

## **NOTICE**

NOTICE is hereby given that the Thirty-first Annual General Meeting of the Members of Sanghvi Movers Limited will be held on Friday, 25<sup>th</sup> day of September 2020, at 11:30 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business. The proceedings of the Annual General Meeting shall be deemed to be conducted at the Registered Office of the Company.

### **Ordinary Business:**

1. To receive, consider and adopt the Financial Statements for the year ended on 31<sup>st</sup> March 2020, including audited Balance Sheet as at 31<sup>st</sup> March 2020 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rishi C. Sanghvi (DIN: 08220906), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mrs. Maithili R. Sanghvi (DIN: 08334635), who retires by rotation and being eligible, offers herself for re-appointment.

### **Special Business:**

4. **Appointment of Mrs. Madhu Dubhashi as an Independent Director of the Company, as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Madhu Dubhashi (DIN: 00036846), who was appointed as an Additional Independent Director on the Board on 08<sup>th</sup> August 2019 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose Mrs. Madhu Dubhashi as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years, i.e. up to 07<sup>th</sup> August 2024, on the Board of Directors of the Company”.

5. **Re-appointment of Mr. Madhukar V. Kotwal as an Independent Director of the Company, as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Madhukar V. Kotwal (DIN: 00001744) who was appointed as an Independent Director of the

Company and who holds office upto 31<sup>st</sup> March 2021 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose Mr. Madhukar V. Kotwal as a candidate for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term upto 31<sup>st</sup> March 2026, on the Board of Directors of the Company.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval be and is hereby given for continuation of Mr. Madhukar V. Kotwal, beyond 10<sup>th</sup> October 2023, as an Independent Director of the Company on account of his attaining the age of 75 years on the said date”.

6. **Waiver of recovery of excess managerial remuneration paid to Mr. Sham D. Kajale – Joint Managing Director & CFO, during the financial year ended on 31<sup>st</sup> March 2020, as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approval as may be required, the approval of the Members of the Company be and is hereby accorded for waiver of recovery of excess amount of remuneration paid to Mr. Sham D. Kajale (DIN: 00786499), Joint Managing Director & CFO of the Company, in the financial year 2019-20, which is in excess of the limits prescribed under Schedule V of the Act in view of loss for the financial year 2019-20.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Nomination and Remuneration Committee thereof be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution”.

7. **Re-appointment of Mr. Sham D. Kajale, Joint Managing Director & CFO of the Company, as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 2(51), 2(53), 196, 197, 203 and Schedule V of the Act and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the Rules made there under, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, the consent of the members be and is hereby accorded to the re-appointment of Mr. Sham D. Kajale (DIN:00786499) as Joint Managing Director & CFO of the Company, for a period of five years with effect from 02<sup>nd</sup> September 2020 on the terms and conditions as set out in the agreement to be entered into between the Company and Mr. Sham D. Kajale and as set out in the statement annexed herewith with a liberty to the Board of Directors and/or Nomination and Remuneration Committee (NRC) to alter/vary the terms and conditions including remuneration in such manner as may be agreed between the Board of Directors and Mr. Sham D. Kajale.

**RESOLVED FURTHER THAT** the remuneration including benefits, amenities and perquisites as set out in the Explanatory Statement annexed to the Notice of Annual General Meeting and the agreement to be entered into between the Company and Mr. Sham D. Kajale, shall nevertheless be paid and allowed to Mr. Sham D. Kajale as minimum remuneration for any financial year, in case of absence or inadequacy of profits for such year, subject to provisions prescribed under Section 197 and with Schedule V of the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act.

**RESOLVED FURTHER THAT** the Board or Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution”.

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

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

Place: Pune

Date: 13<sup>th</sup> August 2020

**Registered Office:**

Survey No. 92, Tathawade,

Taluka Mulshi, Pune 411033

CIN: L29150PN1989PLC054143

Tel No. +91 8669674701/2/3/4

E-mail: [cs@sanghvicranes.com](mailto:cs@sanghvicranes.com)

Website: [www.sanghvicranes.com](http://www.sanghvicranes.com)

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of

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participation at the AGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman's of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to [cs@sanghvicranes.com](mailto:cs@sanghvicranes.com).
6. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") and Secretarial Standard 2 issued by The Institute of Company Secretaries of India setting out material facts concerning the business under Item No. 4 & 5 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as "SEBI Listing Regulations"), of the person seeking appointment/ re-appointment as Director/(s) under Item No. 2, 3, 4, 5 and 7 of the Notice are also annexed herewith.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 19<sup>th</sup> day of September 2020 to Friday, 25<sup>th</sup> day of September 2020 (both days inclusive) for the purpose of Annual General Meeting. The cut-off date for e-voting is 18<sup>th</sup> September 2020.
8. In terms of Article 135 of the Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Mr. Rishi C. Sanghvi and Mrs. Maithili R. Sanghvi retire by rotation at the ensuing Meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company recommends respective re-appointment.
9. Members whose shareholding is in the physical/dematerialized form are requested to direct change of address and updation of bank account details to the respective depository participants in case of shares held in dematerialized form and to Registrar & Share Transfer Agent of the Company in case of shares held in physical form.
10. Shareholders holding shares in identical order of names in more than one folio, are requested to write to the Company or to the office of the Registrar & Share Transfer Agent, M/s Link Intime India Private Limited, Block No 202, Akshay Complex, 2<sup>nd</sup> Floor, Near Ganesh Temple, Off Dhole Patil Road, Pune – 411001 enclosing their share certificate(s) to enable the Company to consolidate their holdings in one single folio.
11. Members are requested to:
  - intimate to the Company's Registrar & Share Transfer Agent/their Depository Participants (DP) changes, if any, in their registered addresses at an early date;
  - quote ledger folio numbers and/or DP Identity and Client Identity Numbers in all their correspondence;
  - inform the Registrar & Share Transfer Agent of the Company the particulars of Bank Account Number with the Name of the Bank and its Branch;

- direct all their correspondence to the Registrar & Share Transfer Agent of the Company.
12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
  13. 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 as to enable the Management to keep the information ready.
  14. On 28<sup>th</sup> February 2017, the Ministry of Corporate Affairs notified Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017. Further, as per provisions of Section 124 (6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, including the statutory modification(s) or re-enactment(s) thereof, for the time being in force ("IEPF Rules, 2016"), Equity Shares of the Company in respect of which dividend amounts have not been claimed/encashed for the last seven consecutive years or more are required to be transferred by the Company to the IEPF Suspense Account of the Investor Education and Protection Fund Authority ("IEPF"). The Shareholders, who have not claimed the Dividend for the Years ended 31<sup>st</sup> March 2013, onwards, are requested to claim the same from the Company at the earliest.
  15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in dematerialized form are requested to submit the PAN to the Depository Participants with whom the demat account is maintained. Members holding the shares in physical mode are requested to submit their PAN to the Company/Registrars and Transfer Agent.
  16. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
  17. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 31<sup>st</sup> AGM and the Annual Report for the financial year 2019-20 is available on the website of the Company at [www.sanghvicranes.com](http://www.sanghvicranes.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
  18. **VOTING THROUGH ELECTRONIC MEANS:**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, modifications and amendments thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-Voting to enable the Shareholders to cast their votes electronically. The facility of casting votes by members using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.

### INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER

19. The e-voting period commences on 22<sup>nd</sup> September 2020 (09:00 am IST) and ends on 24<sup>th</sup> September 2020 (5.00 pm IST). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Friday, 18<sup>th</sup> September 2020 only shall be entitled to avail the facility of remote e-voting/venue e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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

- (i) Launch internet browser by typing the following URL: [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" module.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Or

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

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

For Members holding shares in Demat Form and Physical Form	
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or Company please enter the Member ID / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of SANGHVI MOVERS LIMITED on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- (xv) If Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android/ IOS/windows based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xvii) Note for Non - Individual Shareholders and Custodians:
  - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

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- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@sanghvicranes.com](mailto:cs@sanghvicranes.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- (xix) Mr. Vinayak S. Khanvalkar, Practicing Company Secretary, Partner, Kanj & Co., LLP, Company Secretaries, Pune has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

After the conclusion of e-voting at the time of the AGM, the Scrutinizer will unblock the votes cast through remote e-voting / e-voting at the time of AGM and will prepare a consolidated report and submit the same to the Managing Director or Joint Managing Director & CFO of the Company not later than forty eight hours of conclusion of the AGM.

The Results declared alongwith the report of the Scrutinizer shall be filed on BSE Limited ([www.bseindia.com](http://www.bseindia.com)), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and also on the website of the Company [www.sanghvicranes.com](http://www.sanghvicranes.com) and on the website of CDSL e-Voting [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result by the Managing Director or Joint Managing Director & CFO of the Company.

- (xx) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
- (xxi) Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:
- For Physical shareholder - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) by email to Company/RTA email id.
  - For Demat shareholder -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) to Company/RTA email id.
  - The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.



- (xxii) Instructions for Shareholders attending the AGM through VC/OAVM are as under:
- Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Members login where the EVSN of Company will be displayed.
  - Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
  - Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - Shareholders holding shares as on the cut-off date i.e. 18<sup>th</sup> September 2020 and who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending an email to [cs@sanghvicranes.com](mailto:cs@sanghvicranes.com) from 20<sup>th</sup> September 2020 to 23<sup>rd</sup> September 2020, mentioning their name, demat account number/folio number, email id, mobile number. The shareholders who do not wish to speak during the AGM but have queries may send their queries by sending an email to [cs@sanghvicranes.com](mailto:cs@sanghvicranes.com) ten days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number. These queries will be replied to by the company suitably by email.
  - Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (xxiii) Instructions for Shareholders for e-voting during the AGM are as under:-
- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
  - Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  - If any Votes are cast by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
  - Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
20. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Shareholders in electronic mode during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays up to and including the date of the AGM of the Company. Members who wish to seek inspection, may send their request through an email at [cs@sanghvicranes.com](mailto:cs@sanghvicranes.com).

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21. Your Company is concerned about the environment and utilizes natural resources in a sustainable manner. The Ministry of Corporate Affairs has taken a “Green Initiative in Corporate Governance”, by allowing companies to send notices and documents to their shareholders electronically to facilitate paperless communication.
22. Sanghvi Movers Limited as a part of its corporate social responsibility undertakes “Green initiative” and intends to send documents to the Members in electronic form, at the email address, registered with the Depository Participant. We request you to update your email address with your Depository Participant to ensure that documents reach your preferred email address. By registering email address, you will receive the communication swiftly, save trees, reduce paper consumption, eliminate wastage of paper, avoid loss of documents in post and savings on the printing and postage.
23. Pursuant to the provisions of Section 139 of the Companies Act, 2013 and Rules made thereunder, B S R & Co. LLP, Chartered Accountants (Firm Registration. No.: 101248W/W-100022) were appointed as Statutory Auditors of the Company from the conclusion of 30<sup>th</sup> AGM till the conclusion of 32<sup>nd</sup> AGM to be held in year 2021. As per MCA Notification and the provisions of Section 139 of the Act and Rules made thereunder, the mandatory requirement for ratification of appointment of Statutory Auditors by the members at every AGM has been omitted and therefore the Company is not proposing an item on ratification of appointment of Statutory Auditors in this AGM.
24. The Annual Report is available on the website of the Company i.e. on [www.sanghvicranes.com](http://www.sanghvicranes.com).
25. In case of any queries, complaints, change of address, etc., Members are requested to e-mail at [grievance.redressal@sanghvicranes.com](mailto:grievance.redressal@sanghvicranes.com) or [pune@linkintime.co.in](mailto:pune@linkintime.co.in) or send their queries, complaints to the Registered Office of the Company or Link Intime India Private Limited, Registrar & Share Transfer Agent of the Company.
26. The Register of Directors' Shareholding & Key Managerial Personnel, the Register of Contracts or arrangements in which Directors are interested shall be made accessible for inspection through electronic mode, which shall remain open and be accessible to any Member during the continuance of the meeting.

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

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

Place: Pune  
Date: 13<sup>th</sup> August 2020

**Registered Office:**

Survey No. 92, Tathawade,  
Taluka Mulshi, Pune 411033  
CIN: L29150PN1989PLC054143  
Tel No. +91 8669674701/2/3/4  
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## **STATEMENT SETTING OUT THE MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 4**

Mrs. Madhu Dubhashi was appointed as an Additional Independent Director by the Board of Directors at its meeting held on 08<sup>th</sup> August 2019. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mrs. Madhu Dubhashi, being eligible and seeking appointment as an Independent Director for a term of five years, i.e. upto 07<sup>th</sup> August 2024. Mrs. Madhu Dubhashi holds the office till the date of ensuing Annual General Meeting and is eligible for appointment. Notice under the provisions of Section 160 of the Act has been received from a member signifying its intention to propose the candidature of Mrs. Madhu Dubhashi as an Independent Director of the Company, for a first term of five years from 08<sup>th</sup> August 2019 to 07<sup>th</sup> August 2024.

Mrs. Madhu Dubhashi is a graduate in Economics (Honours) from Miranda House, Delhi University and a post graduate in Business Management from the Indian Institute of Management, Ahmadabad in 1973. Mrs. Dubhashi has experience of more than four decades in the capital market and financial service sectors, which includes Project Appraisal, Financial Structuring, Financial Syndication, Share Valuation, Corporate Restructuring, Merchant Banking and Merger & Acquisition. Mrs. Madhu Dubhashi has worked for various organisations including ICICI Limited, Standard Chartered Bank, Investment Banking Division, Mrs. Dubhashi served as the Chief Executive Officer of Global Data Service of India Limited. Mrs. Dubhashi has been an Independent Director of Axis Finance Limited. Mrs. Dubhashi has been a Non-Executive Independent Director at Pudumjee Paper Products Limited, Tube Investments of India Limited and Majesco Limited.

Mrs. Madhu Dubhashi is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declaration from Mrs. Madhu Dubhashi that meets the criteria of independence as prescribed both under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Mrs. Madhu Dubhashi fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for her appointment as an Independent Director. The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on 13<sup>th</sup> August 2020, subject to the approval of the Members of the Company, accorded their approvals for the appointment of Mrs. Madhu Dubhashi as an Independent Director of the Company, for a term of five years, i.e. upto 07<sup>th</sup> August 2024. Brief profile of Mrs. Madhu Dubhashi whose appointment as an Independent Director is proposed at Item No. 4, is provided in the 'Annexure' to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India. The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mrs. Madhu Dubhashi as an Independent Director. Mrs. Dubhashi is holding 10,000 equity shares of the Company.

A copy of draft letter of appointment of the Independent Director setting out the terms and conditions of her appointment is available for inspection by the Members in electronic mode during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays up to and including the date of the AGM of the Company. Members who wish to seek inspection, may send their request through an email at [cs@sanghvicranes.com](mailto:cs@sanghvicranes.com).

Except Mrs. Madhu Dubhashi, being an appointee, none of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 4. The Board recommends the resolution set forth in Item No. 4 for approval of the Members.

### **Item No. 5**

At the Twenty-seventh Annual General Meeting of the Company held on 22<sup>nd</sup> September 2016, Mr. Madhukar V. Kotwal was appointed as an Independent Director on the Board of the Company, for a term of up to five consecutive years, up to 31<sup>st</sup> March 2021, pursuant to the provision of Sections 149, 150, 152 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement. Mr. Madhukar V. Kotwal holds the office till 31<sup>st</sup> March 2021 and is eligible for re-appointment. Notice under the provisions of Section 160 of the Act has been received from a member signifying its intention to propose the candidature of Mr. Madhukar V. Kotwal as an Independent Director of the Company, for a second term of five consecutive years with effect from 01<sup>st</sup> April 2021 till 31<sup>st</sup> March 2026.

Mr. Madhukar V. Kotwal is a Graduate in Mechanical Engineering and a Fellow of the Indian National Academy of Engineering (INAE). Mr. Madhukar V. Kotwal joined Larsen & Toubro Limited (L&T) in 1968 and retired in August 2015, as a Whole-time Director on the Board of Directors of L&T and President (Heavy Engineering) after nearly 47 years of service. Mr. Madhukar V. Kotwal played a leadership role in manufacture of critical equipment and systems for core strategic sectors such as, Nuclear Power, Space Research and Defence and for Refineries, Petrochemicals and Fertilisers covering both Domestic and International Markets.

Mr. Madhukar V. Kotwal has been a member of a Technology Advisory Group for the International Thermonuclear Experimental Nuclear Fusion project ITER in France, a member of the Vijay Kelkar Committee on Defence, Co-Chair of CII Defence Committee, Chairman of FICCI Defence Committee and Member of the National Aeronautics Advisory Group of Government of India and past Chairman of the Process Plant and Machinery Association of India (PPMAI). He was a recipient of the "Business Leader of the Year" award in 2009. Mr. Madhukar V. Kotwal is on the Governing Council of INAE and the Chairman of its Pune Chapter, a member of Pune International Centre and a Member of the Board for Research in Nuclear Sciences. Mr. Madhukar V. Kotwal is a Non-Executive Independent Director at Kirloskar Ferrous Industries Limited.

On the basis of Directors' skills, experience, qualifications and the performance evaluation, the Nomination and Remuneration Committee and Board of Directors at their respective meeting(s) held on 13<sup>th</sup> August 2020 has recommended re-appointment of Mr. Madhukar V. Kotwal as an Independent Director of the Company, subject to the approval of the Members of the Company, for the second term of five years, i.e. upto 31<sup>st</sup> March 2026.

Mr. Madhukar V. Kotwal is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director. The Company has also received declaration from Mr. Madhukar V. Kotwal that he meet with the criteria of independence as prescribed both under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Brief profile of the Mr. Madhukar V. Kotwal whose re-appointment as an Independent Director is proposed at Item No. 5, is provided in the 'Annexure' to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India. A copy of draft letter of appointment of the Independent Director setting out the terms and conditions of his appointment is available for inspection by the Members in electronic mode during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays up to and including the date of the AGM of the Company. Members who wish to seek inspection, may send their request through an email at [cs@sanghvicranes.com](mailto:cs@sanghvicranes.com).

Consent of the members by way of Special Resolution is required for re-appointment of Mr. Madhukar V. Kotwal, in terms of Section 149 of the Act. Further, pursuant to Regulation 17 of the Listing Regulations, 2015, consent of the members by way of Special Resolution is also required for continuation of a Non – Executive Director beyond the age of seventy five years. During the proposed term of Mr. Madhukar V. Kotwal will attain the age of seventy five years on 10<sup>th</sup> October 2023. The Special Resolution under Item No. 5 once passed, shall also be deemed as your approval under the Listing Regulations, 2015, for continuation of Mr. Madhukar V. Kotwal as an Independent Director.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Madhukar V. Kotwal as an Independent Director. Except Mr. Madhukar V. Kotwal, being an appointee, none of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 5. The Board recommends the resolution set forth in Item No. 5 for approval of the Members.

#### **Item No. 6**

The Members of the Company at the Twenty-sixth Annual General Meeting of the Company held on 23<sup>rd</sup> September 2015 had appointed Mr. Sham D. Kajale, as the Executive Director & CFO of the Company for a period of five years upto 01<sup>st</sup> September 2020. In the Twenty-ninth Annual General Meeting of the Company held on 13<sup>th</sup> August 2018, the Members of the Company approved the change in the designation of Mr. Sham D. Kajale to Joint Managing Director and CFO of the Company.

At the time of the re-appointment in F.Y. 2015-16, the Company had adequate profits and the remuneration paid / payable to Mr. Sham D. Kajale was well within the limits prescribed under the Companies Act, 2013. The prolonged slowdown in the economic activity, weak consumer sentiments, subdued infrastructure activity, tight financing environment with high interest rate, weak operating economics, rising fuel price continued to impact the performance of the Company.

The infrastructure industry in general and crane hiring industry in particular has been facing challenges due to unfavorable market conditions, fierce competition and recessionary conditions in Indian economy. As a result the Company could not maintain level of profit as compared to the previous years. The year 2019-20 witnessed a longer than expected slowdown resulting in reduced margins, increase in cost of borrowings.

This challenging environment resulted in a significant reduction in new business for the Company thereby impacting its profitability for the Financial Year 2019-20.

Owing to the above factors, the financial performance of the Company in the financial year ended 31<sup>st</sup> March 2020 did not meet expectations and resulted in inadequate profit for FY 2019-20.

Due to inadequate profits, the remuneration paid to Mr. Sham D. Kajale for the financial year 2019-20 exceeded the limits specified under Section 197 of the Companies Act, 2013 (the Act) read with Schedule V thereto. Pursuant to Section 197(10) of the Act, the Members of the Company can waive the recovery of excess remuneration by passing a special resolution.

The management of the Company believes that the remuneration as previously approved by the Members of the Company and paid to Mr. Sham D. Kajale is justified in terms of his key role within the Company.

The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on 13<sup>th</sup> August 2020, subject to the approval of the Members of the Company, accorded their approvals for waiver

of the recovery of excess managerial remuneration amounting to ₹ 7.76 Lakhs paid by the Company to Mr. Sham D. Kajale in the interest of the Company and have also recommended the aforesaid resolution as set out in this Notice for approval of the Members.

Accordingly, it is proposed that approval of the Members of the Company by way of a special resolution be obtained for the waiver of recovery of excess remuneration paid to Mr. Sham D. Kajale. The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

With his rich experience, he has raised some bank finances at competitive rates and thereby able to reduce interest costs. Considering the role & responsibilities and contributions of Mr. Sham D. Kajale, as Joint Managing Director & CFO of the Company, size of operations, market conditions, remuneration level of Directors and Senior Managerial Personnel in comparable companies, the remuneration being paid to Mr. Sham D. Kajale, Joint Managing Director & CFO is very modest. The Board recommends passing of the Special Resolution as set out at Item No. 6 of the Notice. Except Mr. Sham D. Kajale, none of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 6.

### **Item No. 7**

The Members of the Company at the Twenty-sixth Annual General Meeting of the Company held on 23<sup>rd</sup> September 2015 had appointed Mr. Sham D. Kajale, as the Executive Director & CFO of the Company for a period of five years upto 01<sup>st</sup> September 2020. In the Twenty-ninth Annual General Meeting of the Company held on 13<sup>th</sup> August 2018, the Members of the Company approved the change in the designation of Mr. Sham D. Kajale to Joint Managing Director and CFO of the Company.

The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on 13<sup>th</sup> August 2020, appointed Mr. Sham D. Kajale, as Joint Managing Director & CFO of the Company for a term of five years with effect from 02<sup>nd</sup> September 2020, subject to the approval of the Members of the Company. In terms of provisions of Sections 196, 197, 203 and Schedule V of the Act and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, re-appointment of the Joint Managing Director & CFO and for the payment of remuneration is required to approved by the Members of the Company.

### **Brief Profile:**

Mr. Sham D. Kajale has done his Master's in Commerce and is the Associate Member of the Institute of Cost Accountants of India. Mr. Sham D. Kajale is working with the Company since last 25 years and has been looking after Corporate Finance, Accounts, Legal, Taxation, Marketing and Business Development and other administrative functions. In the last three financial years, the Company has not posted any profits and in such difficult times, effective financial management is critical. During this period, Mr. Sham D. Kajale has contributed significantly in managing the finances and to the overall development of the Company. Mr. Sham D. Kajale is a very good leader with strong relationship with stakeholders, bankers and employees. He is a valuable asset for the Company in his role as Joint Managing Director & CFO. Considering his increasing involvement in the business operations as well as corporate affairs of the Company, the appointment of Mr. Sham D. Kajale as Joint Managing Director & CFO for a period of five years with effect from 02<sup>nd</sup> September 2020, is in the interest of the Company and the Board of Directors recommend the Resolution in Item No. 7 of the Notice, subject to the approval of the Members.

Draft Agreement to be entered into between the Company and Mr. Sham D. Kajale shall be open for inspection by the Members in electronic mode during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays up to and including the date of the AGM of the Company.

Accordingly, the main terms and conditions of appointment of Mr. Sham D. Kajale (hereinafter referred to as a "Joint Managing Director & CFO") are given below:

**Tenure of Appointment:**

The appointment of the Joint Managing Director & CFO is for a period of five years with effect from 02<sup>nd</sup> September 2020.

**Nature of Duties:**

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

**Remuneration:**

**a. Salary:**

A Salary (Basic Salary) of ₹ 5,62,000.00 (Rupees Five Lakhs Sixty Two Thousand only) per month, subject to maximum permissible limit upto ₹ 10,00,000.00 (Rupees Ten Lakhs Only).

The annual increments which will be effective 01<sup>st</sup> April each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ("NRC") or by the NRC on authority of the Board, within the said maximum amount.

**b. Performance Based Incentive:**

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

**c. Ex-gratia:**

As per rules of the Company.

**d. Perquisites:**

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

**Category A**

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

**House Rent Allowance** ₹ 2,00,000.00 (Rupees Two Lakhs Only) per month, subject to maximum permissible limit upto ₹ 5,00,000.00 (Rupees Five Lakhs Only).

**Educational Allowance:** ₹ 100/- (Rupees One Hundred only) per month.

**Other Allowances** of ₹ 1,250/- (Rupees One Thousand Two Hundred Fifty only) per month.

**Reimbursement of Books and periodicals expenses** of ₹ 550.00 (Rupees Five Hundred and Fifty only) per month.

### Category B

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

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

Retirement and other benefits include contribution to National Pension Scheme (NPS) and contribution to Superannuation Fund as per the Rules of the Company.

### Category C

The Company will provide to the Joint Managing Director & CFO, a Company owned car with a Driver, which shall be fueled and maintained by the company.

**Personal Accident Insurance/Medicaid/Group Life Insurance:** As per rules of the Company.

**Leave Travel Concession\Assistance:** As per the rules of the Company.

### Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Joint Managing Director & CFO, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances in accordance with the ceiling and subject to further approvals as required under Schedule V of the Companies Act, 2013 (or any statutory modification thereof) or the remuneration as approved by Special resolution as mentioned hereinabove, whichever is higher.

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

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

Mr. Sham D. Kajale is holding nil shares of the Company as on date. He does hold not any other Directorships in any other Company and is not holding position in any of the committees of other Companies. Mr. Sham D. Kajale has attended all the Board meetings held in the current and previous financial year.

The Board recommends the resolution at item no. 7 for approval of the Members. Except Mr. Sham D. Kajale, being an appointee, none of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 7.



## **ANNEXURE-II**

### **STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 [INCLUDING SECRETARIAL STANDARD – 2 AND SEBI (LODR) REGULATIONS, 2015, AS APPLICABLE] IN RESPECT OF ITEM NO. 7 OF THE NOTICE:**

#### **I. GENERAL INFORMATION:**

- a. Nature of Industry: The Company is engaged in the business of providing medium sized heavy duty cranes on rental basis.
- b. Date or expected date of commencement of production: The Company is an existing Company and is in operation since 1989.
- c. In case of new companies, expected date of commencement of activities as per project approved by Financial Institution appearing in the prospectus: Not applicable.
- d. Financial performance based on given indicators:

(₹ In Lakhs)

<b>Particulars</b>	<b>2019-20</b>	<b>2018-19</b>	<b>2017-18</b>
<b>Total Income</b>	32,620.07	29,526.05	24,845.22
<b>Profit/Loss before Tax</b>	(2,135.60)	(8,625.58)	(8,786.81)
<b>Net Profit after taxation</b>	(660.34)	(5,806.30)	(5,747.98)

- e. Export performance and net foreign exchange earned: Nil
- f. Foreign investments or collaborators, if any: Nil

#### **II. Information about Appointee:**

- a. Background details: Mr. Sham D. Kajale has done his Master's in Commerce and is the Associate Member of the Institute of Cost Accountants of India. Mr. Sham D. Kajale is working with the company since last 25 years and has been looking after Corporate Finance, Accounts, Legal, Taxation, Marketing and Business Development and other administrative functions.

The Company is immensely benefited because of the vast experience of Mr. Sham D. Kajale in the fields of Corporate Finance, Accounts, Legal, Taxation, Marketing and Business Development and other administrative functions.

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- b. Past remuneration: The table showing the net profit earned in the financial year, maximum permissible limits of the remuneration as per the Companies Act, 2013 and remuneration paid, is as follows:

(₹ In Lakhs)

Financial Year	Net Profit after tax for the year	Maximum Permissible limits as per Companies Act, 2013 (i.e. 5% of the Net profit for the year)	Remuneration paid	Remuneration paid as % of Net Profits of the Company for the year
2019-20	(660.34)	-	134.68	-
2018-19	(5,806.30)	-	122.69	-
2017-18	(5,747.98)	-	71.87	-

As per schedule V of the Companies Act, 2013, in part II, section II, sub Para B, if the managerial person is not having any interest in the capital of the company or its holding company, directly or indirectly or through any other statutory structures and not having any direct or indirect interest or related to the Directors or Promoters of the company or its holding company at any time during last two years before or on the date of appointment and is having a graduate level qualification with expert and specialized knowledge in the field of his profession, then the Managerial remuneration be paid as per item (A) of the Schedule V of the Companies Act, 2013. The remuneration paid to Mr. Sham D. Kajale during the year 2019-20 exceeds the permissible limits and the special resolution towards waiver of excess remuneration paid to Mr. Sham D. Kajale in Financial year 2019-20 forms part of the notice.

- c. Job profile and his suitability: Subject to the supervision and control of the Board of Directors, Mr. Sham D. Kajale is involved in the business operations and corporate affairs of the Company. He looks after efficient running of business operations, strategical planning, control, customer relationships, liaisoning with Banks and Financial Institutions, including credit rating agencies, investor relationships, liaisoning with Government & Semi-government authorities.
- d. Remuneration proposed: The remuneration paid/proposed to be paid during the tenure of Mr. Sham D. Kajale Joint Managing Director & CFO is detailed herein above and provided in the explanatory statement. Pursuant to Section 197 of the Act, Companies have been permitted to pay remuneration to managerial personnel in excess of the limits prescribed under Section 197 read with Schedule V to the Act with the consent of the Members of the company given by way of a special resolution.
- e. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Taking into consideration the size of the Company, the profile of Mr. Sham D. Kajale, the responsibilities shouldered by him and the industry benchmarks, the remuneration paid is commensurate with the remuneration packages paid to similar senior level managerial personnel in other companies.
- f. Pecuniary relationship directly or indirectly with the Company or relationship with the personnel, if any: Mr. Sham D. Kajale – Joint Managing Director & CFO doesn't hold any shares of the Company. Apart from receiving remuneration as stated above, he does not receive any emoluments from the Company.

- g. Number of Board Meetings attended after appointment: Mr. Sham D. Kajale attended five Board meetings during the year.

### **III Other information:**

Reasons of loss or inadequate profits: During the financial year 2019-20, the Company generated revenue of ₹ 326.20 Crores (previous year: ₹ 295.26 Crores) and the Net loss to the tune of ₹ 6.60 Crores, as compared to the previous year's Net loss of ₹ 58.06 Crores. Post March 2018, the Company has witnessed huge turbulence in terms of its order book which was primarily dominated by Wind Mill Sector. Due to sudden and unexpected change in the business scenario and more particularly in the wind mill sector (which has contributed more than 54% of our revenue during last financial year), the Company's financial performance has severely affected in the financial year 2019-20. In FY 2017-18 nearly 70% of our business has come from Wind Mill & Power Sector. During FY 2018-19, both these sectors were having its own set of problems. Wind Mill Sector has played a dominant role in the revenue contribution of the Company since last 8/9 years which has witnessed major setback in FY 2019-20 and that has badly affected our business volume. Lack of business opportunities coupled with cut-throat competition had put additional stress on the pricing power of the company. All these factors have taken a huge toll on the Company's financial performance and the Company has posted net loss of ₹ 6.60 Crores for the year ended on 31<sup>st</sup> March 2020.

Steps taken or proposed to be taken for improvement: The Company has been making conscious efforts to improve its financial performance and have initiated various cost reduction and cost optimization efforts. The results of these initiatives are likely to be felt in the coming quarters.

Expected increase in productivity in profits in measurability terms: The Company has adopted various cost optimisation methods. The positive results of these measures can be seen in the forthcoming quarters. In addition to this Company is targeting maximum deployment of its crane fleet with reasonable amount of yield which will eventually expected to increase the top line and profitability of the Company going forward.

### **IV. DISCLOSURES**

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved remuneration to be paid to the Joint Managing Director & CFO. The disclosures as required on all elements of remuneration package such as salary, ex gratia, performance based incentive have been made in the Boards' Report under the heading "Corporate Governance Report" forming part of the Annual Report. None of the Directors or Key Managerial Personnels are concerned or interested in the above resolution.

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### ANNEXURE TO THE NOTICE DATED 13<sup>TH</sup> AUGUST 2020

#### DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT AT THE MEETING [Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting]

Name of the Director	Mr. Rishi C. Sanghvi	Mrs. Maithili R. Sanghvi
DIN	08220906	08334635
Designation	Managing Director	Non-Executive Non-Independent Woman Director
Age	31 Years	32 Years
Date of first Appointment	07 <sup>th</sup> December 2018	23 <sup>rd</sup> May 2019
Qualification	Bachelor of Science in Mechanical & Minor Economics and Master of Business Administration from U.S.A.	Graduate from Gujrat University and Post Graduate Diploma in Interior Design from Chelsea College of Arts and Design.
Expertise in specific area	Business Development, Heavy-lift and technical support, imports, logistics, purchase, stores, land acquisitions.	Business Management, Human Resource Development and Administration,
Terms and Conditions of re-appointment	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website. <a href="http://www.sanghvicranes.com">www.sanghvicranes.com</a>	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website. <a href="http://www.sanghvicranes.com">www.sanghvicranes.com</a>
Relationship with other Directors and Key Managerial Personnels of the Company	Husband of Mrs. Maithili R. Sanghvi	Wife of Mr. Rishi C. Sanghvi
Director in other Listed Companies	No	No
Chairman / Member of Committee of the Board of other Companies	Nil	Nil
Number of meetings of the Board attended during the FY 2019-20	5 Meetings	2 Meetings
Remuneration last drawn for the Financial year ended 31 <sup>st</sup> March 2020 (including sitting fees in ₹)	₹ 211.76 Lakhs	₹ 1 Lakh
Remuneration proposed	As per Special Resolution passed in the 30 <sup>th</sup> Annual General Meeting held on 08 <sup>th</sup> August 2019.	Sitting Fees towards attending the Board and Committee Meetings and in accordance with the provisions of the Companies Act 2013.
Shares held in the company as on the date of Notice	54,57,738 Equity Shares	Nil

<b>Name of the Director</b>	<b>Mrs. Madhu Dubhashi</b>	<b>Mr. Madhukar V. Kotwal</b>
DIN	00036846	00001744
Designation	Independent Director	Independent Director
Age	69 Years	71 years
Date of first Appointment	08 <sup>th</sup> August 2019	05 <sup>th</sup> February 2016
Qualification	Graduate in Economics (Honors) from Miranda House, Delhi University and a post graduate in Business Management from the Indian Institute of Management, Ahmadabad.	B.E. - Mechanical from University of Mumbai and he is on Governing Council of Indian National Academy of Engineering and the Chairman of its Pune Chapter, a member of Pune International Centre and a Member of the Board for Research in Nuclear Sciences.
Expertise in specific area	Capital Market and Financial Service Sectors, Corporate Restructuring, Merchant Banking and Merger & Acquisition.	Manufacturing, Operations, Enterprise Planning and Business Development
Terms and Conditions of appointment/ re-appointment	As per the resolution no 4, Mrs. Madhu Dubhashi is proposed to be appointed as an Independent Director for a period of 5 years term, not liable to retire by rotation.	As per the resolution no 5, Mr. Madhukar V. Kotwal is proposed to be re-appointed as an Independent Director for second term of 5 years, not liable to retire by rotation.
Relationship with other director and Key Managerial Personnel of the Company	Not related to any Directors/Key Managerial Personnels	Not related to any Directors/Key Managerial Personnels
Director in other Listed Companies*	1. Tube Investments of India Limited 2. Majesco Limited 3. Pudumjee Paper Products Limited	1. Kirloskar Ferrous Industries Limited

## THIRTY FIRST ANNUAL REPORT 2019-2020

Name of the Director	Mrs. Madhu Dubhashi	Mr. Madhukar V. Kotwal
Chairman / Member of Committee of the Board of other Listed Companies.	<p>1. Tube Investments of India Limited</p> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee - Chairperson,</li> <li>• Nomination and Remuneration Committee – Member</li> </ul> <p>2. Pudumjee Paper Products Limited</p> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Nomination and Remuneration Committee – Member</li> </ul> <p>3. Majesco Limited</p> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Nomination and Remuneration Committee – Chairperson</li> </ul>	Nil
Number of meetings of the Board attended during the FY 2019-20	2 Meetings	3 Meetings
Remuneration last drawn for the Financial year ended 31 <sup>st</sup> March 2020 (including sitting fees in ₹)	₹ 1.10 Lakhs	₹ 2.10 Lakhs
Remuneration proposed	Sitting Fees towards attending the Board and Committee Meetings and in accordance with the provisions of the Companies Act 2013	Sitting Fees towards attending the Board and Committee Meetings and in accordance with the provisions of the Companies Act 2013
Shares held in the Company as on the date of Notice	10,000 Equity Shares	Nil

<b>Name of the Director</b>	<b>Mr. Sham D. Kajale</b>
DIN	00786499
Designation	Joint Managing Director & CFO
Age	50 years
Date of first Appointment	02 <sup>nd</sup> September 2006
Qualification	Master's in Commerce and is the Associate Member of the Institute of Cost Accountants of India.
Expertise in specific area	Corporate Finance, Accounts, Legal, Taxation, Marketing and Business Development and other administrative functions.
Terms and Conditions of re-appointment	As per the resolution at Item No. 7 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Sham D. Kajale is proposed to be re-appointed as Joint Managing Director & CFO, for a period of five years, from 02 <sup>nd</sup> September 2020 to 01 <sup>st</sup> September 2025.
Relationship with other Directors and Key Managerial Personnels of the Company	Not related to any other Directors / Key Managerial Personnels
Director in other Listed Companies	No
Chairman / Member of Committee of the Board of other Companies	Nil
Number of meetings of the Board attended during the FY 2019-20	5 Meetings
Remuneration last drawn for the Financial year ended 31 <sup>st</sup> March 2020 (including sitting fees in ₹)	₹ 134.61 Lakhs
Remuneration proposed	The details of remuneration sought to be paid is given in the Explanatory Statement Item No. 7 annexed to this Notice.
Shares held in the Company as on the date of Notice	Nil

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

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

Place: Pune

Date: 13<sup>th</sup> August 2020

**Registered Office:**

Survey No. 92, Tathawade,

Taluka Mulshi, Pune 411033

CIN: L29150PN1989PLC054143

Tel No. +91 8669674701/2/3/4

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