



## SANGHVI MOVERS LIMITED

Registered Office: Survey No.92, Tathawade,  
Taluka Mulshi, Pune, Maharashtra 411033

Website: [www.sanghvicranes.com](http://www.sanghvicranes.com) CIN: L29150PN1989PLC054143

Tel.: (020) 66744700, Fax.: (20) 66744724 , Email : [grievance.redressal@sanghvicranes.com](mailto:grievance.redressal@sanghvicranes.com)

EVSN (Electronic Voting Sequence Number)	Default PAN
150609013	<b>USE YOUR PAN</b>

DPID/Client ID:

Date: 12<sup>th</sup> June 2015

Dear Member,

Pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the relevant Rules made there under read with Clause 35B of the Listing Agreement with Stock Exchange(s), Postal Ballot Notice is being sent to the Member(s) of the Company for transacting special business by passing resolutions through Postal Ballot.

The Board of Directors in its meeting held on 22<sup>nd</sup> May 2015 approved following resolutions subject to the approval of Member(s):

1. Creation of charge/encumbrance on assets of the Company;
2. Increase in borrowing limits of the company;
3. Adoption of new set of Memorandum of Association of the Company;
4. Adoption of new set of regulations as Articles of Association of Company inter-alia pursuant to the Companies Act, 2013.

The Postal Ballot Notice along with the Postal Ballot Form may be accessed by clicking the link click here. The same is also available on the website of the Company at [www.sanghvicranes.com](http://www.sanghvicranes.com).

In compliance with clause 35B of the Listing Agreement and the provisions of Section 110 of the Companies Act, 2013 read with the Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, the Company is offering its Members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-Voting in order to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Please note that e-Voting is optional.

You may please note that the E-voting will start on Monday, 15<sup>th</sup> June 2015 at 09.00 hours (IST) and ends on Wednesday, 15<sup>th</sup> July 2015 at 18.00 hours (IST).

In case a member is desirous of obtaining Postal Ballot Form in physical form or a duplicate one, he/she may write to the Company Secretary Mr. Rajesh Likhite or send an email to [grievance.redressal@sanghvicranes.com](mailto:grievance.redressal@sanghvicranes.com). The Company shall forward the same along with the prepaid postage Business Reply envelope to the member.

Kindly note that the Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If members are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

**Please read the instructions given in the attached Notice carefully before exercising the vote.**

Thanking you,

**For Sanghvi Movers Limited**

**Sd/-**  
**Rajesh Likhite**  
**Company Secretary & Chief Compliance Officer**

**Note: This is a system generated Email hence do not reply to this email id.**

# SANGHVI MOVERS LIMITED

Regd. Office : Survey No. 92, Tathawade,  
Taluka - Mulshi, Pune, Maharashtra - 411 033, INDIA.  
Tel. : +91-20-66744700 Fax : +91-20-66744724  
E-mail : sanghvi@sanghvicranes.com  
Web : www.sanghvicranes.com  
CIN No. : L29150PN1989PLC054143



REF: SML/SEC/SE/15-16/15

Date: 16<sup>th</sup> June 2015

## **Bombay Stock Exchange**

Corporate Relationship Department  
1<sup>st</sup> Floor, Rotunda Building,  
B. S. Marg, Fort,  
Mumbai - 400001

By Email / Courier

**Kind Attn.: Ms. Pooja Sanghvi - Relationship Manager**  
**Ref: Code No. 530073**

## **National Stock Exchange of India Limited**

Exchange Plaza  
Bandra Kurla Complex  
Bandra East  
Mumbai - 400051

By Email / Courier

**Kind Attn.: Mr. K. Hari - Asst. Vice President**  
**Symbol: SANGHVIMOV**

**Subject: Postal ballot notice**

Dear Sir,

This is to inform you that the members of the Company will consider to approve the resolutions, by way of Postal Ballot. We are enclosing herewith the photocopy of the postal ballot notice.

Thanking you,

**For Sanghvi Movers Limited**

**Rajesh P. Likhite**  
**Company Secretary &**  
**Chief Compliance Officer**



Encl: As above



# SANGHVI MOVERS LIMITED

Registered Office: Survey No. 92, Tathawade, Taluka Mulshi, Pune - 411033

Website: [www.sanghvicranes.com](http://www.sanghvicranes.com) CIN: L29150PN1989PLC054143

Tel.: (020) 66744700, Fax.: (20) 66744724, Email : [grievance.redressal@sanghvicranes.com](mailto:grievance.redressal@sanghvicranes.com)

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to the Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to the Members of the Company to seek their approval by way of Postal Ballot for the proposals contained in the proposed Special Resolutions set out below. The Statement stating all material facts of the proposals is also appended hereto for your consideration.

The Board of Directors at its Meeting held on 22<sup>nd</sup> May 2015 has appointed Mr. Vinayak S. Khanvalkar, Practicing Company Secretary, Partner, Kanj & Associates, Company Secretaries, Pune, as a Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner. You are requested to carefully read the instructions printed on the Postal Ballot Form (annexed hereto) along with the Notice and Statement herewith and return the Postal Ballot Form duly completed in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 18.00 hours on 15<sup>th</sup> day of July 2015.

In compliance with Clause 35B of the Listing Agreement and the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting as an alternate for its Members, to enable them to cast their votes electronically instead of casting their vote in physical form and dispatching the Postal Ballot Form(s). The Scrutinizer will submit his report to the Chairman / Director / Company Secretary of the Company after completion of scrutiny. The result of the Postal Ballot will be announced by any one of the above mentioned person(s) on 20<sup>th</sup> day of July 2015, at the Registered Office of the Company.

The result of the Postal Ballot shall also be hosted on the website of the Company and also be displayed at the Registered Office of the Company besides communicating to the BSE Limited and NSE Limited and. The Board of Directors has appointed Mr. Sham D. Kajale, Executive Director & CFO (DIN 00786499) and Mr. Rajesh Likhite, Company Secretary & Chief Compliance Officer as the Designated Persons responsible for the entire Postal Ballot Process.

The date of declaration of the results of the Postal Ballot shall be the date on which the resolutions would be deemed to have been passed by the Members, if approved by requisite majority.

The draft Resolution(s) along with Statement setting out material facts are as follows:

### Special Business:

1. To approve creation of charge/encumbrance on assets of the Company.

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

**“RESOLVED THAT** in supersession of earlier resolutions passed by the members and pursuant to the provision of Section 180 (1) (a) and other applicable provision, if any, of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to the creation by the Board of Directors of the Company (herein after referred to as “Board” which term shall include any committee of the Board constituted/to be constituted to exercise its powers, including the powers conferred by this resolution) the Company hereby accords its sanction and authorises the Board of Directors of the Company (“the Board”) to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lenders, Agents and Trustees for securing the borrowings of the Company availed/to be availed by way of Loans (in foreign currency and/or rupee currency) and Securities (comprising Fully/Partly convertible Debentures and/or Non-convertible Debentures with or without detachable or non-detachable Warrants and/or Secured Premium Notes or other debt instruments), issued or to be issued by the Company, from time to time, subject to the limit upto Rs. 10,00,00,00,000/- (Rupees One Thousand Crores only) together with interest, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agents/Trustees, premium (if any) on redemption, all other costs, charges and expenses and all other moneys payable by the Company in terms of the Loan Agreements/Heads of Agreements, Debenture Trust Deeds or any other Documents entered into/to be entered into between the Company and the Lenders/Agents/Trustees in respect of the said loans/ borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lenders/Agents/Trustees.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents /deeds /writings /papers /agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid.”

2. Increase in borrowing limits of the Company

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

**“RESOLVED THAT** in supersession of earlier resolution passed by the members and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 consent of the members be and is hereby given to the Board of Directors of the Company to borrow from time to time such sum or sums of money as they may deem fit by way of loans / debentures or any other mode of borrowing (in foreign currency and/or rupee currency) as may be deemed fit by the Board of Directors for the purpose of the business of the Company notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose provided that the total amount together with the money(s) already borrowed by the Board of Directors shall not exceed the sum of Rs. 10,00,00,00,000/- (Rupees One Thousand Crores only) at any time.

**RESOLVED FURTHER THAT** Board of Directors or its delegated authority be and is hereby authorized to finalize terms and conditions of such borrowing and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution”.

3. Adoption of new set of Memorandum of Association of the Company

To consider and, if thought fit, to pass, the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect.

**RESOLVED FURTHER THAT** Mr. C. P. Sanghvi - Managing Director (DIN: 00116599) , Mr. Sham D. Kajale - Executive Director & CFO (DIN: 00786499), Mr. Rajesh P. Likhite, Company Secretary & Chief Compliance Officer, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard including but not limited to filing of requisite application/ forms/ reports, etc. with the Ministry of Corporate Affairs or with such other authorities as may be required for the purpose of giving effect to this resolution."

4. Adoption of new set of regulations as Articles of Association of Company inter-alia pursuant to the Companies Act, 2013

To consider and, if thought fit, to pass, the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the regulations contained in the printed document submitted to the meeting and for the purpose of identification initialed by the Chairman thereof be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing regulations contained in the Articles of Association be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** Mr. C. P. Sanghvi - Managing Director (DIN: 00116599) , Mr. Sham D. Kajale - Executive Director & CFO (DIN: 00786499), Mr. Rajesh P. Likhite, Company Secretary & Chief Compliance Officer, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard including but not limited to filing of requisite application/ forms/ reports, etc. with the Ministry of Corporate Affairs or with such other authorities as may be required for the purpose of giving effect to this resolution."

By Order of the Board of Directors  
For Sanghvi Movers Limited

Rajesh P. Likhite  
Company Secretary &  
Chief Compliance Officer

Pune, 22<sup>nd</sup> May 2015  
Registered Office:  
Survey No. 92, Tathawade,  
Taluka Mulshi, Pune 411033

**NOTES:**

- 1 The Statement for the proposed Special Resolutions under Items No. 1 to 4 pursuant to Section 102 (1) of the Companies Act, 2013, read with Section 110 of the Companies Act, 2013, setting out material facts are annexed herewith.
- 2 The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 05<sup>th</sup> June 2015.
- 3 In compliance with clause 35B of the Listing Agreement and the provisions of Section 110 of the Companies Act, 2013 read with the Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, the Company is offering its Members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-Voting in order to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Please note that e-Voting is optional.
- 4 In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 and Rule 22 of the Rules, this Postal Ballot Notice is being sent by email to those members who have registered their e-mail address with the Company in respect of shares held in physical form, if any or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their email address will receive their Postal Ballot Notice along with the form through post.
- 5 In case a member is desirous of obtaining Postal Ballot Form in physical form or a duplicate one, he/she may write to the Company Secretary Mr. Rajesh Likhite or send an email to [grievance.redressal@sanghvicranes.com](mailto:grievance.redressal@sanghvicranes.com). The Company shall forward the same along with the prepaid postage Business Reply envelope to the member.
- 6 The postal ballot notice is also being published in Business Standard and Loksatta and the same has been uploaded on the websites [www.sanghvicranes.com](http://www.sanghvicranes.com) and [www.evotingindia.com](http://www.evotingindia.com).
- 7 The voting rights of the members shall be in proportion to their shares in the total paid up equity share capital of the Company as on DATE.
- 8 In compliance with Rule 22(5) of the Rules, the Board of Directors has appointed Mr. Vinayak S. Khanvalkar, Practising Company Secretary, Partner, Kanj & Associates, Company Secretaries, Pune has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and in accordance with the said rules.
- 9 The instructions for Shareholders voting electronically are as under:
  - (i) The voting period begins on 15<sup>th</sup> June 2015 and ends on 15<sup>th</sup> July 2015. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders)
	<ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> <li>● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 a 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.
  - 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.
- (xix) 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).
- 10 Kindly note that the Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If members are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
- 11 Members exercising their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on 15<sup>th</sup> July 2015, at 18.00 hours.
- a. Please note that all postal ballot forms received after 15<sup>th</sup> July 2015, at 18.00 hours will be strictly treated as if the reply from the Member has not been received.
- 12 In case, shares are jointly held, the postal ballot form should be completed and signed as per the specimen signature registered with the Company by the first named Member and in his / her absence, by the next named Member.
- 13 In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.

- 14 A tick ("") mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
- 15 The vote in this Postal Ballot cannot be exercised through proxy.
- 16 All documents referred to in the accompanying Notice and the statement are open for inspect at the registered office of the Company during the office hours on all working days except Saturday and Sunday between 11.00 a.m. and 2.00 p.m. upto 15<sup>th</sup> July 2015.
- 17 The Scrutinizer's decision on the validity or otherwise of the Postal Ballot Form / e-voting will be final.
- 18 The Results of e-voting and Postal Ballot Form shall be aggregated and declared by the Chairman or by any other person duly authorised in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.sanghvicranes.com](http://www.sanghvicranes.com) within two (2) days of passing of the resolutions and communicated to the Stock Exchanges.

By Order of the Board of Directors  
For Sanghvi Movers Limited

Rajesh P. Likhite  
Company Secretary &  
Chief Compliance Officer

Pune, 22<sup>nd</sup> May 2015  
Registered Office:  
Survey No. 92, Tathawade,  
Taluka Mulshi, Pune 411033

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## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1

The members had vide Postal Ballot dated 19<sup>th</sup> June 2008, accorded by way of Ordinary Resolution, their consent to the Board of Directors of the Company for creation of charge/ mortgage on the assets of the Company under Section 293(1) (a) of the Companies Act, 1956 to the extent of Rs.1,000 Crores. As per the provisions of Section 180 (1) (a) of the Companies Act, 2013, the mortgage or charge on all or any part of the movable and /or immovable properties of the Company, may be deemed as a disposal of the whole, or substantially the whole, of the undertaking of the Company. The Board proposes to continue the limit under Section 180 (1) (a) of the Companies Act, 2013 to Rs.1,000 Crores which requires the approval of the Shareholders of the Company by way of a Special Resolution by means of postal ballot including e-voting. None of the Directors, Key Managerial Personnel of the Company or their relatives financially or otherwise are deemed to be interested or concerned in the said Special Resolution. The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution as set out in Item No. 1 of the accompanying Notice for approval of the members through Postal Ballot.

### Item No. 2

The Members of the Company vide postal ballot dated 19<sup>th</sup> June 2008, had accorded by way of Ordinary Resolution, their approval under Section 293(1)(d) of the Companies Act, 1956 to the Board of Directors of the Company for borrowing monies on behalf of the Company, from time to time, upto an aggregate amount (apart from temporary loans obtained or to be obtained in the ordinary course of business) not exceeding at any time Rs.1,000 Crores (Rupees One Thousand Crores) over and above the paid up share capital of the Company and its free reserves. Under the provisions of Section 180(1) (c) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the Shareholders obtained by a Special Resolution. Section 180(1) (c) of the Companies Act, 2013 requires the consent of the Shareholders of a Company by way of Special Resolution at a general meeting to enable the Board of Directors to borrow moneys, where the money to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital of the Company and its free reserves. In view of the above, the approval of the Shareholders is being sought by a Special Resolution for an enabling authority in favour of the Board to continue its borrowing power to Rs. 1,000 Crores in addition to the aggregate of the paid up share capital and free reserves of the Company. Your Directors recommend the resolution at item no.2 for your approval. None of the Directors and Key Managerial Personnel of the Company or their respective relatives financially or otherwise are concerned or interested in the Resolution mentioned at Item No.2 of the Notice.

### Item No. 3 & 4

The existing Memorandum of Association and Articles of Association of the Company are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act, which deal with the general working of companies, stand notified. With the coming into force of the Act several clauses of the Memorandum and Articles of Association of the Company requires alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Memorandum and Articles of Association by a new set of Memorandum and Articles of Association. It is thus expedient to adopt new set of Memorandum and Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Memorandum and Articles of Association of the Company instead of amending the Memorandum and Articles of Association. Hence the Board of Directors at its meeting held on 22<sup>nd</sup> May 2015 decided to adopt new set of Memorandum and Articles of Association in place of existing Memorandum and Articles of Association of the Company and seek Shareholders' approval for the same. In terms of Section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company. Your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of *inter-alia*, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. A copy of the proposed set of new Memorandum and Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 2.00 p.m. Your Directors recommend the resolution at item no.3 & 4 for your approval. None of the Directors, Key Managerial Personnel of Company and their relatives financially or otherwise are concerned or interested in the said resolution.

By Order of the Board of Directors  
For Sanghvi Movers Limited

Rajesh P. Likhite  
Company Secretary &  
Chief Compliance Officer

Pune, 22<sup>nd</sup> May 2015  
Registered Office:  
Survey No. 92, Tathawade,  
Taluka Mulshi, Pune 411033

**SANGHVI MOVERS LIMITED**Registered Office: Survey No.92, Tathawade,  
Taluka Mulshi, Pune, Maharashtra 411033Website: [www.sanghvicranes.com](http://www.sanghvicranes.com) CIN: L29150PN1989PLC054143Tel.: (020) 66744700, Fax.: (20) 66744724 , Email : [grievance.redressal@sanghvicranes.com](mailto:grievance.redressal@sanghvicranes.com)**POSTAL BALLOT FORM PURSUANT THE PROVISIONS OF  
CLAUSE 35B OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES**

Sr.No:

1. Name of the sole/first named :  
shareholder (member) (in block letters)  
and Registered address

2. Name(s) of Joint Shareholder(s) :

3. Registered Folio No./ :  
\*DP ID & Client ID. (\*Applicable to  
investors holding shares in  
dematerialized form)

4. Number of Equity Shares held :

5. I/we hereby exercise my/our vote in respect of the special resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 22<sup>nd</sup> May 2015, by conveying my/our assent / dissent to the said resolution/(s) reading as under by placing the tick (√) mark at the appropriate box below.

Description	No. of Shares	I/We assent to the resolution (FOR)	I /We dissent to the resolution (AGAINST)
1. To approve creation of charge/encumbrance on assets of the company			
2. Increase in borrowing limits of the company			
3. Adoption of new set of Memorandum of Association of the Company			
4. Adoption of new set of regulations as Articles of Association of Company inter-alia pursuant to the Companies Act, 2013			

Place : \_\_\_\_\_

Date : \_\_\_\_\_

\_\_\_\_\_  
(Signature of the Shareholder/Beneficial owner)**ELECTRONIC VOTING PARTICULARS**

EVSN (Electronic Voting Sequence Number)	*Default PAN
150609013	

\* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

- Note: 1. Please read carefully the instructions before exercising your vote.  
2. Please send your Ballot Form in the pre-paid envelope enclosed herewith so as to reach on or before Wednesday, 15<sup>th</sup> July 2015, (6.00 p.m.).