

**THIRTIETH
ANNUAL REPORT
AND
ACCOUNTS**

2019-20

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

CORPORATE INFORMATION:

BOARD OF DIRECTORS:	Shri A.K.Sanghi Smt. Poonam Sanghi Shri Sanjay Luharuka
DIRECTOR INCHARGE:	Shri A.K. Sanghi
AUDITORS:	A. Sachdev & 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 C101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083

NOTICE OF MEETING
(Pursuant to Section 101 of Companies Act, 2013)

NOTICE is hereby given that the Thirtieth 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 Thursday, 31st December, 2020 at 4.00 pm. to transact the following business:

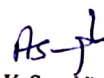
ORDINARY BUSINESS

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, 2020 and the Balance Sheet as at that date and the Auditors' Report thereon.
2. To appoint a Director in place of Smt. Poonam Sanghi (DIN: 00013115), who retires by rotation, and being eligible, offers herself 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 and other applicable provisions if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s. A. Sachdev & Co., Chartered Accountants, Mumbai (Registration No. 001307C), appointed as Auditors of the Company, by resolution passed at the 28th Annual General Meeting of the Company, to hold office from the conclusion of 28th Annual General Meeting to the conclusion of the Annual General Meeting to be held in the year 2023 be and is hereby appointed 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."

For and on behalf of the Board

Place: Mumbai
Date: 30.07.2020


(A.K. Sanghi)
Director
DIN: 00002587

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 26th December, 2020 to 31st December, 2020 (both days inclusive).
- c) Details under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 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) Members desiring any information with respect to the accounts for the year ended 31st March, 2020 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.
- e) Members are requested to notify the Company immediately about change in their address, if any.
- f) Members are requested to bring their copy of Annual Report to the meeting.

To,
The Members,
SANGHI CORPORATE SERVICES LIMITED

Your Directors are pleased to present the Thirtieth Annual Report together with the Audited Financial Statements of the Company for the financial year ended 31st March, 2020.

1. FINANCIAL RESULTS

The Financial Results of the Company for the year ended 31st March, 2020 are as follows:-

Particulars	31 st March, 2020 (Rs.)	31 st March, 2019 (Rs.)
Turnover		
Profit/(Loss) After Tax	47,64,210	1,11,559
Less/Add: Balance brought forward	(4,26,55,674)	15,652
Balance carried to the Balance Sheet	(4,74,19,884)	(4,26,71,326)
		(4,26,55,674)

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. 15-C-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 I and Annexure II 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, Smt. Poonam Sanghi retires by rotation at the ensuing Annual General Meeting, and being eligible, offers herself 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, 2020 as required by Section 92(3) of the Act is annexed as Annexure III to this report.

9. NUMBER OF BOARD MEETINGS

During the year four 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

Shri Sanjay Luharuka is an independent director in terms of Section 149 (6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Company has received declarations/ confirmations from the independent Director confirming his independence.

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12. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The requisite details as required by Section 134 (3)(e), Section 178(3) & (4) and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are annexed as Annexure IV 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, 2020 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, 2020 given by Shri R. K. Agrawal & Associates, Practicing Company Secretary is annexed as Annexure V to the Report.

As regards the observations 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 VI 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 SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, 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.

Individual Directors:

- a) Independent Directors: In accordance with the criteria suggested by the Nomination and Remuneration Committee, the performance of the 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 the independent director was a reputed professional and brought his rich experience to the deliberations of the Board.
- 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 Board was 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 VII 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 VIII 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 28th Annual General Meeting held on 22nd September, 2018, the members approved appointment of M/s A. Sachdev & Co., Chartered Accountants, Mumbai to hold office from the conclusion of the 28th Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2023, (subject to ratification of the appointment by the Members, at every Annual General Meeting held after the 28th 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: 30.07.2020

For and on behalf of the Board,


(A.K. Sanghi)
Director
DIN: 00002587

ANNEXURE-I

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.

For and on behalf of the Board,

Place: Mumbai
Date: 30.07.2020


(A.K Sanghi)
Director
DIN: 00002587

ANNEXURE-II

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 3 members The Board of Directors of the Company as at 31st March 2020 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 Sanjay Luharuka	Non Executive	1*	NIL	NIL

* In Private Limited Companies

b) Attendance records of each Director

4 Board Meetings were held during the year 2019-20. These meetings were held on 15/04/2019, 07/08/2019, 30/10/2019, and 20/01/2020. The attendance record of all the Directors at the Board Meetings and the last Annual General Meeting between 01-04-2019 to 31-03-2020 is as under:

Name	No. of BOD Meeting held	No of BOD Meetings attended	Attended last AGM
Shri A.K. Sanghi	4	4	Yes
Smt. Poonam Sanghi	4	4	Yes
Shri Sanjay Luharuka	4	4	No
Shri M.K. Saboo	4	1	No

2. AUDIT COMMITTEE

As required under Section 177 of the Companies Act, 2013 read with provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board has constituted an Audit Committee. Shri Ashok Kumar Sanghi is the Chairman of the Committee. Shri Sanjay Luharuka and Smt. Poonam Sanghi are the other members. The terms of reference of the Audit Committee are as outlined in the Act, and the Listing Agreement.

During 2019-20, four meetings of the Audit Committee were held on 15/04/2019, 07/08/2019, 30/10/2019, and 20/01/2020. The attendance of the members of the Audit Committee was as follows:

Sr. No.	Dates on which Audit Committee meetings were held	Smt. Poonam Sanghi	Shri Ashok Kumar Sanghi	Shri Sanjay Luharuka	Shri M. K. Saboo
1	15 th April, 2019	Attended	Attended	Attended	Attended
2	07 th August, 2019	Attended	Attended	Attended	N.A.
3	30 th October, 2019	Attended	Attended	Attended	N.A.
4	20 th January, 2020	Attended	Attended	Attended	N.A.

3. NOMINATION AND REMUNERATION COMMITTEE:

As required under Section 178(1) of the Act, read with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board has constituted the nomination and Remuneration Committee. Shri Sanjay Luharuka is the Chairman of the Committee. Shri Ashok Kumar Sanghi and Smt. Poonam Sanghi are the other members of the Committee.

The Committee is, inter alia, authorized to identify persons who are qualified to become Directors and who may be appointed in Senior Management, evaluation of Directors' performance, formulating criteria for determining qualifications, positive attributes and independence of a director and recommending their compensation.

During 2019-20, two meetings of the Nomination and Remuneration Committee were held on 07/08/2018 and 20/01/2020. The attendance of the members of the Nomination and Remuneration Committee was as follows:

Sr. No.	Dates on which meetings were held	Shri Kumar Sanghi	Ashok Sanghi	Smt. Sanghi	Poonam	Shri Luharuka	Sanjay
1	07 th August, 2019	Attended		Attended		Attended	
2	20 th January, 2020	Attended		Attended		Attended	

4. **STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The Company has a three member Stakeholders Relationship Committee of the Board of Directors namely Shri A. K. Sanghi, Shri Sanjay Luharuka and Smt. Poonam Sanghi under the Chairmanship of Shri A. K. Sanghi to specifically look into the redressal of grievances of the investors namely shareholders. The Committee deals with the grievances relating to transfer of shares, non-receipt of Balance Sheet, dematerialization of shares, complaint letters received from Stock Exchanges, SEBI etc. The Board of Directors has delegated power of approving transfer/transmission of shares to the Committee.

During the year 2019-20, four meetings of the Stakeholders' Relationship Committee were held on 15/04/2019, 07/08/2019, 30/10/2019, and 20/01/2020. The attendance of the members of the Stakeholders' Relationship Committee was as follows:

Sr. No.	Dates on which Audit Committee meetings were held	Smt. Poonam Sanghi	Shri Ashok Kumar Sanghi	Shri Luharuka	Sanjay	Shri M. K. Saboo
1	15 th April, 2019	Attended	Attended	Attended		
2	07 th August, 2019	Attended	Attended	Attended		Attended
3	30 th October, 2019	Attended	Attended	Attended		N.A.
4	20 th January, 2020	Attended	Attended	Attended		N.A.

During the year under review, there was no complaint received from the Shareholders. No Share Transfer/Transmission /issue of Duplicate Share Certificates were pending as on 31st March, 2020.

5. **INDEPENDENT DIRECTORS' MEETING:**

Schedule IV to the Act, inter alia, prescribes that the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of the non-independent directors and members of the management. During the year, one meeting of independent directors was held on 15th April, 2019. At the meeting, the Independent Directors reviewed the performance of the non-independent Directors (including the Chairperson) and timelines of flow of information between the Company, the management and the Board that are reasonable and necessary for the proper and efficient functioning of the Board.

6. **GENERAL BODY MEETING**

Location and time where last three Annual General Meetings were held:

No. of AGM	Venue	Date	Time
30 th	G-30,Shagun Arcade Premises Co-op Soc. Ltd. Gen A.K. Vaidya Marg, Dindoshi, Malad (E), Mumbai 400 097	31.12.2020	4:00 p.m.
29 th	G-30,Shagun Arcade Premises Co-op Soc. Ltd. Gen A.K. Vaidya Marg, Dindoshi, Malad (E), Mumbai 400 097	28.09.2019	4:00 p.m.
28 th	G-30,Shagun Arcade Premises Co op Soc. Ltd. Gen A.K. Vaidya Marg, Dindoshi, Malad (E), Mumbai 400 097	22.09.2018	4.00 p.m.

During the last year i.e., 2019-20, the Company has not passed any special resolution through postal ballot. No resolution is proposed to be conducted this year through postal ballot.

7. **CODE OF CONDUCT**

- The Board of Directors of the Company has laid down a comprehensive Code of Conduct for all its Board Members, Key managerial Personnel and Senior Management Personnel.
- The affirmation of compliance of code of conduct for the year 2018 -19 has been received from all the Board Members.

8. **DISCLOSURES**

- There are no materially significant related party transactions that would have potential conflict with the interests of the Company at large.
- A list of transactions with related parties as per Accounting Standard AS 18 is mentioned in Note No. 15-8-B to the Audited Accounts.
- No penalty/ stricture was imposed on the Company by Stock Exchange, SEBI or any other authority, on any matter related to capital markets, during the last three years.

9. **GENERAL SHAREHOLDER INFORMATION**

- Annual General Meeting

ACL

Date: 31st December, 2020

Time: 4.00 PM.

Venue: G-30, Shagun Arcade Premises Co. op Soc. Ltd.,
Gen A. K. Vaidya Marg, Dindoshi,
Malad (E), Mumbai-400097

- b) Financial Year: April to March
- c) Date of Book Closure: 23.12.2020
- d) Dividend Payment Date: N.A.
- e) The Equity Shares of the Company are listed on The Stock Exchange, Mumbai.
- f) Stock Code: 511640
- g) ISIN: INE998M01012
- h) Market Price Data: During the year under review, Company's shares were traded at Rs. 5.60 per share

10. **REGISTRAR / SHARE TRANSFER AGENTS**

The Company's Share transfer and Dematerialization work is handled by the Registrar & Share Transfer Agent, Sharex Dynamic (India) Pvt. Ltd., C101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400083.

11. **SHARE TRANSFER SYSTEM**

The share transfers are registered and returned within a period of 15 days from the date of receipt if documents are in order. The share transfers are approved by the share Transfer Committee.

12. **DISTRIBUTION OF SHAREHOLDING [as on 31.03.2020]**

Shareholding of Nominal Value [Rs.]	No. of Holders	[%] of Holders	Total Amount	[%] of Amount
UP TO 5,000	2546	92.515	36,18,310	12.061
5,001 – 10,000	90	3.27	8,05,830	2.686
10,001 – 20,000	39	1.417	5,76,000	1.920
20,001 – 30,000	34	1.235	8,62,000	2.973
30,001 – 40,000	9	0.327	3,16,260	1.054
40,001 – 50,000	9	0.327	4,28,120	1.427
50,001 – 1,00,000	6	0.218	4,05,000	1.350
ABOVE 1,00,000	10	0.690	2,29,58,480	76.528
TOTAL	2752	100.00	3,00,00,000	100.00

13. **DEMATERIALISATION OF SHARES**

The Company's shares are under dematerialization by NSDL / CDSL under ISIN: INE998M01012

Place: Mumbai
Date: 30.07.2020

For and on behalf of the Board


(A.K Sanghi)
Director
DIN: 00002587

Declaration Affirming Compliance of Code of Conduct

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with the Stock Exchange, the Board Members have confirmed compliance with the Code of Conduct for the year ended 31.03.2020.

For and on behalf of the Board

Place: Mumbai
Date: 30.07.2020


(A.K Sanghi)
Director
DIN: 00002587

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of Sanghi Corporate Services Limited,

We have examined the compliance of the conditions of Corporate Governance by M/s Sanghi Corporate Services Limited for the year ended 31st March, 2020 as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us and the representation made by the Directors and the management, we certify that the Company has complied, in all material respects, with the conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For A Sachdev & Co.
Chartered Accountants
FRN:001307C

Place: Mumbai
Date: 30.07.2020

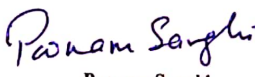
(CA Manish Agarwal)
Partner
M. No. 07862

CERTIFICATION UNDER CLAUSE 49 (V) OF THE LISTING AGREEMENT

I, Ashok Kumar Sanghi and Poonam Sanghi, Directors of the Company hereby certify that:-

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. 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 of our knowledge and 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 accept the responsibility for establishing and maintaining internal records for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such 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:
1. There are no changes in internal control over financial reporting during the year.
 2. There are no changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 3. There are no 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.


A. K. Sanghi
Director
DIN: 00002587


Poonam Sanghi
Director
DIN: 00013115

Place: Mumbai
Date: 30.07.2020

ANNEXURE IV

POLICY ON DIRECTORS' APPOINTMENT & REMUNERATION

REMUNERATION POLICY:

The Committee would decide remuneration policy at appropriate time because as of now no remuneration is being paid to any of the Directors of the Company.

CRITERIA FOR IDENTIFICATION OF PERSONS FOR APPOINTMENT AS DIRECTORS AND IN SENIOR MANAGEMENT:

In accordance with the provisions of section 178(3) of the Act read with SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Nomination and Remuneration Committee is required to formulate the criteria for determining qualifications, positive attributes and independence of a Director. The criteria adopted by the Nomination Committee for the aforesaid purpose as under:

Criteria for determining qualifications, positive attributes and independence of a director:

I. QUALIFICATIONS:

- a. He/She should possess appropriate skills, experience and Knowledge in one or more fields of Finance, Law, Management, Sales, Marketing, administration, research, Corporate Governance, Technical operations or other disciplines related to the Company's Business.
- b. Such qualifications as may be prescribed under the Companies Act, 2013 read with rules framed thereunder and the Listing Agreement with the Stock Exchanges.

II. POSITIVE ATTRIBUTES:

- a. He/She should be a person of integrity with high ethical standard.
- b. He/She should be able to commit to his/her responsibilities and devote sufficient time and attention to his/her professional obligation as a director.
- c. He/She should have skills, experience and expertise by which the Company can benefit.
- d. In respect of Executive/Whole time Director/Managing Director, in addition to I(a) & (b) and II(a) to(c) above, he/she should have strong quality of leadership and team mentoring, recognition, management skills, vision, ability to steer the organization even in adverse conditions, innovative thinking, result oriented and ability to enhance reputation of the organization.

III. INDEPENDENCE:

In respect of an independent director, in addition to I (a) & (b) and II (a) to (c) above, he/she should fulfill the criteria for being appointed as an Independent Director prescribed under section 149 of the Companies Act, 2013 read with Schedule IV to the said Act and the provisions of Clause 49 of the Listing Agreement as amended from time to time.

Place: Mumbai
Date: 30.07.2020

For and on behalf of the Board,



(A.K Sanghi)

Director

DIN: 00002587

1) CONSERVATION OF ENERGY:

Since there is no production activity, the power consumption is NIL and hence the conservation of energy is not applicable.

2) TECHNOLOGY ABSORPTION:

Presently the Company is not in any active mode, the technology absorption is not applicable.

3) FOREIGN EXCHANGE EARNINGS AND OUTGO:

In the current Financial Year there was no Foreign Exchange Earnings Outgo.

FORM A

	Current Year (in Rs.)	Previous Year (in Rs.)
(A) POWER AND FUEL CONSUMPTION	NIL	NIL
(B) CONSUMPTION PER UNIT OF PRODUCTION	NIL	NIL
Total	NIL	NIL

FORM B**A. RESEARCH & DEVELOPMENT:**

In the current Financial Year there were no Research & Development activities being carried out.

B. TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION:

As already indicated, the company is passing through a difficult situation and as soon as the same becomes active, Management would try to utilize various technical means for the benefit of the Company.

For and on behalf of the Board,

Place: Mumbai
Date: 30.07.2020

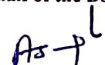

(A.K Sanghi)
Director
DIN: 00002587

ANNEXURE-VII**Disclosure under Section 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

The Board is pleased to mention that none of the Directors have been expecting any compensation including the Sitting Fees in view of the precarious financial position of the Company. Further there are no Permanent/Temporary employees in the Company and hence any further details are not applicable.

For and on behalf of the Board,

Place: Mumbai
Date: 30.07.2020


(A.K Sanghi)
Director
DIN: 00002587

ANNEXURE-VIII**Disclosure under Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

The Board is pleased to mention that none of the Directors have been expecting any compensation including the Sitting Fees in view of the precarious financial position of the Company. Further there are no Permanent/Temporary employees in the Company and hence any further details are not applicable.

For and on behalf of the Board,

Place: Mumbai
Date: 30.07.2020


(A.K Sanghi)
Director
DIN: 00002587

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Sanghi Corporate Services Limited
Bal Moral Apartment, Plot No.12,
Amritvan, Yashodham,
Opp. Dindoshi Depot,
Goregaon- East,
Mumbai- 400063

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sanghi Corporate Services Limited (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
2. Based on our verification of Sanghi Corporate Services Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:
3. We further report that compliance with applicable laws is the responsibility of the Company and our report constitutes an independent opinion. Our report is neither an assurance for future viability of the Company nor a confirmation of efficient management of the Company.
4. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 and according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;.....Not applicable
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;.....Not applicable
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;...Not applicable and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;.....Not applicable
5. We have also examined compliance with the applicable clauses of the following:
 - (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange;
6. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:
 - i. *The Company has not appointed a whole-time key Managerial Personnel in terms of Section 203 read with Rule 8 of Companies Act, 2013 during the financial year under review.*
 - ii. *The Company has not appointed an Internal Auditor in terms of Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014 of Companies Act, 2013 during the financial year under review.*

We further report that the Board of Directors of the Company is duly constituted with Non-Executive Directors/Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and to ensure meaningful participation at the meeting.



All the decisions are taken unanimously after taking into consideration views, opinions expressed by all the members. We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there are no instances of:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations

Place: Mumbai
Date: 30.07.2020

For R. K. Agrawal & Associates
Company Secretaries



R. K. Agrawal
(R. K. Agrawal)
Proprietor
M.No.: FCS 7267
C.P. No.: 3763

INDEPENDENT AUDITOR'S REPORT

To
The Members of,
SANGHI CORPORATE SERVICES LIMITED

Report on Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **SANGHI CORPORATE SERVICES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss account and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Emphasis of Matter

We draw attention to the following matters in the Notes to the financial statements:

- a) *We draw attention to Sub Point No.6 of Point (A) in Note 12 in the financial statements, which indicates that the net worth of the company has been substantially eroded and the Management intends to apply for winding up of company as repeated efforts of the management to turnaround the company has failed and the company's NBFC license has been revoked following which it is not able to carry out its object.*
- b) *We also draw attention to Sub Point No.2 of Point (C) in Note 12 in the financial statements, which indicates that the Long-Term Trade receivables of Rs.45,20,443/- due for recovery for a period of more than thirty-six months and above and have become time barred under Limitations Act, 1963 for recovery thereof have been written off during the year by the company.*
- c) *Point (vii) (b) of Annexure A to Audit Report & Sub Point No.1 of Point (C) in Note 15 of the financial statements, which describes the uncertainty related to the outcome of the Block Assessment by the Income Tax authorities up to the period of search and ascertained the liabilities to the extent of Rs. 3,83,93,572/- which has been disputed by the company before the higher authorities.*
- d) *Regarding non appointment of Internal Auditor and Company Secretary set forth in Sub Point No.3 and 4 of Point (C) in Note 15 of the financial statements.*

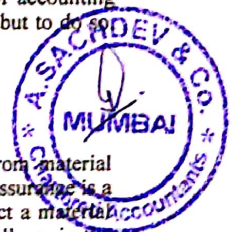
Our opinion is not modified in respect of these matters.

Management's Responsibility for the Financial Statements.

The Management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation & presentation 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, 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. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters Specified in paragraphs 3 and 4 of the Order.

As required by section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid standalone financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014
- e. In our opinion there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company.
- f. On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164(2) of the Act;
- g. With respect to the adequacy of the Internal Financial Control over financial reporting of the company and the operating effectiveness of such control, refer to our separate Report in "**Annexure B**" of this report;
- h. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - (i) The impact of pending litigations has been duly disclosed in the financial statements- Refer Sub Point No.1 of Point (C) in Note 15;
 - (ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - (iii) There has not been any occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund; hence, the question of delay in transferring such sums does not arise;

Place: Mumbai
Date: 30.07.2020



For A Sachdev & Co.
Chartered Accountants
FRN:001307C
Manish Agarwal
(CA Manish Agarwal)
Partner
M. No. 078628

UDIN:20078628AAAAFP3143

"Annexure A" to the Independent Auditor's Report

The Annexure referred to in Independent Auditor's Report to the members of SANGHI CORPORATE SERVICES LIMITED on the Financial Statements for the year ended 31st March, 2020;

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

- i. There is no Fixed Assets during the year, therefore paragraph 3(i) of the order is not applicable.
- ii. There is no inventory during the year, therefore paragraph 3(ii) of the order is not applicable.
- iii. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act. Therefore paragraph 3(iii) of the order is not applicable.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act.
- v. The Company has not accepted any deposits from the public as covered under provisions of Section 73 to 76 of the Act and rules made there under to the extent notified. Therefore paragraph 3(v) of the order is not applicable.
- vi. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the services rendered by the company. Therefore paragraph 3(vi) of the order is not applicable.
- vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Value added tax, Service Tax, Cess and other material statutory dues, as applicable, with the appropriate authorities in India. As informed, provisions of Customs Duty and Excise duty are not applicable to the Company during the year under report;

(b) According to the information and explanations given to us and based on the records of the company examined by us, there are disputed income tax dues for the following assessment years:

Sr. No.	Year	Amount involved	Remark
I	Block Assessment 1988-98	Rs.3,83,93,572/-	As informed us by the company the matter is pending before the Honorable ITAT and undecided till date due to adjournments taken by the IT Department.

- Subject to above there are no material dues of Service Tax, Sales Tax and Value added tax which have not been deposited on account of any disputes. As informed, provisions of Customs Duty and Excise duty are not applicable to the Company during the year under report.
- viii. According to the information and explanations given to us and based on the records of the Company examined by us, the Company has not taken any loan or borrowing from financial institution, bank, government and neither issued any debentures during the year. Hence paragraph 3(viii) of the order is not applicable.
 - ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Hence, paragraph 3 (ix) of the Order is not applicable to it.
 - x. According to the information & explanations given to us, no material fraud by the Company or on the Company by its officers or employees have been noticed or reported during the course of our audit.
 - xi. According to the information & explanations given to us, the company does not pay any managerial remuneration during the year. Hence, paragraph 3 (xi) of the Order is not applicable to it.
 - xii. In our opinion and based on our examination of records of the company, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
 - xiii. The Company has entered into transactions with related parties in compliance with the provisions of Section 177 and 188 of the Act. The transactions with related parties entered into by the Company, disclosures whereof are made as per applicable Accounting Standards.
 - xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under report. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
 - xv. According to the information & explanations furnished to us and based on our examinations of the records of the Company, the Company has not entered into non cash transactions with the directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
 - xvi. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore paragraph 3(xvi) of the order is not applicable.

Place: Mumbai
Date: 30.07.2020



For A Sachdev & Co.
Chartered Accountants
FRN:001307C
Manish Agarwal
(CA Manish Agarwal)
Partner
M. No. 078628
UDIN:20078628AAAAFP3143

Annexure B referred to in Our Report of even date to the members of SANGHI CORPORATE SERVICES LIMITED on the Financial Statements of the company for the year ended 31st March, 2019

Report on the Internal Financial Controls under Clause (b) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of SANGHI CORPORATE SERVICES LIMITED ("the company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting are established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

Internal financial control over financial reporting is a process designed by the Company to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Further, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate owing to changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate or for other reasons.

Opinion

In our opinion, the Company has an internal financial controls system over financial reporting, design whereof needs to be enhanced to make it comprehensive. Based on selective verification of process controls matrixes, made available to us towards the extreme end of the financial year under report and thereafter, in our opinion and considering the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI, the operating effectiveness of such process controls and appropriate documentation thereof needs to be strengthened to make the same commensurate with the size of the Company and nature of its business. The company does not have Internal Auditor and not conducted Internal Audit as required u/s 138 of the Companies Act, 2013.

Place: Mumbai
Date: 30.07.2020



For A Sachdev & Co.
Chartered Accountants
FRN:001307C

M. Manish Agarwal
(CA Manish Agarwal)
Partner

M. No. 078628
UDIN:20078628AAAAFP3143

The Income Tax authorities conducted search and seizure operations at the premises of the Company on 18th June 1998 and the Management confirmed that certain documents were furnished to the Income Tax Department. We were further informed that certain person without Management's knowledge and proper authority opened and operated upon certain Bank Accounts in the name of the company under forged signatures and unauthorised resolutions to cover up certain unauthorised and illegal business transactions through false and forged invoices. The company has taken further action by filing complaints with the concerned Authorities. Pending complaint of enquiries and investigation, the extent of impact on the Company of the aforesaid fraudulent transactions could not be ascertained in absolute terms.

The Books of account, records and other relevant documents/papers pertaining to the aforesaid transactions routed through the said unauthorised bank accounts have not been produced to us and hence not examined by us. However the Income Tax authorities have completed the Block Assessment up to the period of search and ascertained the liabilities to the extent of Rs. 3,83,93,572/- which has been disputed by the company before the higher authorities and the same has not been provided in the accounts.

- 4) The Company did not appoint Internal Auditor and not conducted internal audit during the year as required pursuant to provision of Section 138 of the Companies Act, 2013.
- 5) The Company did not have a full time Company Secretary during the year as required pursuant to the provisions of Section 203 of the Companies Act 2013.

6) **CONTINGENT LIABILITIES:**

Provisions are recognised for liabilities that can be measured only by using substantial degree of estimation. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates. Contingent liability is disclosed in case of a possible obligation where the probability of outflow of resources is not remote. There is no contingent liability during the current year as well as previous year.

7) **EARNINGS PER SHARE:**

Particulars	31st March, 2020	31st March, 2019
	Rs.	Rs.
Net Profit/(Loss) attributable to equity shareholder(A)	(47,64,210)	15,652
Weighted Average Number of Equity Shares (B)	30,00,000	30,00,000
Nominal Value of Share	10	10
Earnings per Share-Basic & Diluted (A/B)	(1.59)	0.01

- 8) Since the company does not have any employees, no information is provided.
- 9) No business was conducted by the company. Hence, there is no quantitative information with regards to trading activities.
- 10) Previous year's figures have been rearranged/ regrouped wherever necessary.
- 11) In the opinion of the Board of Directors, assets other than fixed assets and non- current investments have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the financial statements and that the provision for all known liabilities are adequate and are not in excess of the amounts considered reasonably necessary.
- 12) Based on the information / documents available with the company, sundry creditors includes total outstanding due to Micro & Small Enterprises of which:
 - a. Amounts overdue on accounts of principal and / or Interest: NIL
 - b. Name of the parties to whom the company owe any sum outstanding for more than 30 days but not overdue: NIL

As per our report of Even Date

For A. SACHDEV & CO.
Chartered Accountants

Manish Agarwal
MANISH AGARWAL
(Partner)
M.No.078628
FRN: 001307C

Place: Mumbai
Date: 30/07/2020



A.K. Sanghi
(A. K. Sanghi)
(Director)
DIN: 00002587

P. Sanghi
(P. Sanghi)
(Director)
DIN: 00013115

S. Luharuka
(S. Luharuka)
(Director)
DIN: 03374622

SANGHI CORPORATE SERVICES LIMITED
CIN: L67190MH1989PLC054086
BALANCE SHEET AS AT 31.3.2020

Particulars	Note No.	On 31.3.2020		On 31.3.2019	
		Rs.		Rs.	
I EQUITY AND LIABILITIES					
(1) Shareholder's funds					
(a) Share Capital	1	3,00,00,000		3,00,00,000	
(b) Reserves & Surplus	2	(4,74,19,884)		(4,26,55,674)	
			(1,74,19,884)		(1,26,55,674)
(2) Current liabilities					
(a) Short term borrowings	3	1,81,26,000		1,81,52,000	
(b) Other current liabilities	4	1,44,160		65,000	
			1,82,70,160		1,82,17,000
TOTAL			8,50,276		55,61,326
II ASSETS					
(1) Non - Current Assets					
(a) Other Non Current Asset	5	-		45,20,353	45,20,353
(2) Current Assets					
(a) Trade receivables	6	-		1,112	
(b) Cash & cash equivalents	7	8,718		2,00,863	
(c) Short term - loans and advances	8	8,41,558		8,38,998	
			8,50,276		10,40,973
TOTAL			8,50,276		55,61,326
SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS	12				

Notes referred to above and attached there to form an integral part of Balance Sheet
This is the Balance Sheet referred to in our Report of even date.

FOR A. SACHDEV & CO.
CHARTERED ACCOUNTANTS

Manish Agarwal

MANISH AGARWAL

Partner

M.No. : 078628

F.R.No: 001307C

UDIN: 20079628AAAAFP3143

Place : Mumbai

Date : 30/07/2020



FOR SANGHI CORPORATE SERVICES LIMITED

A.K. Sanghi *Pawan Sanghi* *S. Luharuka*

A.K.SANGHI

Director

DIN:00002587

P. SANGHI

Director

DIN:00013115

S. LUHARUKA

Director

DIN: 03374622

SANGHI CORPORATE SERVICES LIMITED
CIN: L67190MH1989PLC054086
PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31.3.2020

PARTICULARS	Note No.	Upto 31.3.2020		Upto 31.3.2019	
		Rs.		Rs.	
I INCOME					
Revenue from operations	9	-		1,11,559	
Other Income	10	2,419		11,52,272	
Total Revenue (I + II)			2,419		12,63,831
II Expenses					
Other expense	11	47,66,629		12,48,179	
Total Expense			47,66,629		12,48,179
III Profit before extraordinary items and tax (I-II)			(47,64,210)		15,652
IV Extraordinary Items			-		
V Profit before tax (III-IV)			(47,64,210)		15,652
VI Tax expense:					
(1) Current tax (MAT Payable)		-		-	
LESS: MAT Credit Entitlement		-		-	
Net Current Tax Liability		-		-	
(2) Deferred tax		-		-	
VII Profit/(Loss) for the period from continuing operations (V - VI)			(47,64,210)		15,652
VIII Profit/(Loss) for the period from discontinuing operations			-		-
IX Tax expense of discontinuing operations			-		-
X Profit/(Loss) from discontinuing operations (after tax) (VIII-IX)			-		-
XI Profit/(Loss) for the period (VII + X)			(47,64,210)		15,652
XII Earnings per equity share:					
(1) Basic			(1.59)		0.01
(2) Diluted			(1.59)		0.01

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS

12

*Schedules referred to above and notes attached there to form an integral part of Profit & Loss Statement
This is the Profit & Loss Statement referred to in our Report of even date.*

FOR A. SACHDEV & CO.
CHARTERED ACCOUNTANTS

MANISH AGARWAL
Partner

M.No. : 078628

F.R.No: 001307C

UDIN: 20079628AAAAFP3143

Place : Mumbai

Date : 30/07/2020



FOR SANGHI CORPORATE SERVICES LIMITED

A.K. SANGHI P. SANGHI S. LUHARUKA
Director Director Director

DIN:00002587

DIN:00013115

DIN: 03374622

SANGHI CORPORATE SERVICES LIMITED

CIN: L67190MH1989PLC054086

CASH FLOW STATEMENT

	31 ST MARCH	31 ST MARCH
	2020	2019
A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before Tax & Extra-ordinary Items	(47,64,210)	15,652
Adjustment for		
Sundry Balance w/off	-	-
Amortization expenses	-	-
Other Income (considered separately)	2,419	11,52,272
Operating Profit/(Loss) before working Capital chages	(47,66,629)	(11,36,620)
Add: Working Capital Changes:-		
i) (Increase)/Decrease in Inventories	-	-
ii)(Increase)/ Decrease in Trade receivables	1,112	7,406
iii)(Increase)/ Decrease in Short term - loans and advances	(2,560)	-
iv)(Increase)/ Decrease in other non current asset	45,20,353	3,39,973
VI) Increase/(Decrease) in Short - term provisions	-	-
VII) Increase/(Decrease) in Other current liabilities	79,160	15,000
	45,98,065	3,62,379
Add : Extra Ordinary items	-	-
Net Cash Flow from Operating Activities	(1,68,564)	(7,74,241)
B) CASH FLOW FROM INVESTMENT /OTHER ACTIVITIES		
Purchase of Investment	-	22,30,000
Other Income	2,419	11,52,272
Net Cash Flow From Investment Activities	2,419	33,82,272
C) CASH FLOW FROM FINANCING ACTIVITIES		
Short term borrowing	(26,000)	(27,40,500)
Net Cash Flow From Financing Activities	(26,000)	(27,40,500)
D) INCREASE IN CASH OR CASH EQUIVALENTS		
	(1,92,145)	(1,32,469)
Opening Cash & Cash Equivalent	2,00,863	3,33,332
Closing Cash & Cash Equivalent	8,718	2,00,863
	(1,92,145)	(1,32,469)

A.S.P.L.
A.K.SANGHI
Director

Pooan Singh
P. SANGHI
Director

Surya Kumar
S. LUHARUKA
Director

AUDITOR'S CERTIFICATE

We have examined the attched Cash Flow Statement of Sanghi Corporate Services Ltd.for the year ended 31.3.2020. The statement has been prepared by the Company in accordance with the requirement of Clause 32 of the listing agreement with the stock Exchange and is based on and in agreement with the Corresponding Profit & Loss Account and the Balance Sheet of the Company covered by our report dated 3rd,December 2020 to the members of the Company.

Place :Mumbai
Date : 30/07/2020
UDIN: 20079628AAAAFP3143

FOR A. SACHDEV & CO.
Chartered Accountants
Manish Agarwal
MANISH AGARWAL
Partner
F.R.No: 001307C



SANGHI CORPORATE SERVICES LIMITED

NOTES TO ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2020

1 SHARE CAPITAL

Particulars	(Amount in Rupees)	
	As at March 31, 2020	As at March 31, 2019
Authorized		
70,00,000 Equity shares of Rs. 10/- each with voting right	7,00,00,000	7,00,00,000
	<u>7,00,00,000</u>	<u>7,00,00,000</u>
Issued, Subscribed and Paid Up		
30,00,000 Equity shares, Rs. 10/- each fully paid up.	3,00,00,000	3,00,00,000
TOTAL	<u>3,00,00,000</u>	<u>3,00,00,000</u>

a) The details of shareholders holding more than 5% shares is set out below :

Name of the shareholders	No. of shares held at March, 31, 2020		No. of shares held at March, 31, 2019	
		%		%
a) Ashok Kumar Sanghi	4,27,910	14.26%	4,27,910	14.26%
b) Poonam Sanghi	3,78,410	12.61%	3,78,410	12.61%
c) Nishma Sanghi	3,89,170	12.97%	3,89,170	12.97%
d) Swati Sanghi	3,83,830	12.79%	3,83,830	12.79%

b) The reconciliation of the number of shares outstanding is set out below :

Particulars	As at March 31, 2020	As at March 31, 2019
	Number of shares at the beginning	30,00,000
Add: Shares issued during the year	-	-
Number of shares at the end	<u>30,00,000</u>	<u>30,00,000</u>

c) **Terms/rights attached to equity shares**

The company has only one class of shares referred to as equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares & pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity share will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d) For the period of five years immediately preceding the date at which balance sheet is prepared, the company has:-

- a) not issued shares pursuant to any contract without payment being received in cash,
- b) not issued any shares by way of bonus shares,
- c) not bought back its shares.



2 RESERVES & SURPLUS		
Particulars	As at March 31,2020	As at March 31,2019
<u>Surplus</u>		
Opening Balance	(4,26,55,674)	(4,26,71,326)
Add: Net profit after tax transferred from statement of profit & loss	(47,64,210)	15,652
TOTAL	(4,74,19,884)	(4,26,55,674)
3 SHORT TERM BORROWING		
Particulars	As at March 31,2020	As at March 31,2019
<u>Unsecured Loans repayable on demand from related parties:</u>		
- from Directors	1,81,26,000	1,81,52,000
TOTAL	1,81,26,000	1,81,52,000
4 OTHER CURRENT LIABILITIES		
Particulars	As at March 31,2020	As at March 31,2019
<u>Other payables</u>		
Others	1,44,160	65,000
TOTAL	1,44,160	65,000
5 OTHER NON CURRENT ASSETS		
Particulars	As at March 31,2020	As at March 31,2019
<u>Long-term trade receivables</u>		
Unsecured, considered doubtful	-	45,20,353
TOTAL	-	45,20,353



6 TRADE RECEIVABLES		
Particulars	As at March 31,2020	As at March 31,2019
(a) Outstanding For More Than Six Months Unsecured, Considered good	-	-
b) Others Unsecured, Considered good	-	1,112
TOTAL	-	1,112
7 CASH & CASH EQUIVALENTS		
Particulars	As at March 31,2020	As at March 31,2019
(a) Balances With Banks in: Current Accounts	7,170	4,314
(b) Cash In Hand	1,548	1,96,549
TOTAL	8,718	2,00,863
8 SHORT TERM LOANS & ADVANCES		
Particulars	As at March 31,2020	As at March 31,2019
Unsecured, Considered good		
Other Loans & Advances :		
Advance Income Tax (Net of Provision)	3,88,644	3,88,644
Income -Tax Block Assessment	4,04,800	4,04,800
MAT Credit	48,114	45,554
TOTAL	8,41,558	8,38,998



SANGHI CORPORATE SERVICES LIMITED

NOTES TO ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2020

The previous year figures have been regrouped/reclassified, wherever necessary to conform to the current presentation.

9 REVENUE FROM OPERATIONS

Particulars	As at March 31,2020	As at March 31,2019
Profit/(Loss) From Trading in F/O	-	1,11,559
TOTAL	-	1,11,559

10 OTHER INCOME

Particulars	As at March 31,2020	As at March 31,2019
<u>Other Non Operating Income</u>		
i) Dividend	2,419	2,351
ii) Miscellaneous Income	-	11,49,921
TOTAL	2,419	11,52,272

11 OTHER EXPENSES

Particulars	As at March 31,2020	As at March 31,2019
(a) Auditors Remuneration (Refer details below)	20,400	15,000
(b) Listing Fees	-	2,95,000
(c) Miscellaneous expenses	47,46,229	9,38,179
TOTAL	47,66,629	12,48,179

Auditors Remuneration

As an Auditor:

	As at March 31,2020	As at March 31,2019
Audit fee	20,400	15,000
Tax audit fee	-	-
	20,400	15,000



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: L67190MH1989PLC054086

Name of the Company: Sanghi Corporate Services Limited

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

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: or failing him
3. Name:
 Address:
 E-mail Id:
 Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my behalf at the 30th Annual General Meeting of the Company, to be held on the 31st day of December, 2020 at 4:00 p.m. at the registered office of the Company at Bal Moral Apartment, Plot No.12, Amritvan, Yashodham, Opp. Dindoshi Depot, Goregaon (E), Mumbai - 400 063 and at any adjournment thereof in respect of such resolutions as are indicated below:

- Resolution No.:
1.
 2.
 3.

Signed this day of, 2020

Signature of the shareholder(s)
Signature of Proxy holder(s)

Affix Revenue Stamp of Re.1

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.