Members of the Company. Accordingly, the Board of Directors of the Company approved the terms and conditions of re-appointment of Mr. C. P. Sanghvi, as Managing Director including payment of remuneration and perquisites for a period of Five Years effective from 1st October 2011, subject to approval of Members of the Company. Accordingly, the terms and conditions of re-appointment of Mr. C. P. Sanghvi, as Managing Director including payment of remuneration and perquisites for a period of Five Years effective from 1st October 2011, as approved by the Remuneration Committee and the Board of Directors and as set out in the Agreement to be entered into by the Company with him are as under :

Basic Salary :

₹13,05,000/- (Rupees Thirteen Lakhs Five Thousand only) per month, with effect from 1st October 2011.

House Rent Allowance :

₹75,000/- (Rupees Seventy Five Thousand only) per month.

Commission :

Calculated at a rate not exceeding 1% of the Net Profit of the Company as computed under section 349 and 350 of the Companies Act, 1956.

Perquisites :

In addition to the Salary payable, the managing director shall also be entitled to perquisite and allowances. For the purpose of calculating the above ceiling, the perquisites and allowances 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.

Medical Expenses :

Reimbursement of Medical Expenses incurred including hospitalization, nursing home and surgical charges for himself and his Family.

Medical Insurance:

As per the Rules of the Company.

Leave:

On full pay and allowances in accordance with the rules of the Company but not exceeding one month's leave for every eleven months' service.

Leave Travel Concession:

For himself and his Family once in a year in accordance with the rules of the Company.

Club Fees:

The Company shall pay the fees of clubs, subject to a maximum of two clubs. This will not include admission and life membership fees.

Personal Accident Insurance:

The Company shall effect a personal accident insurance policy for the Managing Director, the Premium not to exceed ₹10,000/- (Rupees Ten Thousand Only) per annum.

Gratuity:

Half month's salary for each completed year of service in accordance with the rules of the Company.

Provident Fund & Superannuation Fund:

Company's contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together are not taxable under the Income Tax Act.

Telephone:

Telephone at residence (including payment of local calls and long distance official calls, mobile phone, and internet facility/any other communication facility) at Company's cost.

Car:

Provision of one car with entitlement of a Chauffeur, which shall be fueled and maintained by the Company, to be valued as per Income Tax Rules, 1962.

Other Perquisites:

Reimbursement of Expenditure incurred on Gas, Electricity, Water and Furnishings.

Explanation: "Family" means the spouse and dependent children of Managing Director.

Other material terms with regard to the re-appointment of the Managing Director interalia include the following

- (a) The Managing Director shall perform, execute and discharge all such duties and responsibilities as may from time to time be assigned or entrusted to him by the Board.
- (b) The Managing Director shall be entitled to reimbursement of all amounts actually, wholly and properly incurred by him in the course of the Company's business including on entertainment and traveling and for and on behalf of the Company commensurate with his position.



MOVING INFRASTRUCTURE AHEAD

- (c) The Managing Director, so long as he functions as such, shall not be paid any sitting fees for attending the meeting of the Board of Directors or any committee thereof.
- (d) Agreement may be terminated by either party giving the other party 3 months' prior notice in writing.

Draft of Agreement to be entered into between the Company and Mr. C. P. Sanghvi, Managing 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 upto the date of the Meeting.

Mr. C. P. Sanghvi is holding directly 819,284 shares of the Company as on date. None of the Directors of the Company except Mr. C. P. Sanghvi, Chairman & Managing Director and Mrs. Mina C. Sanghvi, Director of the Company are concerned or interested in this resolution.

The above may be treated as an abstract of the terms of re-appointment and agreement to be entered into by the Company with Mr. C. P. Sanghvi, Managing Director and memorandum of concern or interest, pursuant to section 302 of the Companies Act, 1956.

Item No. 7

Mr. Rishi C. Sanghvi is a son of Mr. C. P. Sanghvi, Chairman & Managing Director and Mrs. Mina C. Sanghvi, Director of the Company.

Mr. Rishi C. Sanghvi has completed Bachelor of Science in Mechanical Engineering & Minor Economics from Rensselaer Polytechnic Institute, Troy, NY. Mr. Rishi C. Sanghvi was taken on probation as Manager-Business Development w.e.f. 01st July 2011 at the cost to the Company of ₹78,808/- (Rupees Seventy Eight Thousand Eight Hundred & Eight Only) per month. The Board approved at its meeting held on 05th August 2011, appointment of Mr. Rishi C. Sanghvi, as Manager – Business Development, subject to approval of Members at the ensuing Annual General Meeting.

Pursuant to the provisions of section 314(1B) of the Companies Act, 1956, the appointment of Mr. Rishi C. Sanghvi, is required to be approved by the member by way of Special Resolutions.

Mr. C. P. Sanghvi, Chairman & Managing Director and Mrs. Mina C. Sanghvi, Director of the Company being relatives of Mr. Rishi C. Sanghvi are deemed to be directly interested in this item.

None of the other Directors are concerned or interested in the proposed resolution.

By Order of the Board of Directors
For Sanghvi Movers Limited

Pune, 05th August 2011

Registered Office :
Survey No. 92, Tathawade,
Taluka Mulshi, Pune 411 033

Rajesh P. Likhite
Company Secretary &
Chief Compliance Officer

Directors' Report to the Members

Your Directors have pleasure in presenting the Twenty-second Annual Report and Audited Accounts of your Company for the financial year ended 31st March 2011.

(₹in Lakhs)

Financial Results	2010-2011	2009-2010
Total Income	37,352.25	34,273.12
Total Expenditure	10,544.74	7,887.34
Profit before Interest and Depreciation	26,807.51	26,385.77
Interest	4,919.60	4,747.28
Depreciation	9,288.48	7,872.98
Profit before Tax	12,599.42	13,765.52
Provision for Taxation	3,968.39	4,723.44
Profit after Tax	8,631.03	9,042.08
Surplus brought forward	14,004.80	11,477.05
Amount available for Appropriation	22,635.83	20,519.13
Appropriations :		
Transfer to General Reserves	5,000.00	5,000.00
Proposed Dividend	1,298.64	1,298.64
Tax on Dividend	210.67	215.69
Surplus carried forward to Balance Sheet	16,126.52	14,004.80

Dividend

Your Directors are pleased to recommend for your consideration Dividend ₹3/- per Equity Share i.e. @ 150% on Equity Shares for the Year ended 31st March 2011, as against ₹3/- per Equity Share i.e. @ 150% for previous year. In order to conserve the resources of the Company, the Dividend Payout Ratio is kept at 17%.

Business Review

The Performance of your Company during the Year under review has been satisfactory. You will be pleased to note that during the year under review, your Company has earned Total Income of ₹37,352.25 Lakhs and Net Profit of ₹8,631.03 Lakhs as against Total Income of ₹34,273.12 Lakhs and Net Profit of ₹9,042.08 Lakhs earned in the previous year.

Power Generation

Your Company has been earning regular income from the Business of Power Generation from Windmills commissioned in Jaisalmer, Rajasthan and Chitradurga, Karnataka. Total Income earned out of Wind Power Generation was ₹195.35 Lakhs and Total Power generation through Windmills was 55.29 Lakhs Kwh.

Finance

During the year under review, the Company has availed Financial Assistance from Axis Bank, Bank of Baroda, Bank of India, Corporation Bank, HDFC Bank, ICICI Bank, ING Vysya Bank, State Bank of Hyderabad, State Bank of India and The Saraswat Co-operative Bank for funding its expansion Programme and the Company is enjoying Working Capital facilities from Dena Bank.

Total Secured Loan outstanding as of 31st March 2011 was ₹63,284.63 Lakhs.